

HEALTH IMPROVEMENT ASSOCIATION

#2348

BY: Wilma M. Wade, DeputyFiled for record the 30 day of August
A.D. 1945 at 10:34 o'clock A.M.
Pearl E. Shetterly, Recorder
Wilma M. Wade, DeputyTo
The Public

Fee \$ 2.40

APPROVED
AUG 24 1945
Wayne M. Ropes
Secretary of State
By T. S. HerrickARTICLES OF INCORPORATION
OF
HEALTH IMPROVEMENT ASSOCIATION
OF
Madison COUNTY

We, the undersigned, each and all of lawful age, citizens and residents of the State of Iowa, do hereby associate ourselves together in a body corporate under and by virtue of the provisions of Chapter Three Hundred ninety-four, Title Nineteen of the Code of Iowa, 1927, and acts amendatory thereof and supplemental thereto and do hereby assume for said corporation all the rights, powers and privileges granted and conferred by the laws of the State of Iowa upon corporations of the kind hereby formed and created and in pursuance thereof do hereby make and adopt the following ARTICLES OF INCORPORATION:

ARTICLE I
Name

The name of this corporation shall be and is HEALTH IMPROVEMENT ASSOCIATION, of Madison County, Iowa.

ARTICLE II
Place of Business

The Principal place of business of this corporation shall be in the City of Winterset, County of Madison, and State of Iowa.

ARTICLE III
Powers and Purposes of Corporation

Section 1. The objects, powers and purposes of this Corporation, among other things, shall be to associate ourselves together into an agricultural society and association, and to engage in all of the pursuits in which such a society and association may engage; to foster and promote all of the activities, endeavors and work of the Health Improvement Association of Madison County, and to promote, conduct, maintain, and engage in additional work relating to the health of rural people in Madison County, Iowa; and generally to promote, assist, organize and foster group activities relating to improved health and education.

Section 2. This corporation shall have the right to sue and be sued in its corporate name; to make contracts; to take by gift, purchase, devise or bequest real and personal property for purposes appropriate to its creation, and to establish by-laws and make ^{proper} rules and regulations necessary for the management of its affairs.

Section 3. This corporation shall have the right to purchase, lease, own, sell or exchange property either real, personal or mixed, to purchase, lease, own, operate and control real estate in the State of Iowa, for purposes appropriate to the business of this corporation.

Section 4. This corporation may hold exhibitions, expositions, general meetings, and conduct campaigns relating to improvements of health and rural education.

Section 5. This corporation shall have the power by corporate endeavor, to solicit, earn, or otherwise procure funds and property for corporate purposes, uses and development as permitted by these articles and the law.

Section 6. In addition to the foregoing specifically authorized powers, this corporation shall have and exercise all rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of corporations of the kind hereby formed. Without in any particular limiting any of the objects or purposes or powers of the corporation as hereinbefore set forth, the objects or purposes of the corporation shall be from time to time to do any one or more or all of the acts, things and objects in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do. All the foregoing shall be construed as purposes, powers and objects but no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV
Membership

Section 1. Eligibility - Any person, association or organization which is interested in any of the objects or purposes of this corporation shall be eligible for membership in this corporation under such terms and conditions, and upon payment of such membership dues and assessments, as shall be prescribed and set out in the by-laws of the corporation.

Section 2. Membership - Any association or organization eligible for membership in this corporation may own more than one membership in the corporation upon compliance with the terms and conditions of the by-laws.

Section 3. Voting - Each member of the corporation shall be entitled to one vote at all meetings of the members of the Corporation.

ARTICLE V
Non-Profit

This is a corporation not for pecuniary profit and there shall be and is no paid capital

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stock nor any participating membership in this corporation.

ARTICLE VI
Dividends

No dividends shall be declared nor shall any distribution of property among the members be made until the dissolution of the corporation.

ARTICLE VII
Legal Life

The Legal life of this corporation will begin on the date that a Certificate of Incorporation is issued by the Secretary of State of ^{the State of} Iowa and shall terminate at the expiration of fifty-years from said date unless sooner dissolved by a three fourths vote of all the members thereof or by act of the General Assembly or by operation of law, provided that should the Iowa Legislature make provision for the renewal or extension of the legal life of said corporation beyond said period of fifty years, then the same may be renewed or extended in the manner provided by law.

ARTICLE VIII
Officers

The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as may be necessary, and who shall be provided for by by-laws of this corporation. The first officers of this corporation shall be as follows:

President: Mrs. Rex R. Shambaugh,
Vice-President: Mrs. Donald Beeler,
Secretary: Miss Dorothy Gray,
Treasurer: Mr. John Oldham,

The officers named will hold office until December 17, 1945, and until their successors are elected and have qualified.

The duties of the officers of said corporation shall be those prescribed by by-laws. All conveyances of real estate shall ^{be} signed by the president or vice-president and attested by the secretary, and duly acknowledged by one of such officers, on approval of the Board of Directors.

Mortgages, judgments and liens of any kind in favor of this corporation may be satisfied, released or assigned by either the president, vice-president, secretary, or treasurer, or other officers authorized by law, and when legally necessary, acknowledged by any of such officers, and three members of the Board of Directors who are not officers of the corporation.

ARTICLE IX
Management

Section 1. The business and affairs of this corporation shall be managed by a Board of Directors composed of not less than fifteen (15) nor more than thirty (30) members, as determined by the by-laws, which said members shall be elected from the membership of the corporation at the annual meeting of the corporation, as hereinafter provided, and shall serve for a term of three (3) years or until their successors are elected and qualified.

Section 2. All vacancies on the board may be filled by election by the board.

Section 3. The Board of Directors shall have power to make and adopt by-laws for the government of this corporation and may amend the same from time to time at its discretion.

Section 4. The following persons shall constitute the Board of Directors of this corporation and shall serve until the first annual meeting of said corporation:

<u>Name</u>	<u>Address</u>
J. Earl Graves	Winterset, Iowa
John Oldham	Earlham, Iowa
Donald Beeler	Peru, Iowa
Lester Platt	Earlham, Iowa
Roy Fear	Van Meter, Iowa
Graham W. Godby	Earlham, Iowa
Winter Mackay	Winterset, Iowa
W. C. Morse	Winterset, Iowa
Mrs. Donald Beeler	Peru, Iowa
Mrs. Rex Shambaugh	Van Meter, Iowa
Otto H. Merzen	Peru, Iowa

Section 5. At the annual meeting to be held in 1945, the members shall elect one-third of the number of directors for a term of one year, one third of the number of directors for a

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term of two years, and one-third of the number of directors for a term of three years.

ARTICLE I
Meetings

The annual meeting of this corporation shall be held the third Monday of December each year at a place to be fixed by the by-laws.

The annual meeting of the Board of Directors of this corporation shall be held the third Monday of December each year at a place to be fixed by the by-laws.

Special meetings of the members may be called by the president or by a call signed by a majority of the Board of Directors.

Notice of the time and place of all meetings signed by the secretary shall be mailed to each member at his last known address as shown by the books of the corporation five days before such meeting.

At all meetings of the corporation the members present shall constitute a quorum for the transaction of business.

ARTICLE XI
Exemption from Debt.

The private property of the officers, board members, and members shall be exempt from corporate debts.

ARTICLE XII
Limit of Indebtedness

This corporation shall not incur or cause to be incurred any liability or obligation which shall subject to liability any other like corporation, subdivision, or group of people, members of the Farm Bureau or any other individuals or organizations. The indebtedness of this corporation shall not exceed the sum of \$2,000.00, except by the affirmative vote of two-thirds of all the members and in no event shall it exceed the sum of \$5,000.00.

ARTICLE XIII
Amendments

These Articles of Incorporation may be amended by a majority vote cast by the members present at any annual meeting thereof or at any special meeting thereof called for that purpose, providing notice stating the purposes thereof shall be mailed to all members at their last known address as shown by the books of the corporation at least ten days before said meeting. Witness our hands this 4th day of August, 1945.

J. Earl Graves
John Oldham
Donald Beeler
Lester Platt
Roy Fear
Graham W. Godby
Winter Mackay
W. C. Morse
Mrs. Donald Beeler
Mrs. Rex Shambaugh
Otto H. Marxen

Winterset Iowa
Earlham Iowa
Peru Iowa
Earlham, Iowa
Van Meter Iowa
Earlham, Ia
Winterset, Ia
Winterset Ia
Peru, Ia
Van Meter Iowa
Peru, Iowa

STATE OF IOWA COUNTY OF MADISON)SS:

BE IT REMEMBERED, that on this 4th day of August, A.D. 1945, before me Dorothy Gray, a Notary Public in and for Madison County, Iowa, personally appeared J. Earl Graves, John Oldham, Donald Beeler, Lester Platt, Roy Fear, Graham W. Godby, Winter Mackay, W. C. Morse, Mrs. Donald Beeler, Mrs. Rex Shambaugh, and Otto H. Marxen to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.
(Notarial Seal)

Dorothy Gray Notary Public
in and for Madison County, Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 1-G, Page 698, Aug. 24-1945.
Expires Aug. 24-1995, Cert. No. 1350, Receipt No. 1966
Filed by James D. Brien, Esq., Des Moines, Iowa
Filing Fee 5.00 Recording Fee Wayne M. Ropes Secretary of State

COMPARED