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ARTICLES OF INCORPORATION FOR
EARLVILLE DEVELOPMENT CORPORATION

TO: The Secretary of State, State of Iowa

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act under chapter 504A, Code of Iowa, 1987, adopt the following articles of incorporation for such corporation;

I. The name of the corporation is EARLVILLE DEVELOPMENT CORPORATION.

II. The period of its duration is perpetual.

III. The Purpose or Purposes for which the Corporation is organized are: To encourage and promote the establishment, development, and retention of industrial, manufacturing, commercial, and retail interests in and for Earlville, Iowa, and its adjacent areas. To promote Earlville and its adjacent areas as desirable places to live, to learn, to enjoy, and to conduct business. To assist in diversifying the industrial base by creating and retaining jobs.

IV. The address of the initial registered office in the state of Iowa, is Northern Avenue #19, in the city of Earlville, Iowa, county of Delaware, and the name of its initial registered agent at such address is James Laxson.

V. The number of directors constituting the initial board of directors of the corporation is seven, and the names and addresses of the persons who are to serve as the initial directors are:

William Bramley, Box 250	Earlville, Iowa 52041
Michael Cairney, Box 57	Earlville, Iowa 52041
James Clifton, Box 306	Earlville, Iowa 52041
James Laxson, Box 186	Earlville, Iowa 52041
David Mensen, Box 149	Earlville, Iowa 52041
Anthony Salow, RR 1 Box 16	Earlville, Iowa 52041
Kim Salow Box 144	Earlville, Iowa 52041

VI. The date on which the corporate existence shall begin is June 1, 1990.

VII. The name and address of each incorporator is:

William Bramley, Box 250	Earlville, Iowa 52041
David Mensen, Box 149	Earlville, Iowa 52041
Kim Salow, Box 144	Earlville, Iowa 52041

VIII. Additional Provisions:

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VIII. Additional provisions (cont.)

- A. 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 payment 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 distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of those articles the corporation shall not carry on 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 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 1954 (or corresponding provision of any future United States Internal Revenue Law.)
- B. Upon the dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organization.

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ARTICLES OF INCORPORATION OF
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- B. (cont.)
izations, as said court shall determine, which are organized and operated exclusively for such purpose.
- C. The corporation is organized exclusively for charitable, literary, education, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any such United States Internal Revenue Law.) The corporation is not organized for pecuniary profits.

Dated May 1, 1990

By

William Bramley
William Bramley

David Mensen
David Mensen

Kim Salow
Kim Salow

Incorporators

State of Iowa SS

County of Delaware

On this 1st day of May, A.D., 1990 before me, the undersigned, a notary public in and for said county, in said state, personally appeared William Bramley, David Mensen, and Kim Salow, to me known to be the persons named in who executed the foregoing articles of incorporation, and acknowledged that they signed as their voluntary act and deed.



Julie A. Diesch
Julie A. Diesch, Office of the Secretary of State of Iowa
By: Earlville Development Corp. Box 186
May 3, 1990 Earlville, IA 52041
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