ARTICLES OF INCORPORATION

OF

MADISON COUNTY CHAPTER #2190 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

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RECEIVED

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JUL 21 1975
SECRETARY OF STATE

To the Secretary of State
of the State of Iowa:

We, the undersigned, acting as incorporators of a corporation under Chapter 504A, Code of 1971, the Iowa Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

I: The name of the corporation is

MADISON COUNTY CHAPTER #2190 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

II: The period of its duration is perpetual.

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

1. To understand aging as a modern social achievement measurable in terms of longer life and a shift from a work-centered society to one that is leisure-centered.

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RECORDER
MADISON COUNTY, IOWA
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2. To offer the individual senior citizen opportunities for self-appraisal and for planning a way of life designed to attain the maximum amount of self-realization and enrichment in the years ahead.

3. To help foster equality of opportunity for the aging population by (i) promoting its continued growth and development, its self-respect, its self-confidence and its usefulness, (ii) encouraging its participation in the stream of contemporary life, and (iii) stimulating a dynamic public interest in all segments of the aging population, and recognition of their potential.

4. To study and to discuss the meaning of a longer life for retired persons in a society which offers more and more free time; and to present statistical data for gerontological purposes.

5. To identify through educational procedures, experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which in turn will provide a sense of life-fulfillment in our changing society.

6. To devote the energies of the Corporation to furthering its educational, scientific and philanthropic objectives of prolonging and improving the mental and physical well-being of retired persons.

7. Generally, to aid retired persons in their social, physical, economic and intellectual needs by acting as a local chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS, a District of Columbia Non-Profit Corporation (hereinafter referred to as "AARP"), in accordance with and in furtherance of its purposes, objectives and ideals.

IV: The Corporation is to have members. The designation of the class or classes of members of the Corporation and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members: national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided herein or in the By-Laws, the national organization member of the Corporation shall not have any voting rights, but all voting rights shall be vested in the individual members, and the affirmative vote of a majority of the individual members present in person and entitled to vote at a meeting of members with respect to

a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter. Notwithstanding the foregoing, the national organization member shall be entitled to vote in person or by proxy on all matters relating to the amendment of the Articles of Incorporation or By-Laws, but the affirmative vote of the national organization member with respect to any such matter shall be necessary to decide such matter.

V: The manner in which the directors of the Corporation are to be elected shall be as provided in the By-Laws of the Corporation.

VI: The address of the initial registered office of the corporation is 520 N. 2nd, Winterset, County of Madison, Iowa 50273, and the name of its initial registered agent at such address is ORVILLE C. WILLCOX.

VII: The number of directors constituting the initial board of directors of the corporation is eight (8), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAMES	ADDRESSES
ORVILLE C. WILLCOX	520 N. 2nd, Winterset, Iowa 50273
LESLIE R. GOELDNER	420 Cherry, Earlham, Iowa 50072
ESTHER F. COCHRAN	Box 2, Winterset, Iowa 50273
MELVIN H. JONES	223 E. South, Winterset, Iowa 50273
JOHN W. MAHAN	215 E. Green, Winterset, Iowa 50273
FAYE B. HARLAN	617 N. 1st Ave., Winterset, Iowa 50273
ESTA BISHOP	501 W. Summit, Winterset, Iowa 50273
NEOLA SILLIMAN	318 E. Buchanan, Winterset, Iowa 50273

VIII: The name and address of each incorporator is:

NAMES	ADDRESSES
ORVILLE C. WILLCOX	520 N. 2nd, Winterset, Iowa 50273
ESTHER F. COCHRAN	Box 2, Winterset, Iowa 50273
MELVIN H. JONES	223 E. South, Winterset, Iowa 50273

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IX: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its directors:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 Article III hereof. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable purposes.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

4. Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

5. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

Dated July 1, , 1975.

Orville C. Willcox
Orville C. Willcox

Esther F. Cochran
Esther F. Cochran

Melvin H. Jones
Melvin H. Jones

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STATE OF IOWA)
) SS:
COUNTY OF MADISON)

On this 1 day of July, A.D. 1975, before me personally appeared ORVILLE C. WILLCOX, ESTHER F. COCHRAN and MELVIN H. JONES 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.

JEAN HARVEY
MY COMMISSION EXPIRES
SEPTEMBER 30, 1977

Jean Harvey
Notary Public

(SEAL)

My Commission expires on 9-30-1977

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book 6-Z, Page 596, July 21, 1975
Expires Perp, Cert. No. 15599, Receipt No. —
Filed By Clarence Cosson Atty. Des Moines Iowa
Filing Fee 1.00 Recording Fee 4.00 Secretary of State