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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

ARTICLES OF INCORPORATION

OF

MADISON COUNTY TOURISM COUNCIL, INC.

TO: THE SECRETARY OF STATE OF THE STATE OF IOWA

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1989 Code of Iowa, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is "Madison County Tourism Council, Inc.", and it is incorporated under the Iowa Nonprofit Corporation Act, Chapter 504A of the of the 1989 Code of Iowa.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The purposes for which the corporation is organized are set forth in the paragraphs that follow:

The corporation is organized exclusively for advancing the charitable, educational, community, professional and business interests of Madison County, Iowa, and surrounding areas, as they relate to tourism, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). To that end, it may act as a clearing house for tourism events, public relations and our heritage. It may sponsor, promote and present workshops and seminars on tourism, or perform or assist in any other activities which promote such tourism.

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No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, or other purposes similar to those of this corporation, and with all such donee organizations qualifying as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), with the board of directors determining who the donee organization shall be. Any such

assets not so disposed of shall be disposed of by the District Court of the State of Iowa, in and for Madison County, the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The corporation's initial registered agent shall be Tom Horn, and the address of its initial registered office shall be Tom Horn, R. R. 1, Box 222, Winterset, Iowa 50273, in Madison County, Iowa.

ARTICLE VI

The following individuals shall serve as the initial directors and officers for the corporation, with the initial board of directors consisting of seven (7) members:

OFFICERS

President	Rod Slings R. R. #1 Winterset, Iowa 50273
Vice President	Darwin Barnett 404 Ohio Earlham, Iowa 50072
Secretary	Jana Corkrean R. R. #4, Box 235 Winterset, Iowa 50273
Treasurer	Tom Horn R. R. #1, Box 222 Winterset, Iowa 50273

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BOARD OF DIRECTORS

Priscilla Steenhoek
522 North 7th Avenue
Winterset, Iowa 50273

Darrell Jensen
401 West Jefferson
Winterset, Iowa 50273

Vickie Bortell
R. R. #1, Box 103
St. Charles, Iowa 50240

Max Newberry
220 West South
Winterset, Iowa 50273

Randall Lee
715 West Court Avenue
Winterset, Iowa 50273

Pat Nelson
516 West Benton
Winterset, Iowa 50273

Clarence Lucas
1101 West Jefferson
Winterset, Iowa 50273

ARTICLE VII

The names and addresses of the incorporators are as follows:

Rod Slings — R. R. #1, Winterset, Iowa 50273

Tom Horn — R. R. #1, Box 222, Winterset, Iowa 50273

ARTICLE VIII

The corporation shall have no corporate seal.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Iowa, we, the undersigned, as incorporators, execute these Articles of Incorporation on this 18 day of October, 1990.

Rod Slings

Tom Horn

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STATE OF IOWA)
ss
MADISON COUNTY)

On this 18 day of October, 1990, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Rod Slings and Tom Horn, to me known to be the persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.

Iowa

Shirley Keating
Notary Public in and for the State of Iowa.

FILED in the Office of the Secretary of State of Iowa
By: Jordan Law Firm, Attn: G. Stephen Walters, Farmers + Merchants Bank Bldg, Box 230, Winterset, Ia. 50273
(Oct. 19, 1990)
Cert. No. C163235 ELAINE BAXTER, Secretary of State

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