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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee \$25.00

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE WINTERSSET PUBLIC LIBRARY

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, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation is "Friends of the Winterset Public Library".

ARTICLE II.

DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE III.

POWERS AND PURPOSES

This corporation is organized solely to promote, foster, build up, and otherwise assist the Public Library owned by the City of Winterset, Madison County, Iowa, in better serving the people of Winterset and surrounding areas.

This corporation is organized exclusively for charitable, scientific, literary and educational purposes, and shall not have the power to do anything that would disqualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV.

EARNINGS

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 that 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 article. 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. The corporation also shall not carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any future Internal Revenue law.

ARTICLE V.

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, by donating them to the Public Library of the City of Winterset, Iowa, or otherwise using them for the benefit of the Public Library of the City of Winterset, Iowa, in a manner that is consistent with the exempt purposes of the corporation under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law. 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, Iowa, exclusively for the purposes for which this organization was organized and operated.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The corporation's registered agent is Helen E. Sellers. The registered office at which the registered agent can be reached is Winterset Public Library, 124 West Court, Winterset, Iowa 50273.

ARTICLE VII.

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is five. As long as the corporation has five directors, three of the five directors must be trustees of the Winterset Public Library, of the City of Winterset, Iowa. In the event that the number of board members of the corporation is increased or decreased in the future, a simple majority of such board members shall always be trustees of the Public Library of the City of Winterset, Iowa. The names and addresses of the individuals who are to serve as the initial directors of the corporation are:

JoAnne Walker,
Winterset Public Library Trustee
701 West Jefferson
Winterset, Iowa 50273

Kay Worrall,
Winterset Public Library Trustee
1027 West Washington
Winterset, Iowa 50273

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George Patten
Winterset Public Library Trustee
722 East Court
Winterset, Iowa 50273

Sharon Libby
R. R. 4, Box 23
Winterset, Iowa 50273

Bonnie Bass
702 South 7th Avenue
Winterset, Iowa 50273

ARTICLE VIII.

CORPORATE EXISTENCE.

The date on which the corporate existence shall begin is August 15, 1990.

ARTICLE IX.

INCORPORATORS

The name and address of each incorporator is:

JoAnne Walker
701 West Jefferson
Winterset, Iowa 50273

Kay Worrall
1027 West Washington
Winterset, Iowa 50273

George Patten
722 East Court
Winterset, Iowa 50273

Sharon Libby
R. R. 4, Box 23
Winterset, Iowa 50273

Bonnie Bass
702 South 7th Avenue
Winterset, Iowa 50273

ARTICLE X.

MEMBERS

The members of the corporation shall be individuals who support the purposes of the corporation. Specific requirements for membership shall be set forth in the corporation's By-laws.

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ARTICLE XI.

OFFICERS

The business of the corporation shall be managed, controlled and directed by the Board of Directors, and by such other officers as the By-laws may, from time to time, prescribe.

ARTICLE XII.

BY-LAWS

The corporation shall have By-laws which must be adopted, and can be amended, by a majority of the members of the Board of Directors.

ARTICLE XIII.

CORPORATE SEAL

The corporation shall have no corporate seal.

Dated: July 3, 1990.

Jo Anne Walker
JoAnne Walker

Kay Worrall
Kay Worrall

George Patten
George Patten

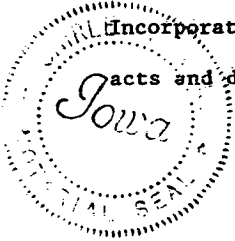
Sharon Libby
Sharon Libby

Bonnie Bass
Bonnie Bass

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STATE OF IOWA)
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) ss
)
MADISON COUNTY)

On this 3 day of July, 1990, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared JoAnne Walker, Kay Worrall, George Patten, Sharon Libby, and Bonnie Bass, 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 acts and deeds.



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, Aln. G. Stephen Watters*
State Bank Bldg, box 230, Winterset, Ia. 50273
Cert. No. *C155220* **ELAINE BAXTER**, Secretary of State
(July 6, 1990)

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