

499863

**ARTICLES OF INCORPORATION
OF
DALLAS CENTER-GRIMES BASEBALL CLUB**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to section 504.202 of the Revised Iowa Nonprofit Corporation Act, the undersigned, acting as Incorporator, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the Corporation is **Dallas Center-Grimes Baseball Club**.

ARTICLE II - DURATION

The Corporation shall have perpetual duration.

ARTICLE III - PURPOSE

The objective of the DC-G Baseball Club shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

To achieve this objective, the DC-G Baseball Club will provide a supervised program under the Rules and Regulations of USSSA Baseball. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. The Organization is organized exclusively for charitable, religious, educational, and scientific purposes under sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV - NON-PROFIT

The Corporation is not organized for profit. 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

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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 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 corresponding section of any future federal tax code).

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 19166 T Ave., Dallas Center, IA 50063 located in the County of Polk, and the name of its initial registered agent at such address is: Sunny Hall.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is: Sunny Hall
19166 T Ave., Dallas Center, IA 50063

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall be vested with responsibility for the administration, government and management of the business affairs and property of the corporation. The number of person comprising the Board of Directors of the corporation, their terms of office, and the procedure for their election shall be fixed by the bylaws.

ARTICLE VIII - MEMBERS

The Corporation shall have multiple classes of members as fixed by the bylaws. The number of members, member types, their terms of office, duties, responsibilities, procedure for their election, appointment, or joinder shall be fixed by the bylaws.

ARTICLE IX - POWERS

The Corporation shall have all of the powers given to it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X - DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed by the board of directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - DIRECTORS LIABILITY LIMITATION

A director of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to

the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any Indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

Dated this 30 day of April, 2015.

Sam Hall
Sam Hall, Incorporator

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SECRETARY OF STATE

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