

**ARTICLES OF INCORPORATION** *SS8888*  
**OF THE**  
**DCG AFTER PROM**

We, the undersigned, acting as incorporators of a corporation under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504 of the 2017 Code of Iowa, as amended, do hereby adopt the following Articles of Incorporation for this corporation.

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ARTICLE  
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**ARTICLE I**  
**NAME**

The name of this corporation shall be DCG AFTER PROM

**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 July 1 and ending on the following June 30.

**ARTICLE III**  
**PURPOSES OF THE CORPORATION**

The purposes of the corporation are to promote the welfare of Dallas Center Grimes students by promoting a safe environment of the students, by providing activities and coordinating events for after prom.

**ARTICLE V**  
**CHARITABLE AND EDUCATIONAL**

The corporation, in accordance with the foregoing, is organized exclusively for charitable 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**

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IOWA CITY  
CIA (6)

#### **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 IV 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 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 504 of the 2017 Code of Iowa, as amended.

**ARTICLE IX**  
**REGISTERED AGENT AND OFFICE**

The address of the initial registered office of the corporation is 125 Lake Shore Dr., Dallas Center, Iowa 50063 and the name of its registered agent at such address is Billy Thurman.

**ARTICLE X**  
**MEMBERS**

Membership in this corporation shall be open to any person interested in furthering the purposes of the corporation. 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 as provided in its corporate By-Laws.

**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 composition of the Board of Directors shall be provided in the corporate By-Laws.

**ARTICLE XIII**  
**INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Billy Thurman	125 Lake Shore Dr Dallas Center, IA 50063

Diane Kruse

19750 W Avenue  
Dallas Center, IA 50063

**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 the President 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. "

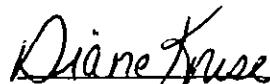
**ARTICLE XIX**  
**AMENDMENTS**

Any amendment to the Articles of Incorporation or By-Laws shall be made by a simple majority of all voting members present at the annual meeting held in September, providing that a copy of the proposed amendment has been presented to the officers and directors at least three days prior to such meeting.

10 IN WITNESS WHEREOF, we have hereunto affixed our names this day of October, 2017.



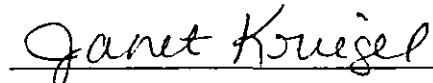
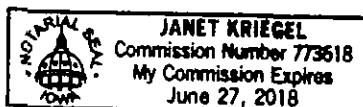
Billy Thurman  
Incorporator and President



Diane Kruse  
Incorporator and Treasurer

STATE OF IOWA :  
: ss  
COUNTY OF POLK :

On this 10<sup>th</sup> day of October, 2017 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Billy Thurman to me known to be a person named in and who signed the foregoing instrument as Incorporator and President, and whose signature and name are affixed thereto, and acknowledged that he executed the same as his voluntary act and deed.



, Notary Public  
in and for the State of Iowa

STATE OF IOWA :  
: ss  
COUNTY OF POLK :

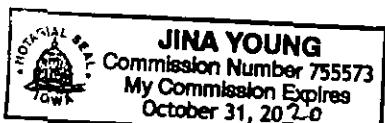
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On this 5 day of October, 2017 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Diane Kruse to me known to be the person named in and who signed the foregoing instrument as Incorporator and Treasurer, and whose signature and name are affixed thereto, and acknowledged that she executed the same as her voluntary act and deed.



, Notary Public  
in and for the State of Iowa