

Iowa Secretary of State
321 East 12th Street
Des Moines, IA 50319
sos.iowa.gov



FILED

Date **8/11/2021 01:09 PM**
Corp No **681453**
Cert No **FT0132940**

Articles of Incorporation - Nonprofit

Information

CODE 504 REVISED DOMESTIC NON-PROFIT

Chapter

Mid Iowa Planning Alliance for Community Development

Name of Corporation

Effective Date

Perpetual

Expiration Date

Yes

Members

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 exclusively for the purposes of the Corporation as the Board of Directors shall determine. Any of 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.

Upon dissolution

No

Does the corporation hold an interest in agricultural land in Iowa?

Registered Agent

R. Todd Ashby

Full Name

420 Watson Powell Jr. Way

Address1

Address2

Des Moines

City

IA

State

50309

Zip

USA

Country

Incorporator

R. Todd Ashby

Full Name

420 Watson Powell Jr. Way

Address1

Address2

Des Moines

City

IA

State

50309

Zip

USA

Country

Principal Office

Address1

Address2

City

State

Zip

Country

Officers & Directors

Director

Officer Type

R. Todd Ashby

Full Name

420 Watson Powell Jr. Way

Address1

Address2

Des Moines

City

IA

State

50309

Zip

USA

Country

Signature(s)

R. Todd Ashby

Incorporator

8/11/2021 1:07:57 PM

Date

ARTICLES OF INCORPORATION
OF
MID IOWA PLANNING ALLIANCE FOR COMMUNITY DEVELOPMENT

To the Secretary of State
of the State of Iowa:

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

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is Mid Iowa Planning Alliance for Community Development, hereinafter referred to as the "Corporation".

ARTICLE II
DURATION OF CORPORATION

The Corporation shall have perpetual duration.

ARTICLE III
MEMBERS OF THE CORPORATION

The Corporation shall have such class or classes of members as provided in the Bylaws of the Corporation. The Corporation's members shall have such voting and other rights as are specified in these Articles of Incorporation and in the Corporation's Bylaws. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission.

The members of the Corporation are authorized to designate delegates having some or all of the authority of members as set forth in the Corporation's Bylaws. The Bylaws shall set forth the characteristics, qualifications, rights, limitations and obligations of delegates, including their selection and removal.

**ARTICLE IV
PURPOSES OF CORPORATION**

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, and in this connection, the purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To support and operate for the benefit of the of the member counties and the communities located therein and to provide a framework within which local leadership can formulate and implement a comprehensive plan of action for the benefit of its inhabitants: and

(b) To perform any and all acts which are proper for an organizations exempt from tax under Section 501(a) of the Internal Revenue Code of 1986, and which are reasonably necessary to accomplish its exempt purposes.

The Corporation shall have all powers enumerated in the Revised Iowa Nonprofit Corporation Act, set forth at Chapter 504 of the Code of Iowa, that are reasonably necessary to fulfill and meet these purposes and which are not prohibited from being possessed or exercised by an organization exempt from income tax pursuant to § 501(a) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and which is recognized as begin other than a private foundation pursuant to the provisions of Section 509(a)(3) of the Internal Revenue Code.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The address of its initial registered office in the State of Iowa is 420 Watson Powell Jr. Way, Des Moines, IA 50309, and the name of its initial registered agent at such address is R. Todd Ashby.

**ARTICLE VI
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed under the direction of, and subject to the oversight of, its Board of Directors, and the number of Directors may be varied from time to time as set forth in the Bylaws. All Directors must be individuals. As authorized under Section 804 of the Revised Iowa Nonprofit Corporation Act, the Corporation's Directors shall be elected, appointed or designated according to the procedures set forth in the Corporation's Bylaws.

The Corporation's Bylaws may provide that one or more persons may exercise some or all of the powers which would otherwise be exercised by the Board of Directors. To the extent

so authorized, any such person or persons shall have the duties and responsibilities of the Board of Directors, and the Directors shall be relieved to that extent from such duties and responsibilities

ARTICLE VII CORPORATE EXISTENCE

The date on which the corporate existence shall begin is the date that this document is filed at the office of the Iowa Secretary of State.

ARTICLE VIII INCORPORATOR INFORMATION

The name and address of the incorporator are:

R. Todd Ashby
CEO/Executive Director
420 Watson Powell
Suite 200
Des Moines, Iowa 50309

ARTICLE IX PRIVATE INUREMENT AND OTHER PROHIBITED ACTIVITIES

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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. 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 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 Sections 501(c)(3) of the Internal Revenue Code of 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X DISSOLUTION

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 exclusively for the purposes of the Corporation as the Board of Directors shall determine. Any of 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.

ARTICLE XI NON-LIABILITY

Except as otherwise provided by law, a director, officer, employee, or member of the Corporation is not liable for the Corporation's debts or obligations and a director, officer, member or other volunteer is not personally liable in that capacity, for a claim based upon any action taken or failure to take any action in the discharge of the person's duties, except liability for: (1) the amount of any financial benefit to which the person was not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of § 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors, officers, employees, members or other volunteers for monetary damages to the Corporation, then the liability of such director, officer, employee, member or other volunteer of the Corporation shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, members or other volunteers of the Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

ARTICLE XII INDEMNIFICATION

Except as otherwise provided by law, a director, officer, employee, member or other volunteer of this Corporation, as well as each director, officer, employee, member or volunteer of this Corporation who is serving or who has served at the Corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified to the fullest extent possible by the Corporation for liability, as defined in § 851, subsection 5, of the Revised Iowa Nonprofit Corporation Act, to any person for any action taken, or any failure to take any action, as a director, officer, employee, member or other volunteer of this Corporation, or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except with regard to any action, suit or proceeding by or in the right of the Corporation or with respect to any liability for any of the following: (1) receipt of a financial benefit to which the person is not entitled; (2) an intentional

infliction of harm on the Corporation or its members; (3) a violation of § 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. In order to be eligible for indemnification, a person must satisfy any and all applicable standards of conduct and liability set forth in the Revised Iowa Nonprofit Corporation Act.

As provided in § 859(1) of the Revised Iowa Nonprofit Corporation Act, the Corporation's obligation to provide indemnification hereunder shall include the obligation to advance funds to pay for or reimburse the reasonable expenses incurred by a person who is a party to any proceeding for which indemnification is required. A person who seeks an advancement of funds hereunder must satisfy any applicable requirements therefor which are set forth in the Revised Iowa Nonprofit Corporation Act.

The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise. Any repeal or amendment of this Article shall not adversely affect any right or protection of a director, officer, employee, member or other volunteer existing at the time of such repeal or amendment.

ARTICLE XIII CHANGES TO GOVERNING LAWS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any future Internal Revenue law.

Similarly, any reference in these Articles to a section of the Revised Iowa Nonprofit Corporation Act shall be interpreted to include reference to the corresponding provisions of any future Iowa law governing Iowa nonprofit corporations.

ARTICLE XIV SUPPORTING ORGANIZATION LIMITATIONS

In the event that the Corporation is determined to be a Supporting Organization within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, it shall be subject to the following limitations:

- (a) The Corporation shall not accept any gift or contribution from any of the following:
 - i. A person who directly or indirectly controls, either alone or together with persons described in subparagraphs (ii) and (iii) hereunder, an entity of local government, provided, however, that this provision shall not apply to any organization described in paragraph (1), (2) or (4) of Internal Revenue Code Section 509(a) as amended;

- ii. A member of the family of an individual described in subparagraph (i) above, as determined under Section 4958(f)(4) of the Internal Revenue Code of 1986, as amended; or
- iii. A 35% controlled entity as such term is defined in Section 509(1)(2)(B)(iii) of the Internal Revenue Code of 1986, as Amended.

(b) The Corporation shall not make any loans to a “disqualified person” within the meaning set forth in Section 4958(f)(1) of the Internal Revenue Code of 1986, as amended: provided, however, that this provision shall not apply to any organization described in paragraph (1), (2) or (4) of Internal Revenue Code Section 509(a), as amended.

Dated this 11 day of August 2021.


R. Todd Ashby, Incorporator