MAILED

AUG 19 1983

A200059

ARTICLES OF INCORPORATION

OF

JOHN WAYNE BIRTHPLACE SOCIETY, LTD.

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 1981 Code of Iowa, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is "John Wayne Birthplace Society, Ltd.". It is incorporated under Chapter 504A of the 1981 Code of Iowa.

FILED NO. 391
BOOK 34 PAGE 669
1983 AUG 23 AM 8:55
MARY E. WELTY Fee
RECORDER $12.00
MADISON COUNTY, IOWA

ARTICLE II.

The corporation has perpetual duration.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, and that are exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue law.

To the extent that they are not inconsistent with the overriding purposes just set forth, the additional purposes of the corporation shall be to promote and encourage historical research; to acquire, by purchase, gift, devise or otherwise, the title to or the custody and control of, historical spots and places; to preserve and protect buildings and sites of historical interest; to collect and preserve records, relics and other things of historic interest; to mark places of historic interest with suitable monuments and markers; and to otherwise foster and promote public knowledge of, and interest in, local history, particularly as it relates to Winterset and Madison County as the birthplace and childhood home of John Wayne.

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 this article.

No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions 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 1954, as amended (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 provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions 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 in and for Madison County, Iowa, the county in which the principal office of the corporation is located, exclusively for such purposes and to such organization or organizations, as the officers could have transferred such assets under the foregoing provisions.

ARTICLE V.

The corporation's initial registered agent is G. Stephen Walters. The registered office at which this registered agent can be reached is Webster, Jordan, Oliver & Walters, Farmers & Merchants State Bank Building, Winterset, Madison County, Iowa 50273.

ARTICLE VI.

The members of the corporation shall be divided into two classes. "General Members" shall consist of those members who are residents of Madison County, Iowa. General Members shall have full voting rights. "Members-at-Large" shall consist of those members who are not residents of Madison County, Iowa. Members-at-Large shall have all of the rights and privileges of General Members, except the right to vote.

ARTICLE VII.

There are five directors constituting the initial Board of Directors, and the names and addresses of these persons who are to serve as initial directors are as follows:

Name	Address
Patrick F. Corkrean	R.R. 2, Winterset, Iowa 50273
David E. Trask	515 W. Benton, Winterset, Iowa 50273
John B. Reed	1152 W. Washington, Winterset, Iowa 50273
Kenneth W. Weldon	724 W. Buchanan, Winterset, Iowa 50273
Nancy Corkrean	R.R. 2, Winterset, Iowa 50273

The business of the corporation shall be managed, controlled and directed by the Board of Directors, with at least a majority of the members on the Board of Directors being residents of Madison County, Iowa, and by such officers as the By-Laws may, from time to time, prescribe and the directors elect.

ARTICLE VIII.

The names and addresses of the incorporators of this corporation are as follows:

Name	Address
Patrick F. Corkrean	R.R. 2, Winterset, Iowa 50273
David E. Trask	515 W. Benton, Winterset, Iowa 50273
John B. Reed	1152 W. Washington, Winterset, Iowa 50273
Kenneth W. Weldon	724 W. Buchanan, Winterset, Iowa 50273
Nancy Corkrean	R.R. 2, Winterset, Iowa 50273

ARTICLE IX.

This corporation has no corporate seal.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Iowa, we, the undersigned, having the capacity to contract, execute

and acknowledge these Articles of Incorporation.

Patrick F. Corkrean

Kenneth W. Weldon

David E. Trask

Nancy Corkrean

John B. Reed

STATE OF IOWA :
:ss
MADISON COUNTY:

On this 13th day of August, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Patrick F. Corkrean, David E. Trask, John B. Reed, Kenneth W. Weldon and Nancy Corkrean, 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.

Notary Public in and for the State of Iowa

JULIA A. SNYDER
Iowa
NOTARIAL SEAL

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book Q-41, Page 520, Aug. 16, 1983
Expires Perpetual, Cert. No. 131856, Receipt No.
Filed By G. Stephen Walters, Atty, Farmers & Merchants Bank Bldg., Winterset, Iowa 50273
Filing Fee $20 Recording Fee
Mary Jane Odell
Secretary of State