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RESTATED ARTICLES OF INCORPORATION OF
THE MADISON COUNTY ASSOCIATION FOR SPECIAL PEOPLE

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of Section 504A.39 of the Iowa Nonprofit Corporation Act the undersigned Madison County Association for Special People does hereby state:

This Corporation was incorporated under the provisions of Chapter 504A of the Code of Iowa on September 7, 1966, with the name of Madison County Association for Retarded Children. On November 25, 1974 the name of the Corporation was changed to Madison County Association for Retarded Citizens and on October 12, 1987 the name of the Corporation was changed to Madison County Association for Special People.

At a meeting of the membership, at Winterset, Iowa on the 2nd day of May, 1988, after due adoption of a resolution by the Board of Directors and after due notice and due receipt of the proposed restated Articles of Incorporation, as amended thereby in writing in accordance with the provisions of Chapter 504A of the Code of Iowa and of said Articles the membership adopted the following RESTATED ARTICLES OF INCORPORATION by more than a two-thirds affirmative vote of the qualified voters present and constituting a quorum as follows:

The Articles of Incorporation are hereby amended and restated by striking all of said Articles and substituting and restating in lieu thereof the following:

ARTICLE I.

Section 1. The name of the Corporation shall be MADISON COUNTY ASSOCIATION FOR SPECIAL PEOPLE.

Section 2. The term "Special People" as used herein shall include all handicapped people of all ages.

ARTICLE II. The Corporation is formed and exists under the provisions of the Iowa NonProfit Corporation Act Chapter 504A Code of Iowa.

ARTICLE III. The location of the principal office of the Corporation is Winterset, Iowa.

ARTICLE IV. The registered office of this Corporation shall be 304 South 2nd Street, Winterset, Iowa 50273 and the Registered Agent at such address shall be Jo Ellen Giles.

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ARTICLE V. The property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of at least three (3) persons but not more than ten (10) persons. The exact number of Directors shall from time to time be

STATE OF IOWA, ss. Inst. No. 2130 19 May 88 11:30 AM
MADISON COUNTY, ss. Book 38 Page 374 Filed for Record this 25.00 of 19 at
Recording Fee 25.00 Mary E. Welty, Recorder, By Deputy

COMPUTER

Compared

M. Welty

determined by resolution adopted by the membership.

ARTICLE VI. This Corporation shall have no capital stock and no Corporate seal.

ARTICLE VII. Membership of this Corporation shall be open to all persons interested in the purposes of the Corporation and in the welfare and betterment of all Special People. Individual membership dues shall be determined at the Annual Meeting each year. The dues of any family in which there is a Special Person may be waived by the Board of Directors. Members may withdraw from the Corporation by giving thirty (30) days written notice of their intention to do so to the Secretary of the Corporation. Any member may be expelled from this Corporation by the Board of Directors for good cause shown.

ARTICLE VIII. The Annual Meeting of the Corporation shall be held on the 2nd Monday of May of each year at 7:00 P.M. on said day, which Annual Meeting shall be held at a place designated by the Board of Directors. Three (3) days written notice of the place of the Annual Meeting shall be given by the Secretary of this Corporation.

ARTICLE IX. The Corporation shall have a perpetual duration unless dissolved as provided by law or by the by-laws of this Corporation.

Article X. These Articles may be amended by a two thirds (2/3) vote of the membership present at any Annual Meeting, or at any Special Meeting of the membership called for said purpose. Seven (7) days written notice will be given for any Special Meeting.

ARTICLE XI.

Section 1. This Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

Section 2. Notwithstanding any other provisions of these Articles the Corporation shall not carry on any other activities not permitted to be carried on by (a) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which 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).

Section 3. Unless prohibited by the provisions of Section 1 2 and 4 hereof or by the provisions of 501(c)(3) of the Internal Revenue Code of 1986 or by the provisions of Section

170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) the Corporation shall:

- a. promote the general welfare of handicapped persons
- b. foster the development of programs in behalf of handicapped persons
- c. advise, aid, and coordinate the activities and efforts of the parents and family and other relatives of handicapped persons
- d. develop public understanding of the handicapped and their problems
- e. cooperate with all other public, private, or religious agencies in furtherance of the purposes of this Corporation
- f. solicit and receive funds for the accomplishment of the purposes of this corporation
- g. encourage research related to mental retardation and other handicaps

Section 4. 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XII.

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and no part of the income or property of this corporation may be loaned to: no part of the services of the Corporation may be made available on a preferential basis to: no substantial purchase of securities or other property may be made by the Corporation from: and no substantial part of the securities or other property of the Corporation may be sold to: any person who has made a substantial contribution to, or to any officer, or director of the Corporation or any member of the family of any such person or to a Corporation controlled by any such person through the ownership, directly or indirectly of fifty (50) percent or more of the total combined voting power of all members entitled to vote in such corporation. No part of the assets of the Corporation or the income derived therefrom shall be given to or inure to the benefit of any person, corporation or organization not tax exempt under Chapter 1 of the Internal Revenue Code of the United States of America.

Section 2. Upon the dissolution of the Corporation, the

Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court of the State of Iowa 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.

IT IS HEREBY RESOLVED THAT: The Corporation hereby adopts the foregoing Restated ARTICLES OF INCORPORATION and the President, Vice President and Secretary are hereby authorized and directed to sign, acknowledge, record and deliver the same to the Secretary of State as required by Chapter 504A Code of Iowa and to do any and all other things required by law to execute and carry into effect the restated Articles of Incorporation adopted hereby.

The above and foregoing restated Articles of Incorporation and resolution adopting the same, are completely and correctly set forth above and include any and all amendments to this said Articles heretofore adopted or hereby adopted in the restated Articles of Incorporation and that they have been duly adopted as required by law and the provisions of said Articles and that they supercede the original Articles of Incorporation and all amendments thereto.

In witness whereof the undersigned Corporation has hereby executed the Restated Articles of Incorporation this 2nd day of May, 1988.

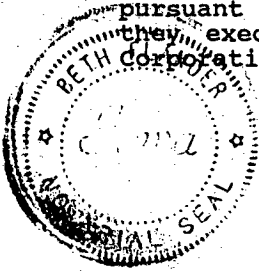
MADISON COUNTY ASSOCIATION FOR SPECIAL PEOPLE

BY *Daniel A. Sanderson*
PRESIDENT

BY *Thelene J. Blackus*
SECRETARY

STATE OF IOWA)
) ss
MADISON COUNTY)

On the 2nd day of May, 1988, before me a Notary Public in and for said County personally appeared Beverly A. Sanderson and Gaylene S. Blankers to me personally known, who being by me duly sworn did state that they are the President and Secretary respectively of the said Madison County Association for Special People, and that said Corporation has no seal and that the foregoing instrument was signed on behalf of said Corporation pursuant to a duly adopted resolution and they acknowledge that they executed the same as the voluntary act and deed of the Corporation by it.



Beth Flander

NOTARY PUBLIC

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA			
This instrument recorded in Book	-	Page	- <i>May 3</i> 19 <i>88</i>
Expires	<i>Perp.</i>	Cert. No.	<i>1096448</i>
Filed by	<i>Beth Flander, 223 E. Court, P.O. Box 67, Winterset,</i>		
Filing Fee	<i>20.00</i>	Recording Fee	<i>Elaine Baxter</i> Secretary of State

Change 5.00

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