

IOWA NONPROFIT ARTICLES OF INCORPORATION

OF

MAPLE VALLEY-ANTHON OTO SCHOOL FOUNDATION, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as incorporator of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A of the Code of Iowa (1993), adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is Maple Valley-Anthon Oto School Foundation. It is organized under Chapter 504A of the Code of Iowa (1993).

**ARTICLE II
CORPORATE EXISTENCE**

The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

**ARTICLE III
PURPOSES AND POWERS**

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The primary purposes of the corporation are:

- (a). to obtain and distribute funds to support the continuing improvement of the educational programs offered by the Maple Valley-Anthon Oto Community School District;
- (b). to promote educational and cultural activities for the benefit of the general public in the geographic area served by the Maple Valley-Anthon Oto School District, and the surrounding area;
- (c). to provide a continuing organization, outside the public school system, which will work to provide new and improved educational opportunities for the benefit of students, teachers, employees, and residents of the Maple Valley-Anthon Oto School District;

- (d). to recognize excellence and outstanding contributions to the educational programs of the Maple Valley-Anthon Oto School District;
- (e). to develop and promote vocational training and instruction of students in cooperation with local businesses in the Maple Valley-Anthon Oto School area;
- (f). to provide continuing education for all residents of the Maple Valley-Anthon Oto School area, including the area served by the Maple Valley School District, by providing exposure to educational opportunities and the arts;

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise may be permitted in Section 501(h) of the Internal Revenue Code of 1986, as amended. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended.

As a means of accomplishing the foregoing purposes, the corporation shall have all of the general powers set forth in Chapter 504A of the Code of Iowa (1993), and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the corporation as set forth in this Article.

ARTICLE IV NO PRIVATE INUREMENT

No part of the net earnings shall inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE V DISSOLUTION PROVISIONS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the purposes of the corporation set forth in Article III hereof in such a manner or to such organization or organizations operated exclusively as charitable organizations which would them qualify

under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. 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 them located, exclusively for such purposes or to such organization or organizations as said District Court shall determine which are organized exclusively for such designated purposes.

**ARTICLE VI
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The address of its initial registered office in the State of Iowa is 710 Iowa Avenue, Onawa, Monona County, Iowa 51040, and the name of its initial registered agent at such address is Michael Paul Jensen.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

Name	Address
Tom Bruegger	RR 1, Box 115 Mapleton, IA 51034
Ed Maier	205 5 th Street Mapleton, IA 51034
Arlin Roskam	830 Walnut Street Mapleton, IA 51034
Jim Westergaard	Rural Route 2 – Box 87C Mapleton, IA 51034
Don Kuehl	701 South 6 th Street Mapleton, IA 51034
Michael Paul Jensen	Rural Route Castana, IA 51010
Rick Hamers	4373 Danbury Blacktop Danbury, IA 51019
Jane Colbert	Box 128 Danbury, IA 51019
Steve Longlee	Rural Route Hornick, IA 51026

ARTICLE VIII MEMBERS

The corporation shall have members. The designation of membership classes, the manner of election (or appointment) and the qualifications and rights of the members of each class shall be as set forth in the corporation's Bylaws.

ARTICLE IX EXEMPTION OF PRIVATE PROPERTY

Consistent with Section 504A.101 of the Code of Iowa (1993), the private property of the directors, officers, employees and members of the corporation shall be exempt from all debts, obligations and liabilities of the corporation of any kind whatsoever and directors, officers, members and other volunteers of this corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the corporation's directors, officers, employees, members and volunteers, then the liability of the corporation's directors, offices, employees, members and volunteers shall be eliminated or limited to the full extent them permitted.

