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SECRETARY OF STATE
IOWA

ARTICLES OF INCORPORATION

OF

HEALTH PLANNING COUNCIL OF MADISON COUNTY

To the Secretary of State of the State of Iowa:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, under Section 504A of the Code of Iowa 1971, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

NAME AND AFFILIATION. The name of the corporation is Health Planning Council of Madison County, and it shall be affiliated with the Health Planning Council of Central Iowa.

ARTICLE II

PURPOSE AND OBJECTS: The exclusive objects and purposes of this corporation shall be to engage in, assist, further, promote and contribute to the support of such charitable, educational and scientific activities and projects, within a geographical area determined by the By-laws of the corporation as are, in general, either directly or indirectly related to health. Without limiting the generality of the foregoing, such objects and purposes shall include the following:

1. To improve the coordination of health facilities and services, including those for education and train-

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RECORDER
MADISON COUNTY, IOWA
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ing, those for the mentally ill or retarded and those for persons requiring custodial, domiciliary or rehabilitative care.

2. To maintain and improve the quality of health care as economically as possible.

3. To correct deficiencies in existing facilities and services.

4. To stimulate the construction of needed facilities.

5. To discourage construction not conforming to the needs of the area.

6. To assure more effective use of funds by avoiding unnecessary duplication of highly specialized, infrequently used, expensive facilities.

7. To improve patient care by developing more effective inter-relationships among facilities.

8. To develop an orderly distribution of all facilities in keeping with the projected population characteristics and overall area development.

9. To encourage individual facilities to define and carry out their objectives and projected roles in relation to other facilities, services and area needs.

10. To stimulate facilities to recognize opportunities for better coordination of services.

11. To demonstrate the need for philanthropic and public funds through an information program.

No part of the net earnings of this corporation shall be distributed to, or inure to the benefit of, any member, director or officer of this corporation, contributor or private individual, either during the existence of this

corporation or upon its dissolution. No substantial part of the activities of this corporation shall be to carry on propaganda or otherwise attempt to influence legislation. No part of the activities of this corporation shall be to intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT. The address of the corporations' initial registered office in Winterset, Iowa, 50273, and the name of its initial registered agent at such address is H. W. Callison.

ARTICLE IV

The number of directors constituting the initial Board of Directors of the corporation is twenty-five (25), and the names of the persons who are to serve as the initial directors are:

For Three (3) year term:

Glen Bortell
John McVeety
Mary Smith
Henry Miller
Herb Flint
Paul Flanery
Dr. Earl Rozeboom
Willard Short

For Two (2) year term:

Fern Algoe
K. J. Bassett
Leonard M. Flander
Msgr. John Higgins
Martha Lorimor
John Mahan
Gordon K. Darling
Carmen Ezell
Jack Thomas

For One-(1) year term:

Reese Bridenstine
H. W. Callison
Lois Heimberger
Arling E. Smith
Henry Stuchel
O. C. Willcox
Rev. Ward Young
Clara Overdyke

Any person shall be eligible for election as a Director if he or she is a resident of, or is engaged in business or professional practice in, the geographical area referred to in Article II.

ARTICLE V

INCORPORATORS. The name and address of each incorporator is:

H. W. Callison	Winterset, Iowa 50273
Lois Heimberger	Dexter, Iowa 50070
John W. Mahan	Winterset, Iowa 50273
John W. Higgins	Winterset, Iowa 50273
H. C. Flint	Winterset, Iowa 50273
Arling E. Smith	Winterset, Iowa 50273
Henry Miller	Winterset, Iowa 50273
D. Ward Young	Earlham, Iowa 50072
Clara Overdyk	Winterset, Iowa 50273
Fern Algoe	Peru, Iowa 50222

ARTICLE VI

DISSOLUTION AND LIQUIDATION. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision shall be made therefor.

2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

3. Any remaining assets shall be transferred or conveyed exclusively for the purposes of the corporation in such manner, or 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.

ARTICLE VII

EXECUTION OF DOCUMENTS. All deeds and mortgages made by the corporation and all other written contracts and agreements to which the corporation shall be a party shall be executed in its name by the president or vice-president and attested by the secretary or treasurer. All persons receiving and accepting such documents and instruments so executed shall be entitled to rely upon the complete validity and legality thereof.

Dated this 7th day of December, 1971.

H. W. Callison — Arling E. Smith
Lois Heimberger — Henry Miller
John A. Mahan — A. Ward Young
John W. Higgins — Elaine Overdyk
F. C. Fleury — Fern Algie

-5- 575 INCORPORATORS

STATE OF IOWA)
SS
MADISON COUNTY)

On this 17th day of December, 1971, before me, the undersigned, a Notary Public for the State of Iowa, personally appeared H. W. Callison, Lois Heimberger, John W. Mahan, John W. Higgins, H. C. Flint, Arling E. Smith, Henry Miller, D. Ward Young, Clara Overdyk and Fern Algoe, 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.

Gordon K. Darling

Notary Public for the State of Iowa.

GORDON K. DARLING NOTARIAL Seal Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 6 - A, Page 571, June 6, 1972
Expires Perpetual, Cert. No. 58993, Receipt No. —
Filed By Gordon K. Darling Atty, Winterset, Iowa 50273
Filing Fee $10.00 Recording Fee $3.00 Ex-Officio Secretary of State

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