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ARTICLES OF INCORPORATION
OF
EARLVILLE UNITED PARISH

Acting as incorporator of a corporation under the Iowa Non-Profit Corporation Act, Iowa Code Chapter 504A (1991), the following Articles of Incorporation for such corporation are adopted:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is EARLVILLE UNITED PARISH.

ARTICLE II
CORPORATE EXISTENCE

The Corporation's existence shall begin on August 15, 1991 and the duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSES

1. The purpose for which this corporation is organized is to worship God, to preach the gospel of Jesus Christ, and to celebrate the Sacraments; to realize Christian fellowship and unity within this church and the Church Universal; to render loving service toward mankind; and to strive for righteousness, justice and peace.

2. The corporation is organized exclusively for non-profit religious, charitable, literary, educational or scientific purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Code). The corporation is not organized for pecuniary profit.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purpose(s) set forth in Article 2 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 1986 (or the corresponding provision of any subsequent United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Code).

ARTICLE IV
REGISTERED AGENT

The address of the initial registered office in the state of Iowa is 217 Summit Street, in the City of Earlville, County of Delaware, and the name of its registered agent at such address is James E. Laxson.

ARTICLE V
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is nine (9), and the names and addresses of the persons who are to serve as the initial directors are:

James Laxson	217 Summit Street, Box 186 Earlville, IA 52041
Virginia VonTalge	RR 2, Box 194, Manchester, IA 52057
Wilmer Robinson	RR1, Box 60, Earlville, IA 52041
Dr. Bruce Rafoth	2 W 4th St., Box 193, Earlville, IA 52041
Georgia Hunt	RR Greeley, IA 52050
Lila Thomas	219 Mary Street, RR 2, Box 34A, Earlville, IA 52041
Lorie Bramley	514 E 3rd Street, Box 250, Earlville, IA 52041
Connie Clifton	110 N West St. Box 306, Earlville, IA 52041

Howard Schmitz 7 W 3rd St Box 133,
Earlville, IA 52041

ARTICLE VI
MANAGEMENT AND CONTROL

1. The organizational meeting of the corporation shall be held at such time and place as may be fixed by the incorporator.

2. This corporation shall have the power at its organizational meeting and at any annual meeting to adopt, amend or repeal its Articles of Incorporation and/or Bylaws not inconsistent with the laws of the State of Iowa.

ARTICLE VII
DISSOLUTION

In the event of dissolution of this corporation, the Board of Directors shall, after paying or making provision for 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, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Code), 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 then located, exclusively for such purposes or to such organizations as said court shall determine are organized exclusively for that purpose.

ARTICLE VIII
LIABILITY

The directors, officers, trustees, employees, members and volunteers of the corporation shall not be personally liable for any of the debts or liabilities of the corporation to the full extent permitted by law.

The property of this corporation shall not be liable, nor can the same be obligated, for any of the debts or liabilities of any church, college, hospital or other institution or organization affiliated with or recognized by the corporation.

ARTICLE IX
INDEMNIFICATION

Unless expressly prohibited by law, each current and former director, officer, employee, member or volunteer of this Corporation shall be indemnified by the Corporation to the fullest extent possible against any judgments, penalties, fines, settlements approved by the Board of Trustees and reasonable expenses actually incurred by such person in connection with any proceeding to which he or she is made a party by reason of the fact that he or she is or was (i) a director, officer, employee, member or volunteer of this Corporation, or (ii) serving in any other capacity, at the request of the Corporation, and shall advance and pay or reimburse all reasonable expenses incurred by such person in connection with such proceedings, including attorneys' fees and retainers. The term "proceeding" shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The term "party" includes a person who was, is or is threatened to be made a defendant or a respondent in a proceeding.

This indemnification shall extend to the heirs, executors, administrators, and personal representatives of the directors, officers, employees, members or volunteers of the Corporation. Any repeal or modification of the provisions of this Article shall not affect any obligations of the Corporation or any rights regarding indemnification and advancement of expenses of a person with respect to any proceeding for which indemnification or the advancement of expenses is requested, in which the alleged cause of action accrued at any time prior to such repeal or modification.

The indemnification provided by this article shall not apply to (a) a breach of the duty of loyalty to the corporation, (b) acts or omissions not in good faith which involve intentional misconduct or knowing violations of the law, or (c) transactions from which such person derived an improper personal benefit.

ARTICLE X
SEAL

This corporation shall have no seal.

ARTICLE XI
POLITY

The affairs of this corporation, its property, management and administration shall in all respects be subject to the doctrines, laws, usages, and actions of the United Church of

Christ and the United Methodist Church. Any claims, disputes, conflicts or other matters in question regarding the polity of the Corporation shall be resolved through mediation consistent with Christian principles.

**ARTICLE XII
INCORPORATOR**

James E. Laxson

217 Summit Street,
Earlville, Iowa 52041

Dated: AUG 15 1991, 1991.



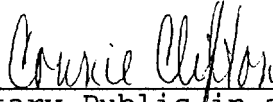
JAMES E. LAXSON Incorporator

STATE OF IOWA)

COUNTY OF Des Moines)

SS:

On this 15th day of August, 1991, before me, the undersigned, a Notary Public in and for said County and State, personally appeared James E. Laxson, and his, to me known to be the identical persons named in and who executed the within and foregoing instrument, to which this is attached, and acknowledged that they executed the same as their voluntary act and deed.



Notary Public in and for the
State of Iowa

CONNIE CLIFTON

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FILED in the Office of the Secretary of State of Iowa

By: Dickinson Law Office Attn: Richard T Anderson
8-19-91 699 Walnut, 1600 Nab Tower Des Moines, IA

Cert. No. C181639 ELAINE BAXTER, Secretary of State

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