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ARTICLES OF INCORPORATION  
OF  
IOWA ARCHITECTURAL FOUNDATION

1988 AUG 15 AM 3:43  
RECEIVED  
SECRETARY OF STATE

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) adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is Iowa Architectural Foundation.

ARTICLE II  
DURATION

The Corporation shall have perpetual duration.

INST. No. **015446**  
POLK COUNTY, IOWA  
FILED FOR RECORD

AT SEP 12 1988 (A.M.)  
P.M.

ARTICLE III  
PURPOSES

TIMOTHY J. BRIEN, Recorder  
By *[Signature]* Deputy

Said Corporation is organized for charitable 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:

1. To seek, investigate and enable programs and projects for the improvement of the human environment for work, for recreation, for living;
2. To solicit, receive and expend gifts, grants and legacies for the education, exhibition, publication, research and preservation of architecture and its allied arts and sciences.
3. To establish recognition and awards for meritorious work;
4. To provide architectural scholarships, establish teaching and research chairs in architecture, and assist architectural education and research projects;

WHEN RECORDED RETURN TO:  
NAME *Winn Law Firm*  
ADDRESS *300 Financial Ctr.*  
CITY *AM* STATE *IA* ZIP *50309*  
PHONE *Barbara Heck*

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5. To provide for the dissemination of literature and information of beneficial use to architecture and its allied arts and services;
6. To assist through cooperation with, association in, and support of any activities which will result in better architecture and in improvement of the architectural profession; and
7. To do any other lawful activity permitted as a nonprofit corporation.

ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT

The address of its initial registered office in the State of Iowa is 512 Walnut Street, Des Moines, County of Polk, and the name of its initial registered agent at such address is Suzanne Schwengels.

ARTICLE V  
INITIAL BOARD OF TRUSTEES

The Directors of this Corporation shall be designated as Trustees. The number of trustees constituting the initial Board of Trustees of the Corporation is nine ( 9 ), and the names and addresses of the persons who are to serve as the initial trustees are:

<u>Name</u>	<u>Address</u>
<u>John D. Bloodgood</u>	<u>Bloodgood Architects, P.C.</u> <u>3001 Grand Ave., Des Moines, IA 50309</u>
<u>Joseph E. Borg</u>	<u>Brooks Borg &amp; Skiles Architects</u> <u>700 Hubbell Bldg., Des Moines, IA 50309</u>
<u>Robert C. Broshar</u>	<u>Thorson-Brom-Broshar-Snyder</u> <u>900 Waterloo Bldg., Waterloo, IA 50701</u>
<u>H. Kennard Bussard</u>	<u>Bussard/Dikis Associates, Ltd.</u> <u>303 Locust St., Des Moines, IA 50309</u>
<u>Edward H. Healey</u>	<u>Brown Healey Böck, P.C.</u> <u>800 First Ave., N.E., Cedar Rapids, IA</u> 52402

<u>Glen D. Huntington</u>	<u>Huntington Ewing Architects, P.C.</u> <u>P.O.Box 976, Storm Lake, IA 50588</u>
<u>Gordon E. Mills</u>	<u>The Durrant Group, Inc.</u> <u>One Cycare Plaza, Dubuque, IA 52001</u>
<u>Douglas R. Sires</u>	<u>Sires Architects, P.C.</u> <u>P.O. Box 350, Johnston, IA 50131</u>
<u>Michael Underhill</u>	<u>Department of Architecture</u> <u>Iowa State University, Ames, IA 50011</u>

The Bylaws shall establish the number of trustees, which may be varied from time to time, and shall contain provisions relating to the selection of trustees, the establishing of their terms, and their qualifications.

ARTICLE VI  
MEMBERS

The Corporation shall have no members.

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 Secretary of State.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator is:

Robert Broshar  
900 Waterloo Building  
Waterloo, Iowa 50701

ARTICLE IX  
POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, 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 III hereof. 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 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 1986 (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 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X  
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees 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 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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  
NONLIABILITY


A trustee, officer, employee or other volunteer of the Corporation is not liable on the Corporation's debts or obligations and a trustee, officer, employee or other volunteer is not 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 this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent as provided by law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of trustees, officers, employees or other volunteers for monetary damages to the Corporation, then the liability of such trustee, officer, employee or other volunteer of this Corporation shall be eliminated or limited to the full extent then permitted. The trustees, officers, employees or other volunteers of this Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

ARTICLE XII  
INDEMNIFICATION

This Corporation shall indemnify trustees, officers, employees or other volunteers of this Corporation, and each trustee, officer, employee or other volunteer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such trustee, officer, employee or other volunteer relating to such person's conduct as a trustee, officer, employee or other volunteer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such trustee's, officer's, employee's or other volunteer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such trustee, officer, employee or other volunteer derived an improper personal benefit or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such trustee, officer, employee or other volunteer shall be adjudged liable to the Corporation.

Dated this 5TH day of AUGUST, 1988.

  
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Robert Broshar, Incorporator

STATE OF IOWA )  
 ) SS:  
COUNTY OF Black Hawk )

On this 5th day of August, 1988, before me, the undersigned, a notary public in and for said County in said State, personally appeared Robert Broshar, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Suzanne M. Thompson  
Notary Public in and for the  
State of Iowa



OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA			
This instrument recorded in Book _____	Page	<u>Aug. 15</u>	19 <u>88</u>
Expires <u>Perp</u>	Cert No	<u>102616</u>	Receipt No _____
Filed by <u>Davis Law Firm, 2300 Financial</u>	Ctr., 666 Walnut		
Filing Fee <u>\$20.00</u>	Recording Fee	<u>Elaine Baxter</u>	Secretary of State
St., Des Moines, Ia. 50309			

Attn: Barbara A. Keck