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ARTICLES OF INCORPORATION

OF THE

DALLAS CENTER GRIMES ELEMENTARY
PARENT TEACHER ORGANIZATION, INC.

We, the undersigned, acting as incorporators of a corporation under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A of the 2003 Code of Iowa, as amended, do hereby adopt the following Articles of Incorporation for this corporation.

ARTICLE I
NAME

The name of this corporation shall be Dallas Center Grimes Elementary Parent Teacher Organization, Inc.

ARTICLE II
DURATION AND FISCAL YEAR

The duration of the corporation shall be perpetual. The corporation shall operate its books and records on a fiscal year beginning June 1 and ending on the following May 31.

ARTICLE III
SUCCESSOR ORGANIZATION

This corporation is a successor organization to the Dallas Center Grimes K-8 Parent Teacher Organization formed in 1987.

ARTICLE IV
PURPOSES OF THE CORPORATION

The purposes of the corporation are to promote the welfare of elementary school children and youth in the home, school and community; to bring into closer relation the home and the school so that parents and teachers may cooperate intelligently in the training of the child; and to develop between educators and the general public such united efforts as will secure for every child the highest advantages in physical, mental and social education.

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SECRETARY OF STATE



ARTICLE V
CHARITABLE AND EDUCATIONAL

The corporation, in accordance with the foregoing, is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI
NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III 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 or in opposition to 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, or the corresponding section 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, or the corresponding section of any future federal tax code.

ARTICLE VII
DISSOLUTION

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 or organizations qualifying as an exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court

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of Competent Jurisdiction of the county in which the principal 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 VIII POWERS

This corporation shall have all powers conferred on it by Chapter 504A of the 2003 Code of Iowa, as amended.

ARTICLE IX REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is 502 15th Street, P.O. Box 250, Dallas Center, Iowa 50063 and the name of its initial registered agent at such address is Carl J. Gausman.

ARTICLE X MEMBERS

Membership in this corporation shall be open to any person interested in furthering the purposes of the corporation and who remits dues to the Treasurer as set and established each year by the Board of Directors. This is a nonprofit corporation organized for educational and charitable purposes, and there are no shareholders or shares of stock issued by the corporation.

ARTICLE XI OFFICES

This corporation shall have officers consisting of a Co-President representing the Dallas Center Elementary School, a Co-President representing the Grimes Elementary School, a Secretary, and a Treasurer, who shall perform the acts and functions customarily performed by persons in such positions. The initial officers of this corporation are as follows:

Co-President (Dallas Center)	Colleen Gleason
Co-President (Grimes)	Myrna Otis
Secretary	Janet Rice
Treasurer	Paula Martin

**ARTICLE XII
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 shall be six, although the number of directors may be increased from time to time as may be permitted by the By-Laws. The Board of Directors shall consist of the duly elected co-presidents, secretary, and treasurer, as well each of the head principals from the two elementary schools. The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Colleen Gleason	2791 215th St. Dallas Center, IA 50063
Myrna Otis	407 NW 3rd Pl. Grimes, IA 50111
Janet Rice	517 NW Morningside Dr. Grimes, IA 50111
Paula Martin	608 Meadowlark Dr. Grimes, IA 50111
Marsha Fagen	P.O. Box 400 Dallas Center, IA 50063
Ann Bass	500 S. James St. Grimes, IA 50111

**ARTICLE XIII
INCORPORATORS**

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Colleen Gleason	2791 215th St. Dallas Center, IA 50063
Myrna Otis	407 NW 3rd Pl. Grimes, IA 50111

**ARTICLE XIV
CORPORATE SEAL**

This corporation shall have no corporate seal.

**ARTICLE XV
INSTRUMENTS AFFECTING REAL ESTATE**

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

**ARTICLE XVI
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 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 XVII
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 member, (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 XVIII
PROPERTY OF MEMBERS**

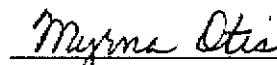
The property, both real and personal, of the members, officers and directors, collectively and individually, shall be forever exempt from liability of any kind for the debts, obligations, or liabilities of this corporation, in the absence of fraud or bad faith.

**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.

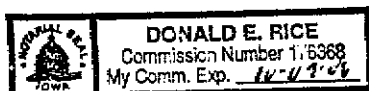
IN WITNESS WHEREOF, we have hereunto affixed our names this 10th day of May, 2004.

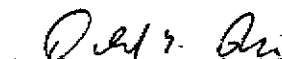

Colleen Gleason
Incorporator


Myrna Otis
Incorporator

STATE OF IOWA :
: ss
COUNTY OF POLK :

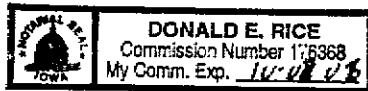
On this 10TH day of May, 2004 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Colleen Gleason to me known to be a person named in and who executed the foregoing instrument as an Incorporator, and whose signature and name are affixed thereto, and acknowledged that she executed the same as her voluntary act and deed.




Donald E. Rice, Notary Public
in and for the State of Iowa

STATE OF IOWA :
 : SS
COUNTY OF POLK :

On this 10th day of May, 2004 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Myrna Otis to me known to be the person named in and who executed the foregoing instrument as an Incorporators, and whose signature and name are affixed thereto, and acknowledged that she executed the same as her voluntary act and deed.



Donald E. Rice
Donald E. Rice, Notary Public
in and for the State of Iowa

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