Compared.

FILED NO. 1202
BOOK 31 PAGE 1646
1977 DEC 22 AM 8:48
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee #6 50 3pgs.

RESTATED ARTICLES OF INCORPORATION

OF

THE WINTERSET CHAMBER OF COMMERCE, INC.

The members of The Winterset Chamber of Commerce, Inc. hereby repeal their present Articles of Incorporation and adopt the following Restated Articles of Incorporation, which set forth the Articles of Incorporation of the Winterset Chamber of Commerce as heretofore and hereby amended, which have been duly adopted as required by law and which supersede the original Articles of Incorporation and all amendments thereto:

ARTICLE I

The name of the corporation is the Winterset Chamber of Commerce, and the corporation has been organized or reorganized under the Iowa Non-Profit Corporation Act, Chapter 504A of the 1977 Code of Iowa.

ARTICLE II

The period of duration of the said corporation is perpetual.

ARTICLE III

The Winterset Chamber of Commerce is organized exclusively for the purpose of advancing the charitable, educational, community, professional and business interests of Winterset, Iowa, and the surrounding area, 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).

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 paragraph. No substantial part of the activities of the incorporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law).

The specific purpose of the Winterset Chamber of Commerce is to promote the welfare of the business, professional and community interests of the inhabitants of the city of Winterset, Iowa, and the territory surrounding this city in Madison County. This is to be done through preserving, improving, developing, promoting and expanding the commercial, professional, industrial, cultural, social, educational and physical advantages of the locality.

ARTICLE IV

The address of the registered office of the corporation is Winterset City Hall, Winterset, Iowa 50273, and the name of the registered agent at the said registered office is Delpha Trindle.

ARTICLE V

The members of the corporation shall consist of persons or business entities who have paid the dues of the Winterset Chamber of Commerce which are payable during the current year.

ARTICLE VI

The fiscal year of the corporation shall run from November 1 of a given year through October 31 of the following year.

ARTICLE VII

The Board of Directors of the Winterset Chamber of Commerce shall consist of not less than nine, nor more than fifteen, directors, as fixed from time to time by the Board of Directors.

ARTICLE VIII

The Board of Directors will have the power to make and alter the corporations's bylaws.

ARTICLE IX

The corporation shall have no corporate seal.

ARTICLE X

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

691

for the purposes of the corporation in such manner, and 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 1954 (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 in and for Madison County, the county in which the principal office of the corporation is 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.

The foregoing Restated Articles of Incorporation of the Winterset Chamber of Commerce were approved as provided by law on this 17th day of November, 1977.

WINTERSET CHAMBER OF COMMERCE

By Janet Mork
Janet Mork, President

By Delpha Trindle
Delpha Trindle, Secretary

STATE OF IOWA
:ss
MADISON COUNTY

I, Janet Mork, after being first duly sworn upon oath, depose and state that I am the President of the Winterset Chamber of Commerce; that the foregoing Restated Articles of Incorporation of the Winterset Chamber of Commerce have been read by me; and that the statements contained therein are true and correct as I verily believe.

Janet Mork
Janet Mork, President

Subscribed and sworn to before me by the said Janet Mork on this 17th day of November, 1977.

J. Stephen Walters
Notary Public in and for the State of Iowa

STEPHEN WALTERS NOTARIAL

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 7-2 Page 690 December 9 19 77
Fees Cert. No. 91719 Receipt No. —
Filing Fee 10.00 Recording Fee 1.50
Iowa Perpetual Stephen Walters, Atty., Winterset, Iowa 50273
Secretary of State

691