E57-156 FILED FEB 8 1971 at 2:20 P.M.

BOOK J PAGE 528

CHARLES V. WHISLER, RECORDER

ARTICLES OF INCORPORATION OF IOWANS CARE FOR PRISONERS OF WAR and MISSING IN ACTION, INCORPORATED

We, the undersigned, being citizens of the state of Iowa and all over twenty-one years of age, and such other persons who may be associated with us as members of this organization, desiring to form a corporation other than for pecuniary profit under the Provisions of Chapter 504A of the 1966 Code of Iowa, do hereby incorporate ourselves together with our associates as a body corporate, with all the rights, powers and privileges conferred by said laws, and adopt the following:

DOCUMENT NO. 3784

RECORDING FEE 4.50

ARTICLE I.
NAME

The name of the corporation shall be Iowans Care For Prisoners Of War and Missing In Action, Incorporated. (~~Iowans Care For POW/MIA, Inc.~~)

ARTICLE II.
DURATION

The duration of said corporation shall be for fifty years from and after the granting of charter unless sooner dissolved by three-fourths of the members of the corporation present at any regular meeting of said corporation, or as provided by law.

ARTICLE III.
OBJECTS and PURPOSES

This corporation is organized for the charitable purpose of securing humane treatment for Americans who are prisoners of war or held captive by a Foreign Power, all as limited by and in the intent of Sec. 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE IV.
LIMITATION OF POWER AND DISSOLUTION

First: 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 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 (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, or (b) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954.

Second: 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 to such organization or organizations organized to assist the survivors, primary next of kin and dependents of those who are included in the category stated in Article III above.

ARTICLE V.
MEMBERSHIP

Any individual sixteen years of age or older who is a resident of the state of Iowa shall be eligible to membership in the corporation, provided further that the qualifications and conditions set forth in the By-Laws of the corporation are duly met.

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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
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ARTICLE VI.
BOARD OF DIRECTORS

There shall be a Board of Directors of the corporation, the number to be no less than five or more than ten, said directors to be elected at the annual meeting of the corporation held on the second Sunday in November of each year. The directors shall serve for a period of one year, and until their successors have been duly elected and qualified. The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall meet immediately following their election at annual meeting and shall elect among themselves a President, a Vice-President, a Secretary and Treasurer for said Board. The office of Secretary and Treasurer may be combined. The other provisions and requirements of said election shall be determined by the By-Laws of the corporation and the statutes of the state of Iowa.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the persons who are to serve as the initial directors are:

Margaret Naughton	605 - 10th Street Sheldon, Iowa
Constance L. Cuthbert	1517 West Church Street Marshalltown, Iowa
H. Ray Hughes	R.R. 4 Waterloo, Iowa
Sherry King	415 DeKalb Corydon, Iowa
Walter L. Gourley	Rt. 2 Villisca, Iowa

The names and addresses of the initial officers are as follows:

Margaret Naughton	President	605-10th Street Sheldon, Iowa
Constance L. Cuthbert	Vice President	1517 West Church Street Marshalltown, Iowa
H. Ray Hughes	Treasurer	R.R. 4 Waterloo, Iowa
Sherry King	Secretary	415 DeKalb Corydon, Iowa

ARTICLE VIII.
QUORUM

A majority of the total number of the Board of Directors shall constitute a quorum for any annual, regular or special meeting of the Directors.

If there be no quorum present at any meeting of the Directors, those Directors present may adjourn the meeting from time to time until a quorum shall be obtained, but no business except adjournment shall be transacted in the absence of a quorum.

The requirements for a quorum for any meeting of the members of the corporation, other than the Directors, shall be set in the By-Laws.

ARTICLE IX.
NON-PROFIT CHARTER AND EXEMPTION

This corporation is organized exclusively for the purpose herein set forth and it shall have no capital stock, it shall pay no dividends and no part of the net earnings of the corporation

shall inure to the benefit of any member. All money or property of any kind acquired by the corporation and all income received by it over and above expenses shall be devoted to and used exclusively for carrying out the objects and purposes of the corporation, including the establishment and maintenance, when feasible, of a suitable reserve. The Board, may, however, allow and pay to its members, or, in its discretion, to such of them as are required to travel long distances to attend meetings, a stipend for such attendance, and may also reimburse such members for travel or other expenses incurred. It may also authorize payment of compensation to any Board member for professional or other extraordinary services performed by him. The private property of the members of the corporation shall be exempt from the corporate debts.

ARTICLE X.
POWER TO AMEND ARTICLES

These Articles may be amended at any regular or special meeting of the corporation. In order to amend, notice of the proposed amendment shall have been given to the membership of the Board of Directors at least one week in advance of such meeting. Such amendment may be adopted by a majority vote of the membership of the Board of Directors.

ARTICLE XI.
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 605 - 10th Street, Sheldon, Iowa, 51201, and the name of the registered agent at such address is MARGARET NAUGHTON.

ARTICLE XII.
INCORPORATORS

The name and address of each incorporator is:

Margaret Naughton	605-10th Street Sheldon, Iowa
Constance L. Cuthbert	1517 West Church Street Marshalltown, Iowa
H. Ray Hughes	R.R. 4 Waterloo, Iowa

DATED this 14 day of December, 1970.

Margaret Naughton

Constance L. Cuthbert

H. Ray Hughes

State of Iowa
ss
County of Marshall

Personally appeared before me, Elizabeth Rowe, a notary public in and for the County of Marshall, State of Iowa, the following named individuals: Margaret Naughton, Constance L. Cuthbert and H. Ray Hughes, who after being first duly sworn according to law upon their oath, depose and say: That they have read the contents of the above Articles of Incorporation, and that they have signed the same of their own free will and accord,

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and that the facts therein stated are true as they verily believe, and that they are the incorporators of the foregoing corporation which the above articles apply.

Margaret Naughton

Constance L. Gilbert

H. Kay Hughes

SUBSCRIBED and sworn to before me this 14 day of December, 1970.

Elizabeth V Wise

Notary Public

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 5-R, Page 293, December 31 1970.
Expires Dec. 31, 2020, Cert. No. 52227, Receipt No. —
Filed By Paul Wulf, Attys, Sheldon, Iowa
Filing Fee 10.00 Recording Fee 2.00 Secretary of State

Filed for record MAR 5 1971 at 1:24 P M.
C. F. Kaven Recorder, Linn County, Iowa