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ARTICLES OF INCORPORATION
OF
THE DALLAS CENTER-GRIMES ELEMENTARY
BEFORE AND AFTER SCHOOL PROGRAM, INC.

To the Secretary of State
of the State of Iowa:

I, the undersigned, a citizen of the United States, acting as incorporator of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, 1989, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation shall be THE DALLAS CENTER-GRIMES ELEMENTARY BEFORE AND AFTER SCHOOL PROGRAM, INC.

ARTICLE II
DURATION OF CORPORATION

The duration of the corporation shall be perpetual.

ARTICLE III
REGISTERED AGENT AND OFFICE

The address of the initial registered office in the State of Iowa is 1500 Linden Street, P.O. Box 512, at the City of Dallas Center, County of Dallas, Iowa, and the name of its initial registered agent at such address is Paul R. Jones.

00180

6

ARTICLE IV
PURPOSES

This corporation is organized and shall operate for the purpose of providing quality before and after school child care for children in kindergarten through fifth grade enrolled in the Before and After School Program of the Dallas Center-Grimes Elementary School, in Dallas and Polk Counties, Iowa. Activities provided shall include educational and recreational activities which contribute to the development of the children. The educational purpose of this organization is limited to those permitted under Section 501(c)(3) of the Internal Revenue Code of 1986 or its successor sections in subsequent revenue codes.

ARTICLE V
MEMBERS

Members of this corporation shall include parents or guardians of children enrolled in the Dallas Center-Grimes Elementary Before and After School Program, other parents involved with assisting the program, staff members employed by the program, and the Principal of the Dallas Center-Grimes Elementary School. There shall be only one class of member of this corporation and there shall be no membership dues required. There is no designation or election process for members of this corporation.

ARTICLE VI
ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourth 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 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

00181

ARTICLE VII
STOCK AND DIVIDENDS

This corporation shall issue no stock nor shall any dividends be paid to any of the members of this corporation.

ARTICLE VIII
DISSOLUTION

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 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 (whether incorporated or not) under section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Iowa District Court of Dallas County 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
DIRECTORS

The business of the corporation shall be conducted by a board of directors. The number of directors constituting the initial board of directors of the corporation is five, although the number of directors may be increased from time to time as may be permitted by the By-Laws. The names and addresses of the persons who are to serve as the initial directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Jon S. Day	Route 1, Box 119A Dallas Center, Iowa 50063
Sherry Dunn	708 South Fifth Street Grimes, Iowa 50111
Kelly K. Falke	Route 1, Box 7A Dallas Center, Iowa 50063
Paul R. Jones	Route 1, Box 266 Dallas Center, Iowa 50063
Jean Tingwald	212 North Jacob Street Grimes, Iowa 50111

00182

ARTICLE X
INCORPORATOR

The name and place of residence of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul R. Jones	Route 1, Box 266 Dallas Center, Iowa 50063

ARTICLE XI
POWERS

This corporation shall have all powers conferred on it by Chapter 504A of the 1989 Code of Iowa, as amended.

ARTICLE XII
CORPORATE SEAL

This corporation does not possess or use a corporate seal.

ARTICLE XIII
INSTRUMENTS AFFECTING REAL ESTATE

Deeds, mortgages, and all instruments affecting title to real estate shall be signed by the Chair and countersigned or attested by the Secretary.

ARTICLE XIV
OFFICERS

This corporation shall have officers consisting of a chair, vice chair, secretary, and treasurer, who shall perform the acts and functions customarily performed by persons in such positions.

ARTICLE XV
ELIMINATION OR LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not, to the extent allowed by Iowa law, be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (c) for any

00183

transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE XVI **INDEMNIFICATION**

This corporation shall indemnify a director, former director, officer, employee, member, or volunteer of the corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable conduct in connection with this corporation, except that the mandatory indemnification required by this Article shall not apply (a) to a breach of such a person's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (c) for a transaction from which such a person derived an improper personal benefit, or (d) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such a person shall be adjudged liable to the corporation.

ARTICLE XVII **CONTRACTS**

No contract or other transaction between the corporation or any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved of any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation which he may be in any way interested.


ARTICLE XVIII
PROPERTY OF MEMBERS

The property, both real and personal, of the members, officers, and directors, collectively and individually, shall be forever exempt from liability of any kind for the debts, obligations, or liabilities of this corporation, in the absence of fraud or bad faith.

ARTICLE XIX
AMENDMENTS


The Articles of Incorporation may be altered or amended by a two-thirds majority affirmative vote of the members present at any membership meeting, provided due notice of such proposed amendment has been given the members.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of June, 1990.


Paul R. Jones
Incorporator

STATE OF IOWA :
: ss.
COUNTY OF DALLAS :

On this 27th day of June, 1990, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Paul R. Jones, to me known to be the identical person named in and who executed the within and foregoing Articles of Incorporation and acknowledged that he executed the same as his voluntary act and deed.


Ralph R. Brown, Notary Public
in and for the State of Iowa

FILED in the Office of the Secretary of State of Iowa
By: McDonald Law Firm, Attn. Ralph R. Brown,
502 15th St. Box 750, Dallas Center, Ia. 50003
(June 28, 1990)
Cert. No. CL54621 ELAINE BAXTER, Secretary of State



00185