R E S O L U T I O N

BE IT RESOLVED that Winterset Art Center adopt, and does hereby adopt, pursuant to Section 504.19 of the 1975 Code of Iowa and ARTICLE IX of the Articles of Incorporation of Winterset Art Center, the amendments to the Articles of Incorporation of Winterset Art Center set forth on the Articles of Amendment to the Articles of Incorporation of Winterset Art Center, a copy of which is attached hereto, and incorporated herein by this reference.

RECEIVED
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SECRETARY OF STATE
IOWA

Compared

FILED NO. 2298
BOOK 31 PAGE 459
1977 JUN -3 PM 1:16
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
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ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

WINTERSET ART CENTER

RECEIVED '77 MAY 12 AM 10 19 SECRETARY OF STATE IOWA

Winterset Art Center, a corporation not for pecuniary profit, incorporated under the provisions of Chapter 504 of the 1975 Code of Iowa, for its Articles of Amendment to the Articles of Incorporation of Winterset Art Center, states:

1. Winterset Art Center, which has always had the name "Winterset Art Center", was incorporated on October 18, 1961.

2. The Articles of Incorporation of Winterset Art Center are hereby amended as follows:

A. By adding the following subparagraph (d) to ARTICLE V:

"(d) To carry on any activity and deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except that the Corporation should not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code). In addition, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein. 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 any political campaign in behalf of any candidate for public office."

B. By adding the following ARTICLE XIV:

"ARTICLE XIV

Upon the dissolution of the Corporation, the Board of Directors after paying or making provision for all of the liabilities of the Corporation, dispose of all of the Corporation's assets exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1954 (or the corresponding provision of any future United States Internal Revenue Code), 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 exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes."

3. After proper statutory notice, a meeting of the members of the Winterset Art Center was held April 22, 1977, a quorum was present at the meeting, and the amendments set forth in the preceding paragraph received at least two-thirds of the votes cast by members present or represented by proxy.

Ralph E. Cline
Ralph E. Cline, President

Bonnie Songer
Bonnie Songer, Secretary

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 10 day of May, A. D. 1977, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Ralph E. Cline and Bonnie Songer, to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of said Corporation executing the within and foregoing instrument, that said instrument was signed on behalf of said Corporation by authority of its Board of Directors; and that the said Ralph E. Cline and Bonnie Songer as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.

Notary Public in and for the State of Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book 7-M Page 618 May 12, 1977
Expires Oct. 18, 2011 Cert. No. 335 87 Receipt No.
Filed By Winterset Art Center Ralph E. Cline Winterset Iowa
Filing Fee $5.00 Recording Fee Secretary of State 50273

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