

Tom Jenk

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DEPARTMENT OF SECURITY IOWA
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ARTICLES OF INCORPORATION
OF
CARPENTER-DIESCH POST NO. 436
OF THE IOWA DEPARTMENT OF THE
AMERICAN LEGION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as incorporator of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A of the Code of Iowa (1997), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is "Carpenter-Diesch Post No. 436 of the Iowa Department of the American Legion".

ARTICLE II

The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of State of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

ARTICLE III

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The primary purposes of the corporation are, among other things, shall be to uphold and defend the Constitution of the United States of America, the Constitution of the State of Iowa; to preserve the memories and incidents of our association in the Great Wars; to inculcate a sense of individual obligation to the community, state and nation; to combat the autocracy of both the classes and the masses; to promote peace and good will on earth; to safeguard and transmit to posterity the principles of justice, freedom, and democracy; to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise may be permitted in Section 501(h) of the Internal Revenue Code of 1986, as amended. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation

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shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

As a means of accomplishing the foregoing purposes, the corporation shall have all of the general powers set forth in Chapter 504A of the Code of Iowa (1997), and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the corporation as set forth in this Article.

ARTICLE IV

No part of the net earnings 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). 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.

ARTICLE V

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the purposes of the corporation as set forth in Article III hereof in such a manner or to such organization or organizations operated exclusively as charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 District Court shall determine which are organized exclusively for such designated purpose(s).

ARTICLE VI

The address of its initial registered office in the State of Iowa is 2078 270th Avenue, Earlville, Delaware County, Iowa, 52041, and the name of its initial registered agent at such address is James J. Sperfslage.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is six (6). The number of directors may be changed by the Board of Directors upon the adoption of Bylaws for the corporation and by any subsequent amendment to the Bylaws adopted by the Board of Directors. The

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names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
James J. Sperfslage	2078 270th Avenue, Earlville, Iowa 52041
Al Otting	2071 270th Avenue, Earlville, Iowa 52041
Claude R. Hunt	120 S West & 3rd Street, Earlville, Iowa 52041
Wayne E. Jackson	305 Maple Street, Earlville, Iowa 52041
Keith Baumhardt	126 Mary Street, Earlville, Iowa 52041
Michael Roling	14 E. 4th Street, Earlville, Iowa 52041

ARTICLE VIII

The members of this corporation shall consist of all members in good standing of Carpenter-Diesch Post No. 436 of the Iowa Department of the American Legion, Earlville, Iowa, who shall have paid their dues in the Post and conformed with the rules and regulations prescribed for the government thereof as shown by the records of said Post, and each member of said Post shall have the power to vote at all meetings of the corporation, or to vote by proxy on any questions voted upon at any meeting.

ARTICLE IX

The officers of this corporation shall be a Commander, one or more Vice-Commanders, Adjutant, Finance Officer, Historian, Chaplain, Sergeant-at-Arms, and such other officers as may be provided for by the by-laws, and the following persons shall constitute the officers and holders of the official positions of said corporation until their successors are elected and qualified:

Commander	James J. Sperfslage
Vice-Commander	Al Otting
Adjutant	Claude R. Hunt
Finance Officer	Wayne E. Jackson
Chaplain	Keith Baumhardt
Historian	Michael Roling
Sergeant-at-Arms	James J. Sperfslage

ARTICLE X

Section 1. The business of this corporation shall be conducted by an Executive Committee which shall be composed of the Commander, Adjutant, Vice-Commander, Finance Officer and three members who do not hold any of the offices specifically named in Article IX hereof, which officers and members shall be elected on or before August 1st in each year and take office in accordance with the Constitution and by-laws of the Iowa Department, The American Legion.

All elections shall be by secret written ballot and the candidate or candidates receiving a majority of the votes cast shall be elected to the respective office or offices for which they are candidates, and shall hold office for a period of one year and until their successors are elected and have qualified.

Terms of office shall begin on the day following the close of the annual convention of the Iowa Department of the American Legion.

Section 2. All vacancies in the offices of this corporation and of the Executive Committee shall be filled in the same manner as prescribed for the annual election of officers. Persons elected to fill such vacancies shall hold office for the unexpired term. The executive committee shall have full power to determine when vacancies exist.

Section 3. The Executive Committee shall have power to make and adopt by-laws for the government of the membership of this corporation and shall also have the power to hire such employees as may be necessary and shall authorize and approve all expenditures and require sufficient bonds from persons having custody of the corporate funds or any part thereof and shall generally have charge of and be responsible for the management of the affairs of this corporation.

Section 4. The Executive Committee shall consist of:

James J. Sperfslage	Commander
Al Otting	Vice-Commander
Claude R. Hunt	Adjutant
Wayne E. Jackson	Finance Officer
Henry A. Roling	Member
Howard Schmitz	Member
Eugene Krapfl	Member

and said Executive Committee shall hold office until the first annual meeting of the corporation as fixed in these Articles and until their successors are elected and have qualified.

ARTICLE XI

Section 1. The regular meetings of this corporation shall be held at the Post club room or rooms designated for the purpose of meetings on the fourth Monday of each month, at which meeting there may be transacted such business as may be properly brought before it. Such meetings may be converted into entertainment meetings as may be deemed advisable by the Executive Committee.

Section 2. The Commander or a majority of the executive committee shall have power to call a special meeting of the Post at any time.

Section 3. Upon the written request of ten members of the Post, the executive committee shall call a special meeting of the Post.

Section 4. (35%) Thirty-five percent of the members of the Post shall constitute a quorum.

Section 5. Every member of the Post shall furnish the Adjutant with his address for mailing purposes.

Section 6. No special notice shall be given of the regular meetings of the Post, but the Adjutant shall give at least three (3) days notice by mail of any special meeting and the Adjutant shall cause notice of the annual meeting for the purpose of election of officers to be given at least 10 days prior thereto.

Section 7. The annual meeting shall be held immediately following the installation of officers for the ensuing year and not later than September first of each year, and immediately following said meeting the annual meeting of the officers and executive committee shall be held.

ARTICLE XII

Consistent with §504A.101 of the Code of Iowa (1997), the private property of the directors, officers, employees and members of the corporation shall be exempt from all debts, obligations and liabilities of the corporation of any kind whatsoever and directors, officers, members and other volunteers of this corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the corporation's directors, officers, employees, members and volunteers, then the liability of the corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.

ARTICLE XIII

This corporation shall not incur or cause to be incurred any liability or obligation which will be shared or assumed by any individual, group of individuals, partnership, other corporation or organization other than this corporation, and the indebtedness of this corporation shall not at any time exceed the sum of \$500.00 except by the affirmative vote of two-thirds (2/3) of all the members, and in no event shall said indebtedness exceed the sum of Ten Thousand (\$10,000.00) Dollars.

ARTICLE XIV

Amendments to these Articles may be made at any regular meeting of the Post by the affirmative vote of two-thirds (2/3) of all members, provided that the proposed amendment shall have been submitted in writing and read at the last previous regular meeting of this corporation and provided further that written notice setting forth the proposed amendment in substance and signed by the Adjutant shall have been mailed to all members at least ten (10) days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting the said proposal to amend the Articles of Incorporation is to be voted upon. No amendment shall be adopted which deprives the corporation of tax exempt status under the Internal Revenue Code of 1986, as amended.

ARTICLE XV

Section 1. This corporation shall have the power to sue and be sued in its corporate name; to make contracts; to take by gift, devise or bequest real or personal property for the purposes appropriate to its creation; and to establish by-laws and make proper rules and regulations necessary for the management of its affairs.

Section 2. This corporation shall have power to purchase, own, control, mortgage, lease, sell or exchange property, either real, personal or mixed, for purposes appropriate to the business of the corporation.

Section 3. This corporation shall have power to hold exhibitions, expositions, entertainments and carnivals of a legitimate nature and charge admission therefor and to engage in any type of legal promotion for the purpose of raising funds to further the objects, purposes and interests of this corporation or enhance the value of or render more profitable any of its property.

Section 4. In addition to the foregoing, this corporation shall have and exercise all other rights, powers, and privileges now or hereafter authorized corporations not for pecuniary profit as defined in Chapter 504A of the 1997 Code of Iowa, and amendments thereto, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive or limiting such rights, powers or privileges.

ARTICLE XVI

The name and address of the incorporator is:

James J. Sperfslage
2078 270th Avenue
Earlville, Iowa 52041

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Dated this 24th day of March, 1998.

James J. Sperfslage
James J. Sperfslage

Claude R. Hunt
Claude R. Hunt

Keith Baumhardt
Keith Baumhardt

Al Otting
Al Otting

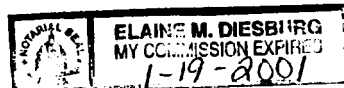
Wayne E. Jackson
Wayne E. Jackson

Michael Roling
Michael Roling

STATE OF IOWA)
) SS:
COUNTY OF DELAWARE)

On this 24th day of March, 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared James J. Sperfslage, Al Otting, Claude R. Hunt, Wayne E. Jackson, Keith Baumhardt and Michael Roling, 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.

Elaine M. Diesburg
Notary Public in and for the State of Iowa



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SECRETARY OF STATE
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