

192622

ARTICLES OF INCORPORATION
OF
COLESBURG MASONIC TEMPLE ASSOCIATION

To the Secretary of State
of the State of Iowa:

Pursuant to Iowa Code Chapter 504A, the Iowa Nonprofit Corporation Act, we, the undersigned, do adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is the Colesburg Masonic Temple Association.

ARTICLE II

The principal place of business of said corporation shall be Colesburg, Delaware County, Iowa.

ARTICLE III

The object of this corporation shall be to promote charity, teach morality and impart instruction in the arts and sciences and aid in the promotion of the highest virtue as inculcated in the Fatherhood of God and the Brotherhood of Man, according to the teachings of Free Masonry, and to purchase or otherwise acquire, own or hold such real and personal property of every kind and description suitable to the purposes herein stated and set forth and to sell, convey, assign, transfer, lease, mortgage or otherwise dispose of such property; to sue and be sued in its corporate name; to borrow money for the purpose of carrying into effect the object of this corporation and to secure the payment thereof by mortgage on its property and to do and perform each and every thing that may be necessary or convenient to carry out the purposes herein set forth.

ARTICLE IV

In conformity with the objects of this association, membership shall consist only of members in good standing in Constellation Lodge #67 Ancient Free and Accepted Masons who have attained to the Master Mason Degree. Each such member shall be issued a membership certificate in this incorporated association upon completion of incorporation and each new member of Constellation Lodge #67, having attained to the Master Mason Degree, shall be issued a membership certificate in this association by the secretary-treasurer of the association. Each membership certificate issued by the incorporated association shall be restricted to the effect that it cannot be transferred, encumbered or subject to negotiation and it shall lapse upon the death of such member or at the time that he shall no longer be a Master Mason in good standing in said

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Constellation Lodge #67.

ARTICLE V

The private property of the members of this corporation shall at all times be exempt from any and all liability for the debts of this corporation.

ARTICLE VI

This corporation shall have no seal.

ARTICLE VII

Members of the corporation may by a majority vote adopt Bylaws not inconsistent with these Articles for the government and conduct of the corporation and the regulation of its affairs.

ARTICLE VIII

The address of its initial registered office is Linford Kinyon, Colesburg, Delaware County, Iowa 52035, and its initial registered agent at such address is Box 185, Colesburg, Ia. 52035

ARTICLE XIX

The number of directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as the directors are as follows:

<u>Linford Kinyon</u>	<u>Registered Agent</u>
<u>Gary Bahls</u>	<u></u>
<u>Larry Holthaus</u>	<u></u>
<u>Virgil Brockmeyer</u>	<u></u>
<u>Lloyd Rentschler</u>	<u></u>

ARTICLE X

The names and addresses of the incorporators are:

<u>Linford Kinyon, Registered Agent</u>	<u>Colesburg, Ia. 52035</u>
<u>Gary Bahls</u>	<u>Colesburg, Ia. 52035</u>
<u>Larry Holthaus</u>	<u>Colesburg, Ia. 52035</u>
<u>Virgil Brockmeyer</u>	<u>Colesburg, Ia. 52035</u>
<u>Lloyd Rentschler</u>	<u>Garber, Ia. 52048</u>

ARTICLE XI

These Articles of Incorporation may be amended at any regular meeting of the members or at any special meeting of the members called for that purpose after each member shall have been given notice by mail ten (10) days prior to such meeting of the proposed amendment to the Articles of Incorporation. A majority vote of all members present shall be required to amend these Articles.

ARTICLE XII

The annual meeting of the members of the corporation shall be held on the second Thursday of January after the stated communication of Constellation Lodge #67 at which time the directors and officers of the corporation shall be elected. The officers shall include a president, vice president and secretary-treasurer to be elected from the directors. Notice of the annual meeting or of any postponed annual meeting shall be given to each member by mail at least ten (10) days prior to the time of meeting. The officers shall take office immediately upon election and shall hold office for one year from that time or until their successors shall have been elected. Each member shall be entitled to one vote. It would not be deemed inappropriate by the incorporators of this corporation that the directors of the corporation could simultaneously hold elected office in Constellation Lodge #67. For the transaction of any business, other than elections, at any regular or special meeting, _____ votes shall constitute a quorum. Special meetings of the members may be called at any time by the president or any two directors by mailing to each member notice thereof at their last known post office address at least ten (10) days prior to such meeting.

ARTICLE XIII

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, educational, 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 provision 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 county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. If possible, the net assets of the corporation upon dissolution should be distributed to organizations in or near the City of Colesburg, Delaware County, Iowa.

ARTICLE XIV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XV

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.

ARTICLE XVI

Notwithstanding any other provisions 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 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 the corresponding provisions of any future United States Internal Revenue Law.)

Dated this 16th day of January, 1996.

Linford Kinyon
Linford Kinyon

Gary Bahls
Gary Bahls

Larry C. Holthaus
Larry Holthaus

Virgil Brockmeyer
Virgil Brockmeyer

Lloyd Rentschler
Lloyd Rentschler

Incorporators

STATE OF IOWA

SS:

DELAWARE COUNTY

On this 16th day of January, 1996, before me, the undersigned, a Notary Public in and for said state, personally appeared Linford Kinyon, Gary Bahls, Larry Holthaus, Virgil Brockmeyer, and Lloyd Rentschler to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

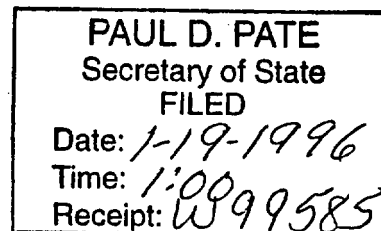


A handwritten signature of Jeanette K. Thein in cursive script.

NOTARY PUBLIC

Jeanette K. Thein

My commission expires 5-1-98.



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DELAWARE COUNTY IOWA
FILED

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BOOK 8 PAGE 256
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
\$26.00

Colesburg Masonic Temple
Association

Linford Kinyon V
Box 185
Colesburg, IA 52035