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RESTATED ARTICLES OF INCORPORATION

OF

ST. CHARLES COMMUNITY SERVICES

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SECRETARY OF STATE

To the Secretary of State
of the State of Iowa:

Pursuant to the provisions of Section 39 of the Iowa Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is St. Charles Community Services.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The principal place of business of the corporation shall be Madison County, Iowa, and the address of its registered office in the State of Iowa is R. R. 1, St. Charles, Iowa 50240, and its agent at such address is Sheryl Young.

ARTICLE IV

This corporation is organized for the purpose of forming and operating a day care center and for related educational and charitable purposes.

ARTICLE V

The corporation shall have, but not be limited to, the following powers:

1. To own, buy, sell, convey, encumber and dispose of property, real, personal or mixed, and to invest and re-invest the principal thereof, and to deal with and expend the income therefrom for the above mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

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2. To receive any property, real, personal or mixed, in trust, under the terms of any will, or any trust instrument, for the purposes therein stated, or any of them, but for no other purposes and in administrating the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditures of principal as well as the income for one or more such purposes, if authorized or directed in the trust instrument under which it is received;

3. To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation, or corporations, domestic or foreign but only for one or more of the foregoing purposes;

4. In general to exercise any, all and every power for which a corporation not for pecuniary profit under Chapter 504-A is authorized to exercise.

5. Notwithstanding any statement of purposes or powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

ARTICLE VI

In the event of dissolution of this 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 in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as 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 which is, or may have been enacted), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located,

exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE VII

These Restated Articles of Incorporation: (1) correctly set forth the provisions of the Articles of Incorporation of the Corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

Dated this 20 day of March, 1980.

St. Charles Community Services

By Sandra Smith, President
Sandra Smith

and

Vikki Stevenson, Secretary
Vikki Stevenson

STATE OF IOWA

) SS

MADISON COUNTY

I, Sandra Smith, being first duly sworn on oath depose and state that I am the President of St. Charles Community Services, that I executed the foregoing Restated Articles of Incorporation as such officer of the corporation and that the statements contained therein are true.

Sandra Smith
President Sandra Smith

Subscribed and sworn to before me this 20 day of March, 1980.

Marcie E. Haynes
Notary Public in and for Iowa

MARCIE E. HAYNES NOTARIAL SEAL IOWA

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
Instrument recorded in Book 8-M, Page 584, March 21 1980
Perpetual, Cert. No. 19969, Receipt No —
Prepared By Larkin & Chickering Attys. Winterset Iowa
Filing Fee 10.00 Recording Fee 1.50
Secretary of State

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