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MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

1991 JUL 11 PM 1: 16

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ARTICLES OF INCORPORATION

OF

MADISON COUNTY COVERED BRIDGE FESTIVAL, INC.

TO THE SECRETARY OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a corporation not for pecuniary profit under Chapter 504A of the Code of Iowa (1991), hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Madison County Covered Bridge Festival, Inc. The effective date of this corporation shall be July 11, 1991.

ARTICLE II.

The principal place of business of this corporation shall be at Winterset, Madison County, Iowa.

ARTICLE III.

The corporation shall endure perpetually from the date the Secretary of State of the State of Iowa issues her Certificate of Articles of Incorporation.

ARTICLE IV.

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall neither have nor exercise any power, or shall it engage directly or indirectly in any activity, that would invalidate it's status, i) as a corporation that is exempt from federal income taxation as an organization described in Section

501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or ii) as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V.

This corporation, through it's Board of Directors, shall have all the powers given to corporations not for pecuniary profit under the provisions of Chapter 504A of the 1987 Code of Iowa and acts amendatory thereto, and without limiting the foregoing powers shall have the power to borrow money and transfer property, give security in the form of mortgage, pledge or otherwise, to issue securities, including annuity contracts, and to enter into contracts. It shall also have the power to take by gift, purchase, devise or bequest, real, personal or mixed property for purposes appropriate to its creation.

ARTICLE VI.

The address of the registered office of this corporation in the State of Iowa is 113 N. John Wayne Drive, P.O. Box 309, Winterset, Iowa 50273, and the name of the registered agent at such address is A. Zane Blessum.

ARTICLE VII.

Section I. The business of this corporation shall be managed, controlled and directed by the regularly elected Board of Directors of the Madison County Covered Bridge Festival, Inc.

which shall consist of 7 members.

Section II. Until the next annual meeting of the Madison County Covered Bridge Festival, Inc. the following shall constitute the initial Board of Directors of this Corporation:

NAME	ADDRESS
Tammy Shelton	521 W. Green Street, Winterset, IA 50273
Clyde Klave	Sunrise Trailer Court Winterset, IA 50273
Bea Leonard	402 N. 8th Avenue Winterset, IA 50273
Betty Carlton	514 E. Court Avenue Winterset, IA 50273
Tesa Heldenbrand	R.R. 3 Winterset, IA 50273
Janet Zeutenhorst	R.R. 3 Winterset, IA 50273

Section III. The Annual meeting of the Board of Directors may be held immediately after the annual meeting of the members of the corporation. The annual meeting of the Board of Directors shall be held within ten (10) days after the annual meeting of the corporation.

ARTICLE VIII.

Until the election and qualification of their successors, the following shall serve as officers of the corporation:

Tammy Shelton	President
Clyde Klave	Vice President
Bea Leonard	Vice President
Janet Zeutenhorst	Secretary
Betty Carlton	Treasurer

ARTICLE IX.

The annual meeting of the corporation for the election of the Board of Directors, and for the transaction of other business, shall be held on the 3rd Thursday of January each year. Notification of the annual meeting shall be the responsibility of the President, or in his absence by the Vice President.

ARTICLE X.

This corporation shall have the power at any annual meeting to adopt, amend or repeal the By-laws or these Articles of Incorporation by a majority vote of those present at any annual meeting or special meeting of the corporation. Notice of all proposed revisions shall be mailed to each member of the Board of Directors and membership by the President at least ten (10) days prior to the meeting at which such revisions are to be considered.

ARTICLE XI.

The title to all property of the corporation regardless of nature shall be taken, acquired and held in the name of the corporation, Madison County Covered Bridge Festival, Inc.

ARTICLE XII.

This corporation shall have no seal.

ARTICLE XIII.

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the

federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV.

The acts and actions of the incorporators performed for the corporation prior to the issuance of the Certificate of Incorporation are hereby adopted as the acts of the corporation and the private property of the members, officers, and members of the Board of Directors of the corporation shall not be liable for any of the debts or liabilities of this corporation.

ARTICLE XV.

The names and address of the Incorporators are:

NAME	ADDRESS
Tammy Shelton	521 W. Green Street Winterset, IA 50273
Clyde Klave	Sunrise Trailer Court Winterset, IA 50273
Bea Leonard	402 N. 8th Avenue Winterset, IA 50273
Betty Carlton	514 E. Court Avenue Winterset, IA 50273
Tesa Heldenbrand	R.R. 3 Winterset, IA 50273
Janet Zeutenhorst	R.R 3 Winterset, IA 50273

Dated this 10th day of July, 1991.

Tammy Shelton

Clyde Klave

Bea Leonard

Betty Carlton

Tesa Heldenbrand

Janet Zeutenhorst

STATE OF IOWA, MADISON COUNTY: SS

On the 10th day of July, 1991, before me, a Notary Public in and for the State of Iowa, personally appeared Tammy Shelton, Clyde Klave, Bea Leonard, Betty Carlton, Tesa Heldenbrand and Janet Zeutenhorst to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

A. ZANE BAXTER Iowa NOTARIAL SEAL

NOTARY PUBLIC IN AND FOR THE STATE OF IOWA

FILED in the Office of the Secretary of State of Iowa
By: Tammy Shelton - 521 W. Green St.
(July 11, 1991) Winterset, IA 50273
Cert. No. C178912 ELAINE BAXTER, Secretary of State

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