

# IOWA

No. W00579083  
Date: 08/05/2008

## SECRETARY OF STATE

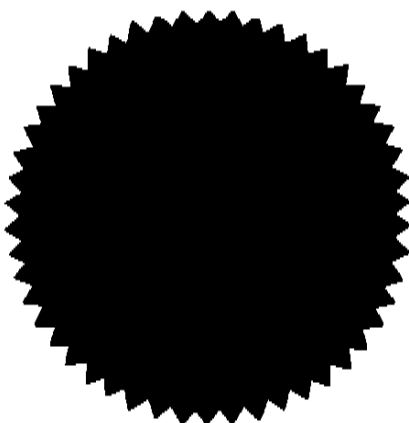
504RDN-000367012  
IOWA BAR ASSOCIATION

### ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document  
Articles of Incorporation

The document was filed on August 4, 2008, at 03:30 PM, to be effective as of August 4, 2008, at 03:30 PM.

The amount of \$20.00 was received in full payment of the filing fee.



*Michael A. Mauro*  
MICHAEL A. MAURO SECRETARY OF STATE



567012

RECEIVED  
SECRETARY OF STATE  
IOWA

08 AUG -4 PM 3:30

ARTICLES OF INCORPORATION  
OF  
IOWA BAR ASSOCIATION

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a Corporation Not-For-Profit under the laws of the STATE OF IOWA;

FIRST: The name of the Corporation is IOWA BAR ASSOCIATION.

SECOND: This Corporation is organized Not-For-Profit and the activities, objects and purposes of this Corporation and the uses to which the property of this Corporation is dedicated are:

(a) To uphold and defend the Constitution of the United States of America and of the State of Iowa;

(b) To provide continuing legal education opportunities for dialogue, advancement and improvement of all aspects of the legal profession and the system of justice through meetings, seminars, communications, publications, programs and activities;

(c) To apply the knowledge and experience of the legal profession to the promotion of the public good;

(d) To elevate the standards of integrity, honor and courtesy among the members of the legal profession;

TRANS # 537756 Art. 22 \$ 20.00

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(e) To articulate and advocate the needs and interests of the legal profession and our system of justice;

(f) To, in general, and subject to such limitation and conditions as are or may be prescribed by law, exercise such other powers which are or may be prescribed by law and exercise such other powers which now are, or hereafter may be conferred by law upon a corporation organized as a not-for-profit corporation under the IOWA GENERAL CORPORATION CODE, necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that only such powers shall be exercised as are in the furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the INTERNAL REVENUE CODE and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

The Corporation shall only engage in activities permitted by its Articles of Incorporation, the By-laws and Not-For-Profit CORPORATION LAWS of IOWA.

THIRD: The location of its registered office in this state is 4496 87<sup>th</sup> St., Urbandale, Iowa.

FOURTH: The name and correct address of its resident agent is: Sandra Gayle Underberg, 4496 87<sup>th</sup> St., Urbandale, Iowa [50322].

FIFTH: The term for which this corporation shall exist is PERPETUAL.

SIXTH: The number of directors, to be known as the Executive Council, shall be SEVEN (7).

SEVENTH: The Corporation shall not have authority to issue capital stock. The conditions of membership in this Corporation shall be fixed by the By-laws; provided, that the voting members of this Corporation shall be limited to citizens whom are in good standing of the States, territories or possessions of the United States.

EIGHTH: The conditions of membership shall be fixed by the By-laws.

NINTH: This Corporation shall be managed by a Board of Governors which shall constitute the governing body of this Corporation within the meaning of the IOWA GENERAL CORPORATION CODE; the number of governors shall be fixed by the By-laws, as from time to time amended.

TENTH: These Articles of Incorporation may be amended upon a resolution adopted by the Board of Governors pursuant to and in accordance with and any amendments thereto.

ELEVENTH: For the management of the operations and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of

the Corporation and its governors and members, it is further provided:

(a) The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation and By-laws except such funds deemed as expenses for purposes of carrying out duties of the Corporation. Upon dissolution of the Corporation, any funds(assets)remaining shall be distributed according to provisions not inconsistent with law to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the BOARD OF GOVERNORS.

(b) Any such organization selected shall, at the time, qualify as an exempt organization or organizations under the provisions of the INTERNAL REVENUE CODE, as amended, and its regulations as they now exist or as they may hereafter be amended by the BOARD OF GOVERNORS shall determine. Any assets of the Corporation not so disposed of by the BOARD OF GOVERNORS shall be disposed of by the DISTRICT COURT FOR POLK COUNTY, IOWA, exclusively for such purposes or to such organization or organizations, as said court shall determine, said organization or organizations being organizations which are organized and operated exclusively for charitable, educational, scientific, or philanthropic purposes.

TWELFTH: The governor of this Corporation shall have no personal liability of the Corporation or its members for monetary damages for breach of fiduciary duty as a governor, except to or any successor provision of the IOWA GENERAL CORPORATION law as amended from time to time, expressly provides that the liability of the governor may not be eliminated or limited or any successor provision of the IOWA GENERAL CORPORATION law as amended from time to time, expressly provides that the liability of the governor may not be eliminated or limited.

THIRTEENTH: The names of the incorporators are as follows:

- Jerry DeWayne: Mercer, General Delivery, Osceola, Iowa
- Eddie Leon Andrews, 4 Smedley Lane, Newtown Square, PA
- Delant Cory Palmerton, PO Box 582, Murphy, Oregon
- Richard P. Kaufman, 4 Smedley Lane, Newtown Square, PA

Fourteen: The names of each person who will serve as a trustee or director are:

- Jerry DeWayne: Mercer, General Delivery, Osceola, Iowa
- Eddie Leon Andrews, 4 Smedley Lane, Newtown Square, PA
- Delant Cory Palmerton, PO Box 582, Murphy Oregon
- Richard P. Kaufman, 4 Smedley Lane, Newtown Square, PA

All Consent to be Appointed Directors

