

**ARTICLES OF INCORPORATION  
OF  
Iowa Nonprofit Alliance**

**TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:**

We, the undersigned, acting as Incorporators of a corporation under chapter 504 of the Iowa Code, 2021, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I  
NAME**

The name of the Corporation is Iowa Nonprofit Alliance.

**ARTICLE II  
TYPE OF ORGANIZATION**

This corporation is a public benefit corporation.

**ARTICLE III  
DURATION**

The period of this Corporation's duration is perpetual.

**ARTICLE IV  
PURPOSE**

The Corporation is organized exclusively for the purpose of strengthening Iowa's nonprofit sector through high-quality and affordable resources for nonprofit leaders and those who serve the sector; educational opportunities; an organized network of nonprofit professionals and volunteers; and a unified voice on issues impacting nonprofit organizations and the people those organizations serve.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE V  
REGISTERED OFFICE; REGISTERED AGENT**

The address of its initial Registered Office in the State of Iowa is: 1111 9th St. Suite 295 DSM 50314 in the County of Polk and the Registered Agent of the registered agent as such address is Deann Cook.

## **ARTICLE VI INCORPORATOR**

The names and addresses of the Incorporators are:

Ramon Calzada	400 McGee Avenue, Council Bluffs, IA 51503
Deann Cook	6428 Wilcot Court., Johnston 50131
Julianne Gassman	4104 Carlton Drive, Cedar Falls, IA 50613
Sheriffa Jones	1603 2 <sup>nd</sup> Avenue E, Spencer, IA 51301
Emily Shields	21 SW 52 <sup>nd</sup> Street, Des Moines, IA 50312
Jennifer Smyser	2576 Canterbury Road, Muscatine, IA 52761
Paul Thelen	251 Vine Street, #109, Riverside, IA 52327
Matt Unger	3522 38th Street, Des Moines, IA 50310

## **ARTICLE VII MEMBERSHIP**

The Corporation shall have members. Membership rights are contained in the Corporation bylaws.

## **ARTICLE VIII DISSOLUTION**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE IX PROHIBITIONS**

The Corporation is not organized for profit. No part of the net earnings of the Corporation 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), and 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. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2)

of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE X INITIAL DIRECTORS**

The number of directors constituting the first board of directors of the Corporation is eight (8), and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ramon Calzada	400 McGee Avenue, Council Bluffs, IA 51503
Deann Cook	6428 Wilcot Court., Johnston 50131
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Julianne Gassman	4104 Carlton Drive., Cedar Falls, IA 50613
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## **ARTICLE XI POWERS**

The Corporation shall have all 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 XII INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE**

No director, officer, employee or member of the corporation shall as such be liable on its debts or obligations, and no director, officer, employee or member or volunteer shall be personally liable as such for any claim based upon an act or omission of such person performed in the discharge of such person's duties, except where there is 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 members;
3. An unlawful distribution in violation of Iowa Code section 504.835; or
4. An intentional violation of criminal law.

The Corporation may indemnify any director against liability for lawful actions performed in good faith on behalf of the Corporation, so long as such director believed the actions to be in the best interests of the Corporation, or not contrary to the best interests of the corporation.

Notwithstanding the preceding statement, the Corporation shall not indemnify a director in connection with proceedings by or in the right of the Corporation, or under circumstances wherein the director has received a financial benefit to which the director was not entitled.

### **ARTICLE XIII AMENDMENT TO ARTICLES**

These Articles may be altered, amended, or repealed and new Articles adopted by the affirmative vote of twothirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the Incorporators have caused the execution of the foregoing Articles of Incorporation on this

\_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
*[Incorporator #1 name]*

\_\_\_\_\_  
*[Incorporator #2 name]*