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ARTICLES OF INCORPORATION

OF THE

DALLAS CENTER-GRIMES EDUCATION FOUNDATION

We, the undersigned, acting as incorporators of a corporation under the provisions of the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the 2013 Code of Iowa, do hereby adopt the following Articles of Incorporation for this corporation.

**ARTICLE I
NAME**

The name of this corporation shall be DALLAS CENTER-GRIMES EDUCATION FOUNDATION.

**ARTICLE II
DURATION AND FISCAL YEAR**

The duration of the corporation shall be perpetual. The corporation shall operate its books and records on a July 1st through June 30th year end.

**ARTICLE III
PURPOSES OF THE CORPORATION**

The Dallas Center-Grimes Education Foundation is a vehicle for charitable giving capable of providing additional equitable educational opportunities to students, staff, faculty, or residents of the Dallas Center-Grimes School District. Through the mechanism of endowment funds, charitable minded individuals can establish funds to build a permanent source of charitable assets to meet emerging, as well as existing, needs of the students, staff, faculty, and residents of the Dallas Center-Grimes Community School District. Through the establishment of endowment funds, the Dallas Center-Grimes Education Foundation and its donors can facilitate capital campaigns and other immediate needs.

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ARTICLE IV MISSION

The mission of the Dallas Center-Grimes Education Foundation will provide additional equitable educational opportunities to students, staff, faculty and residents of the Dallas Center-Grimes Community School District through a charitable giving organization.

ARTICLE V 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 VI 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 the Dallas County District Court, 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 VII POWERS

This corporation shall have all powers conferred on it by Chapter 504 of the 2013 Code of Iowa, and as amended from time to time.

ARTICLE VIII MEMBERS

The corporation shall not have members.

ARTICLE IX REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of the corporation is:

Charles H. Fagen
502 15th Street, P.O. Box 250
Dallas Center, Iowa 50063

ARTICLE X OFFICERS

The officers of this corporation shall be four (4), a President, a Vice President, a Secretary and a Treasurer. Each office shall be elected every two (2) years beginning at the annual meeting in the month of August and ending at the commencement of the annual meeting two years hence. The four (4) officers shall each hold one seat on the Board of Directors. The election of officers and board members shall be held at the board meeting in May. The names of the initial officers of the corporation are:

President:	Gary Wilson
Vice President:	Aaron Chittenden
Secretary:	Charles H. Fagen
Treasurer:	Kim Jacobsen

**ARTICLE XI
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 no less than six (6) and no more than twelve (12). The Board of Directors shall consist of the duly elected President, Vice President, Secretary and Treasurer, as well as a Directors at Large. The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kim Jacobsen	2408 NE Park Drive Grimes, Iowa 50111
Ken Shepherd	303 12 th Street, P.O. Box 503 Dallas Center, Iowa 50063
Charles H. Fagen	301 Rhinehart, Box 120 Dallas Center, Iowa 50063
David D. Rauschenberg	401 Kellogg Avenue Dallas Center, Iowa 50063
Renee Schneider	608 SE Meadowlark Drive Grimes, Iowa 50111
Aaron Chittenden	440 NW Prairie Creek Drive Grimes, Iowa 50111
Gary Wilson	29660 250 th Street Dallas Center, IA 50063
Daniel Willrich	902 8 th Street Dallas Center, Iowa 50063
Allison Howard	304 NW 14 th Street Grimes, Iowa 50111
Craig Patterson	1807 NW Norton Ct. Grimes, Iowa 50111
John Thomas	29178 240 th St Dallas Center, Iowa 50063

The terms for each Director will be three (3) years. Their composition and staggering of terms shall be dictated by the requirements set forth in the Bylaws.

ARTICLE XII INCORPORATORS

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kim Jacobsen	2408 NE Park Drive Grimes, Iowa 50111
Ken Shepherd	303 12 th Street, P.O. Box 503 Dallas Center, Iowa 50063

ARTICLE XIII ANNUAL MEETING

The annual meeting shall be held no later than August 31 of each year at a time and place that is designated by the Board of Directors.

ARTICLE XIV 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 XV ELIMINATION OR LIMITATION OF DIRECTOR'S AND OFFICER'S LIABILITY

A director, officer, employee or volunteer of this corporation is not liable for the corporation's debt or obligations and a director, officer, employee or volunteer is not personally liable in that capacity to any person for any action taken or failure to take any action in the discharge of the person's duties except liability for any of the following:

1. The amount of any financial benefit to which the person is not entitled.
2. An intentional infliction of harm on the corporation or the directors and officers of the corporation.
3. An unlawful distribution as defined by the Iowa Code.
4. An intentional violation of criminal law.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE XVI INDEMNIFICATION

This corporation shall indemnify a director, former director, officer, employee, 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 indemnification required by this Article shall not apply to:

1. Liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding.
2. Liability arising out of conduct that constitutes any of the following: (a) receipt by the officer of a financial benefit to which the officer is not entitled; (b) an intentional infliction of harm on the corporation or the directors and officers of the corporation; and (c) an intentional violation of criminal law.

ARTICLE XVII PROPERTY OF DIRECTORS AND OFFICERS

The property, both real and personal, of the directors and officers, 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 majority affirmative vote of two-thirds (2/3) of the Board of Directors present at any regular or special meeting, provided due notice of such proposed amendment has been given to each member of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto affixed our names this 16th day of December, 2014.

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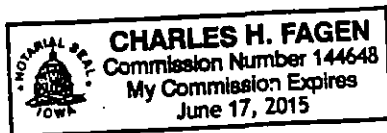


Kim Jacobsen
Kim Jacobsen, Incorporator

Ken Shepherd
Ken Shepherd, Incorporator

STATE OF IOWA :
: SS
COUNTY OF DALLAS :

On this 16th day of December, 2014, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Kim Jacobsen and Ken Shepherd to me known to be the persons named in and who executed the foregoing instrument as Incorporators, and whose signatures and names are affixed thereto, and acknowledged that they executed the same as their voluntary act and deed.



Charles H. Fagen
Charles H. Fagen, Notary Public
in and for the State of Iowa