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ARTICLES OF INCORPORATION
OF
DALLAS CENTER-GRIMES COMMUNITY SCHOOLS
FRIENDS OF FINE ARTS, 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 Corpora-
tion Act, Chapter 504A, Code of Iowa, 1991, adopt the following
Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation shall be DALLAS CENTER-GRIMES
COMMUNITY SCHOOLS FRIENDS OF FINE ARTS, 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 502 15th Street, P.O. Box 250, at the City of Dallas
Center, County of Dallas, Iowa, and the name of its initial reg-
istered agent at such address is Ralph R. Brown.

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ARTICLE IV
PURPOSES

The purpose of this corporation is to promote, support, and encourage the development of successful fine arts programs in the Dallas Center-Grimes Schools in the areas of Instrumental Music, Vocal Music, Illustrative Arts, and Speech and Drama. The corporation serves the interests of students, and provides volunteer, moral, and financial support; promotes and publicizes; and assists the Dallas Center-Grimes Community School in its pursuit of the highest goals for its Fine Arts Program.

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 of 1986, or corresponding section of any future federal tax code.

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)(13) 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.

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ARTICLE VII
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, or educational 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 District Court of Dallas County, Iowa, 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
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is nine -- which shall consist of the duly elected president, vice president, secretary, and treasurer, as well as five at-large members elected and designated to represent the interests of (1) the Art Department at all grade levels, (2) the Dallas Center attendance center Instrumental Music Department, (3) the Drama/Speech/Debate Department, (4) the Dallas Center attendance center Vocal Music Department, and (5) the Grimes attendance center Instrumental/Vocal Music Department.

The names and addresses of the persons who are to serve as the initial Directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
C. Lynn Schlenker	301 North 4th Street Grimes, Iowa 50111
Wendy L. Wallace	705 South 3rd Street Grimes, Iowa 50111
Mary Harper	508 N.W. Morningside Drive Grimes, Iowa 50111
Marilyn C. Myers	5763 Vista Drive, #77 West Des Moines, Iowa 50265

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Vicky L. Myers	2481 V Avenue Dallas Center, Iowa 50063
Pamela DeBoer	8821 Hickman Road, #805 Urbandale, Iowa 50322
Jean M. Shepherd	302 12th Street Dallas Center, Iowa 50063
Kimberly M. Kroeger	2451 V Avenue Dallas Center, Iowa 50063
Cheryl Irwin	709 61st Street Des Moines, Iowa 50312

ARTICLE IX
MEMBERSHIP OF THE CORPORATION

The membership of 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 non-profit organization organized for educational and charitable purposes, and there are no shareholders or shares of stock issued by this corporation.

ARTICLE X
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
C. Lynn Schlenker	301 North 4th Street Grimes, Iowa 50111

ARTICLE XI
POWERS

This corporation shall have all powers conferred on it by Chapter 504A of the 1991 Code of Iowa, as amended.

ARTICLE XII
CORPORATE SEAL

This corporation does not possess or use a corporate seal.

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ARTICLE XIII
INSTRUMENTS AFFECTING REAL ESTATE

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

ARTICLE XIV
OFFICERS

This corporation shall have officers consisting of a president, vice president, secretary, and treasurer, who shall perform the acts and functions customarily performed by persons in such positions. The initial officers of this corporation are as follows:

President
Vice President
Secretary
Treasurer

C. Lynn Schlenker
Wendy L. Wallace
Mary Harper
Marilyn C. Myers

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 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 expenses, actually incurred by such person relating to his or her

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
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 XVIII
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 24th day of August, 1992.


C. Lynn Schlenker
Incorporator

STATE OF IOWA :
: ss.
COUNTY OF DALLAS :

On this 24th day of August, 1992, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared C. Lynn Schlenker, to me known to be the identical person named in and who executed the within and foregoing Articles

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of Incorporation and acknowledged that he executed the same as his voluntary act and deed.

Ralph R. Brown

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 Brown

502 15th St, Box 250, Dallas Center, IA

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Cert. No. 021088 ELAINE BAXTER, Secretary of State

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