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ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF DES MOINES FOUNDATION

JUL 20 9 23 AM '82
SECRETARY
OF STATE

TO: The Secretary of State
State of Iowa:

I, the undersigned, acting as incorporator of a corporation under the Iowa Nonprofit Corporation Act under Chapter 504A of the Code of Iowa, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is Rotary Club of Des Moines Foundation.

II.

Said 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 1954 (or the corresponding provisions of any future United States internal revenue law).

III.

The address of its initial registered office in the State of Iowa is Room 300, Hotel Fort Des Moines, in the City of Des Moines, County of Polk and the name of its initial registered agent at such address is Judith E. Gustaveson.

IV.

The number of directors, constituting the initial Board of Directors of the corporation is 11 and the names and addresses of the initial Board of Directors are:

Robert W. Arnold	1690 Financial Center Des Moines, Iowa 50309
James E. Parks	1800 Financial Center Des Moines, Iowa 50309
B. Rees Jones	P.O. Box 974 Des Moines, Iowa 50304

INST. NO. 6000
POLK COUNTY, IOWA
FILED FOR RECORD
9:00 AUG 18 1982 A.M.
AT P.M.
KATIE SHINSTINE HOLSCHUH, Record
By M. Spina Depu

Robert D. Williams	Suite 703, 1200 - 35th Street
James A. Vickery	West Des Moines, Iowa 50265
A. Wells Dickson	P.O. Box 1336
Harvey H. Feilen	Des Moines, Iowa 50305
H. K. Mason	325 - S.W. 5th
Robert D. McKee	Des Moines, Iowa 50309
Owen J. Newlin	P.O. Box 39
A. David Ostrem	Des Moines, Iowa 50301
	2615 Dean Avenue
	Des Moines, Iowa 50317
	P.O. Box 891
	Des Moines, Iowa 50304
	1206 Mulberry
	Des Moines, Iowa 50308
	1500 Locust
	Des Moines, Iowa 50309

V.

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 as the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments of distributions in furtherance of the purposes set forth in Article II 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 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 of 1954 (or the corresponding provisions of any future United States revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

VI.

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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educa-

tional, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the State of Iowa in and for Polk County exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VII.

The following provisions shall control the activities of the corporation:

- (1) the corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or corresponding provisions of any later federal tax laws).
- (2) the corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any later federal tax laws).
- (3) the corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any later federal tax laws).
- (4) the corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or corresponding provisions of any later federal tax laws).
- (5) the corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any later federal tax laws).

VIII.

The name and address of the incorporator is Robert W. Arnold, 1690 Financial Center, Des Moines, Iowa 50309.

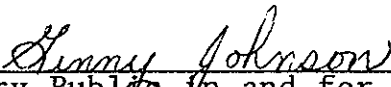
Dated July 7, 1982.


Robert W. Arnold

STATE OF IOWA)
) ss:
COUNTY OF POLK)

On this 8th day of July, A.D., 1982, before me the under-
signed, a notary public in and for the State of Iowa, personally
appeared Robert W. Arnold, to me known to be the identical person
named in and who executed the within and foregoing instrument, and
acknowledged that he executed the same as his voluntary act and
deed.




Notary Public in and for the
State of Iowa

OFFICE OF THE SECRETARY OF STATE			
This instrument recorded in Book <u>9-F</u> p. <u>153</u> July 20 1982			
Expires	<u>Perpetual</u>	Cont. No. <u>1248620</u>	Receipt No.
Filed By	<u>Shefer Lichner, Esq., Des Moines, Iowa</u>		
Filing Fee	<u>50.00</u>	Recording Fee	<u>Mary Ann Hill</u> Secretary of State