Earlham Care Program To The Public

#1175

Fee $3.50

Filed for record the 29 day of August A.D. 1968 at 10:29 o'clock A. M.

Mary E. Welty, Recorder

ARTICLES OF REINCORPORATION

Received 1968 AUG 19 AM 8:32 Secretary of State Iowa

The undersigned Board of Directors of the EARLHAM CARE PROGRAM, a non-profit corporation with its principal place of business at Earlham, Madison County, Iowa, having been duly incorporated as a non-profit corporation under Chapter 504, Code of Iowa, 1962 on June 21 1963 which said Articles of Incorporation were amended on July 9, 1965, pursuant to the provisions the statutes of the State of Iowa, and more particularly under Section 504.17 Code of Iowa, 1966, do hereby adopt the following Articles of Reincorporation:

PAR. I.

The name of this corporation shall be EARLHAM CARE PROGRAM. The principal place for the transaction of its business shall be Earlham, Madison County, Iowa. Its services shall be available to all residents within Madison County, Iowa, and all persons whose post office mailing address is Dexter, Dallas County, Iowa, and such other individuals if the Administrative Staff deems it feasible to do so.

PAR II

This organization is organized exclusively for charitable and educational purposes and in furtherance of these purposes and for no other. It will assist the elderly, chronically ill, and other dependent persons through implementation of Homemaker, Home Health Aide Services and Professional Skilled Nursing Services, and to this end this corporation shall have the power to receive, enjoy, hold and disburse all property and money of every kind and nature donated, bequeathed, devised, conveyed, paid unto or transferred to it, and said funds to be disbursed only upon the express approval of the Board of Directors, and only for the purposes stated herein.

PAR. III

The membership of this corporation shall consist of not more than twenty-five (25) members, with at least one member from each of the towns within the territory served, which are as follows: Dexter, Earlham, Macksburg, Patterson, Peru, St. Charles, Truro and Winterset. The directors shall be chosen by a nominating committee elected with the Board, assisted by the director in charge of the program, and elected to membership by the Board of Directors.

PAR. IV.

There shall be no capital stock in this corporation, nor shall any of its funds or property, real or personal, be donated to any individual person, or to any corporation or association organized for pecuniary profits.

PAR. V.

The management of this corporation shall be vested in a Board of Directors consisting of not more than twenty-five (25) members, the first four towns in alphabetical listing (Par. III) shall serve for one year the latter four for a two year term, with all renewals for two years.

PAR. VI.

All vacancies on the Board of Directors shall be filled by a temporary appointment of the nominating committee until the next annual meeting, when a member shall be elected to fill the unexpired term of the person ceasing to be a member, said election to be in the manner to be provided for by the Board of Directors.

PAR. VII.

The officers of this corporation shall consist of a President, Vice-President, Secretary

and Treasurer, all of whom shall be elected bythe Board of Directors at each annual meeting, being the regular meeting in May.

PAR. VIII.

The annual meeting of the Board of Directors shall be held on the regular meeting night in May of each year.

There shall be no less than ten (10) Board of Directors meetings a year.

A special meeting may be called by the Administrative Staff by notification of all members.

PAR. IX.

The Board of Directors shall have the power to make and to alter the by-laws at their pleasure.

PAR. X.

The private property of the members of this coropration shall in no event be liable for the debts of the corporation.

PAR. XI.

The corporation shall not have a corporate seal.

PAR. XII.

Thses Articles of Reincorporation may be amended by a vote of a majority of the members atany regular meeting. Notice of any meeting at which it is proposed to amend the Articles of Incorporation, shall be given by mailing to each member at his last known post office address at least ten (10) days prior to such meeting, a notice signed by the secretary setting forth the proposed amendment in substance.

PAR. XIII

This corporation shall commence and be in existence from the date of the filing of these Articles of Reincorporation in the manner provided by statute, and shall continue its corporate existence for a period of fifty (50) years, unless sonner dissolved by a majority vote of the members of the Board of Directors of this corporation.

PAR. XIV.

An Advisory Committee of at least three (3) members representative of medical, health, welfare, and other professional (clergy, lawyers, insurance, etc.) groups of the communities shall be appointed by the Board.

PAR. XV.

In the event of dissolution, all assets remaining after payments of debts and obligations shall be distributed for exclusively religious, charitable, scientific, literary or educational purposes to organizations exempt from Federal Income Tax under the provisions of Section 501 (c)(c) of the Internal Revenue Code of 1954.

C. Robert Osborn MD Chm of Board.
Francis H. Mapes, V. Ch of Board
Herb Flint
Vergie E. Love
Olive M. Ralston
Lois Hoskins - Treas.
Elizabeth Maxwell
Mervyn Armstrong
Ward Young
John J. Moreland
Gertrude Dalen

STATE OF IOWA COUNTY OF MADISON : SS

On this 15th day of August A.D., 1968, before me personally appeared C. Robert Osborn, Francis H. Mapes, Herb Flint, Vergie E. Love, Olive M. Ralston, Lois Hoskins, Elizabeth Maxwell, Mervyn Armstrong, Ward Young, John J. Moreland and Gertrude Dalen to me known to be the identical persons named in and who executed the same astheir voluntary act and deed.

(NOTARIAL SEAL)

H. Claude Peer
H. Claude Peer Notary Public
in and for Madison County, Iowa

OFFICE OF THE SECRETARYOF STATE DES MOINES, IOWA
This instrument recorded in Book 5-C, Page 317 August 19, 1968 Expires August 19, 2018
Cert. No. 42396 Receipt No. - - Filed by H. Claude Peer, Atty., Earlham, Iowa
Filing Fee $5.00 Recording Fee - - Melvin D. Synhorst Secretary of State

COMPARED