Compared

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BOOK 30 PAGE 713

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MARY E. WELTY 3pgs.
RECORDER
MADISON COUNTY, IOWA
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SECRETARY OF STATE
IOWA

SECOND RESTATED
ARTICLES OF INCORPORATION OF
MADISON COUNTY HISTORICAL SOCIETY, INC.

Pursuant to the provisions of Section 504A.39 of the Iowa Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is MADISON COUNTY HISTORICAL SOCIETY, INC.

ARTICLE II.

Duration

The period of the corporation's duration shall be perpetual.

ARTICLE III.

Powers and Purposes

The corporation is organized exclusively for charitable, educational and scientific 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. To the extent that they are not inconsistent with the overriding purposes just set out, 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 historic 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 foster and promote public knowledge of, and interest in, local history.

ARTICLE IV.

Earnings

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 article. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Not withstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, 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, or the corresponding provisions of any future Internal Revenue law.

ARTICLE V.

Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all 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, 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 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine to be organized and operated exclusively for such purposes.

ARTICLE VI.

Registered Office and Registered Agent

The corporation's registered agent is Henry C. Miller. The registered office at which the registered agent can be reached is Winterset, Madison County, Iowa 50273, 515 West Fremont.

ARTICLE VII.

Members

The members of the corporation shall be divided into two classes. Class One shall consist of those members who are residents of Madison County, Iowa. Class One members shall have full voting rights. Class Two members shall consist of those members who are not residents of Madison County, Iowa. Class Two members shall have all the rights and privileges of Class One members, except the right to vote.

ARTICLE VIII.

Officers

The business of the corporation shall be managed, controlled and directed by the board of directors, each of whom shall be a resident of Madison County, Iowa, and by such other officers as the by-laws may from time to time prescribe.

ARTICLE IX.

Corporate Seal

The corporation shall have no corporate seal.

ARTICLE X.

Superseding Articles

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as heretofore, and hereby amended; they have been duly adopted as required by law; and they supersede the original Articles of Incorporation and all amendments thereto and restatements thereof.

Dated this 20th day of July, 1975.

MADISON COUNTY HISTORICAL SOCIETY, INC.

By George Mueller
George Mueller, President

ATTEST:

Henry C. Miller
Henry C. Miller, Secretary

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book 7-A Page 521
Cert. No. 76058 Receipt No. 13365
Expires Perpetual August 8, 1975
Filed By Winterset Madisonian, Winterset, Iowa 50273
Filing Fee 10.00 Recording Fee 1.50
+1.00
Secretary of State

State of Iowa :
Madison County : ss

We, George Mueller, and Henry C. Miller, after first being duly sworn upon oath, depose and state that we are the President and Secretary, respectively, of the Madison County Historical Society, Inc.; that we executed the foregoing Second Restated Articles of Incorporation as such officers of the corporation, and that the statements and allegations contained therein are true and correct as we verily believe.

George Mueller
George Mueller

Henry C. Miller
Henry C. Miller

Subscribed and sworn to before me on this 20th day of July, 1975.

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

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