A2[illegible]
#105813

MAILED
DEC 2 [illegible]

DEC 10 10 57 AM '85

FILED NO 1246
BOOK 37 PAGE 10

1985 DEC 19 PM 2:25

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $15.00

ARTICLES OF INCORPORATION

OF

MADISON COUNTY ANTIQUE ASSOCIATION

TO: THE SECRETARY OF THE STATE OF IOWA

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1985 Code of Iowa, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is MADISON COUNTY ANTIQUE ASSOCIATION.

ARTICLE II

The purpose of this corporation shall be to stimulate interest in the history and traditions of our Nation, State and County and to secure knowledge and to collect such relics and historical objects as are worthy of preservation.

The purposes of the corporation are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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.

Notwithstanding any other provisions 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 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 United States Internal Revenue Law).

ARTICLE III

The address of the initial registered office in the State of Iowa is

719 North 8th Avenue, Winterset, Iowa 50273

and the name of the initial registered agent at such address is

Nancy M. Corkrean.

3

ARTICLE IV

The number of directors constituting the initial Board of Directors of the corporation is nine (9) and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Gail A. Pace	422 Jefferson, Winterset, Iowa 50273
Nancy M. Corkrean	719 N. 8th Avenue, Winterset, Iowa 50273
Pam Dyer	521 W. Court, Winterset, Iowa 50273
Wilma Busch	R. R. #3, Winterset, Iowa 50273
Sue Null	415 E. Jefferson, Winterset, Iowa 50273
Teresa M. Casson	R. R. #1, Winterset, Iowa 50273
Beth Sankey	826 S. 7th Avenue, Winterset, Iowa 50273
Linda Johnson	R. R. #3, Winterset, Iowa 50273
Mary Alles	1210 W. Washington, Winterset, Iowa 50273

ARTICLE V

The members of the corporation shall be those persons who are approved as members by the Board of Directors.

ARTICLE VI

The corporation shall have perpetual duration.

ARTICLE VII

No part of the net earnings or the assets of the corporation shall inure to the benefit of any private person, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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, which are organized and operated exclusively for such purposes.

ARTICLE IX

These articles may be amended by a majority vote of a quorum of the Board of Directors at a regular meeting of the Board of Directors. A majority of the number of directors shall constitute a quorum.

ARTICLE X

The names and addresses of the incorporators of this corporation are:

NAME	ADDRESS
Gail A. Pace	422 Jefferson, Winterset, Iowa 50273
Nancy M. Corkrean	719 N. 8th Avenue, Winterset, Iowa 50273

IN WITNESS WHEREOF, we hereto subscribe our names as incorporators this 5 day of December, 1985.

Gail A. Pace

Nancy M. Corkrean

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 5 day of December, 1985, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Gail A. Pace and Nancy M. Corkrean to me known to be the persons named in and who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed.

Notary Public in and for the State of Iowa.

JERROLD B. OLIVER
MY COMMISSION EXPIRES
August 26, 1988

December 10 1985

Perpetual C033392

Filed By Webster Law Firm Jerrold Oliver, Atty. Farmers & Mechants Bank Bldg Winterset Ia. 50273

Filing Fee 20.00

Secretary of State