

358783

Articles of incorporation under Iowa RMNCA

ARTICLES OF INCORPORATION
OF
IOWA HUMANE ALLIANCE

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a corporation under chapter 504 of the Iowa Code, 2007, adopt the following Articles of Incorporation for such corporation:

523915 ART122 \$20.00 SELF 2 2/12/08

ARTICLE I
NAME

The name of the Corporation is Iowa Humane Alliance.

ARTICLE II
TYPE OF ORGANIZATION

This corporation is a public benefit corporation.

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ARTICLE III
REGISTERED OFFICE AND AGENT

The address of its initial Registered Office in the State of Iowa is: 1735 240th Street, Williamsburg, Iowa 52361, in the County of Iowa and the name of its initial Registered Agent at such address is Lynn Zimba.

ARTICLE IV
INCORPORATOR

The names and addresses of the Incorporators are:

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Lynn Zimba
1735 240th Street
Williamsburg, IA 52361

Mary Blount
405 East Jayne Street
Lone Tree, IA 52755

John McLaughlin
1362 Derby Avenue
Swisher, IA 52338

ARTICLE V
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI
DISSOLUTION

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 for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII
PURPOSE

The Corporation is organized exclusively for the purpose of building alliances and working in partnership with humane organizations, municipalities, veterinarians, and the people of Iowa to promote and facilitate non-lethal means of domestic animal population control and to eliminate homelessness and abuse of domestic animals by providing protection and promoting adoption.

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Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII PROHIBITIONS

The Corporation is not organized for profit. No part of the net earnings of the Corporation 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), and 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. 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 activity 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, as amended (or the corresponding provision 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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX INITIAL DIRECTORS

The number of directors constituting the first board of directors of the Corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

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NAME

Lynn Zimba
Mary Blount
John McLaughlin

ADDRESS

1735 240th Street, Williamsburg, IA 52361
405 East Jayne Street, Lone Tree, IA 52755
1362 Derby Avenue, Swisher, IA 52338

ARTICLE X
POWERS

The Corporation shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

- (A) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (B) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (D) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any later federal tax laws.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE

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No director, officer, employee or member of the corporation shall as such be liable on its debts or obligations, and no director, officer, employee or member or volunteer shall be personally liable as such for any claim based upon an act or omission of such person performed in the discharge of such person's duties, except where there is liability for any of the following:

1. The amount of any financial benefit to which the person is not entitled;
2. An intentional infliction of harm on the corporation or the members;
3. An unlawful distribution in violation of Iowa Code section 504.835; or
4. An intentional violation of criminal law.

The Corporation may indemnify any director against liability for lawful actions performed in good faith on behalf of the Corporation, so long as such director believed the actions to be in the best interests of the Corporation, or not contrary to the best interests of the corporation.

Notwithstanding the preceding statement, the Corporation shall not indemnify a director in connection with proceedings by or in the right of the Corporation, or under circumstances wherein the director has received a financial benefit to which the director was not entitled.

ARTICLE XII
DURATION

The period of its duration shall be perpetual.

ARTICLE XIII
AMENDMENT TO ARTICLES

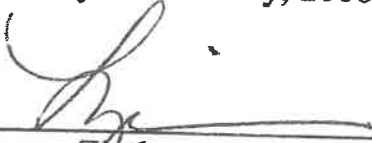
These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her

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address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the Incorporators have caused the execution of the foregoing Articles of Incorporation on this

9th day of February, 2008.



Lynn Zimba



Mary Blount



John McLaughlin

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FILED
IOWA
SECRETARY OF STATE
2-12-2008
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