

236642

ARTICLES OF INCORPORATION

OF

State Association for the Preservation of Iowa Cemeteries

*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 Chapter 504A, Code of Iowa 1983 adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is State Association for the Preservation of Iowa Cemeteries.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is the preservation of Iowa cemeteries. The corporation shall have the power generally to engage in any kind of activity, do all things, perform all acts, and exercise all powers conferred upon corporations enumerated in Chapter 504A, Code of Iowa, 1981 (The Act) consistent with the public interest and the interest of this corporation, and necessary, incidental or appropriate to the furtherance of the purposes set forth herein.

ARTICLE IV

The address of the initial registered office in the State of Iowa is RR 1 Box 143-C in the City of Birmingham, County of Van Buren, and its initial registered agent at such address is Patricia Shaw.

ARTICLE V

The number of directors constituting the initial board of directors of the corporation is thirteen and the names and addresses of the persons to serve as initial directors are:

Patricia Shaw, President
RR 1 Box 143-C
Birmingham, IA 52535

Ethel McVay, Vice-Pres.
605 E. Buchanan
Winterset, IA 50273

Marilyn Schmitt, Sec.
13059 S. 52nd Ave. W.
Mitchellville, IA 50169

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| Valerie Ogren, Treas. 108 N. Oak Jefferson, IA 50129 | Molly Beason PO Box 126 Deep River, IA 52222 | Carol Bottin 124 E. Main, Apt. 13 New Hampton, IA 50659 |
| Phyllis Carter 2305 - 180 th St. Washington, IA 52353 | Dean Gipple 307 Flat Iron Drive Columbus Jct., IA 52738 | Michael Magee 638 Englewood Waterloo, IA 50701 |
| Steve Story 401 Smith St. West Union, IA 52175 | Charly Stevens 112 E. Main Clarinda, IA 51632 | Mary Dodson 309 S. Dewey Osceola, IA 50213 |
| Loren N. Horton 3367 Hanover St. Iowa City, IA 52245 | | |

ARTICLE VI

The date on which the corporate existence began is January 1, 1996.

ARTICLE VII

The name and address of each incorporator is:

Patricia Shaw, President
RR 1 Box 143-C
Birmingham, IA 52535

ARTICLE VIII

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purpose(s) set forth in Article 2 hereof. 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 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 the corresponding provision of any subsequent 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 provision).

B. Upon the dissolution of the corporation, the Board of Directors shall after paying or making provision for 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 of organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be

disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said court shall determine are organized exclusively for that purpose.

Dated January 18, 2000.

Patricia S. Shaw

Incorporators

STATE OF IOWA, COUNTY OF JEFFERSON, ss.

On this 18 day of January, A.D. 2000, before me, the undersigned, a notary public in and for said county in said State, personally appeared Patricia Shaw known to me to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that Patricia Shaw executed the same as their voluntary act and deed.

Mary Gooden
Notary Public



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STATE ASSOCIATION FOR THE PRESERVATION OF IOWAS CEMETERIES

PATRICIA SHAW

R.R.1, BOX 143-C

BIRMINGTION, IA 52535