

420143

ARTICLES OF INCORPORATION

Iowa Young Birders

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Revised Iowa Nonprofit Corporation Act (Chapter 504 of the Code of Iowa), adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is *Iowa Young Birders*, hereinafter referred to as the "Corporation."

ARTICLE II TYPE OF ORGANIZATION

This Corporation is a public benefit, non-profit corporation.

ARTICLE III REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent is:

Steven J. Kuhl, CPA, 510 South Clinton Street, P.O. Box 2236, Iowa City, Iowa 52244-2236.

ARTICLE IV INCORPORATORS

The names and addresses of the Incorporators are:

Carl J. Bendorf 616 E. Mayfair Rd., Arlington Heights, Illinois 60005

Linda M. Bendorf 616 E. Mayfair Rd., Arlington Heights, Illinois 60005

ARTICLE V MEMBERSHIP

The Corporation may or may not have members as provided in the by-laws.

575160 ARTI
\$20.00 DUC 27M4M

2011 JUL 14 PM 9:39
SECRETARY OF STATE
IOWA

(8)

ARTICLE VI PURPOSE

The purposes for which the Corporation is formed are as follows:

Section 1. The Corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning and as permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and to act as a "public foundation" in accord with Internal Revenue Code Sections 509(a)(1) and 170(b)(1)(A)(vi), the last named being modified by Treasury Res. Reg. 1.170A-9(e)(10).

Section 2. Subject to the charitable, scientific, literary and educational purposes set forth in Section 1 of this Article VII, the Corporation has the following objectives:

- (a) To educate the public about the environment, conservation of natural resources, and the preservation of nature through activities, programs, and information that inspire young Iowans and others to study and enjoy wild birds and birding.
- (b) To solicit, collect, and otherwise raise funds to support the Corporation's programs, activities and services.
- (c) To do all and everything suitable for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers of the Corporation, specifically including and without limitation, the power to make donations for philanthropic, charitable, scientific, literary, or educational purposes.
- (d) To possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations by Chapter 504 of the Code of Iowa as amended from time to time.
- (e) To engage in any lawful act or activity for which nonprofit corporations may be organized and conducted under Chapter 504 of the Code of Iowa.

ARTICLE VII POWERS

Section 1. This Corporation shall have and exercise such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom in furtherance of the purposes of this Corporation set forth above, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers

that are consistent with the foregoing purposes and that are afforded to this Corporation by the Revised Iowa Nonprofit Corporation Act.

Section 2. All powers of this Corporation shall be exercised only so that the activities of this Corporation shall be exclusively within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, and of the Revised Iowa Nonprofit Corporation Act; provided further, however, that the reference herein to the Revised Iowa Nonprofit Corporation Act shall not permit, and shall not be taken as permitting, this Corporation to have or exercise any power that is not within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986; and provided finally that this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 509(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code of 1986.

Section 3. All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is, or may hereafter be, applicable or cognate to such section; and the references in these Articles of Incorporation to the Revised Iowa Nonprofit Corporation Act shall mean and include, as now enacted or as hereafter amended and such provisions of Iowa law as may be applicable thereto.

Section 4. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any 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 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).

Section 5. All actions of the Corporation shall be in compliance with all applicable Equal Employment Opportunity and Affirmative Action laws as they are presently or may be hereinafter adopted. The Corporation shall engage in no activity that discriminates against or harasses any person because of race, color, creed, religion, national origin, sex, disability, age, marital status, sexual preference or status with regard to public assistance.

Section 6. The Corporation shall further have the power to exercise such redirection of the investment or use, whether income or principal, of charitable gifts through exercise of a "power of variance" by the Board of Directors. The Board of Directors may, by affirmative vote of a two-thirds majority of the serving Directors, order such variation from donor restrictions or statement of intent, to be applicable to the whole or any part of the principal or income of an individual fund held by the Corporation, as in the judgment of the Board of Directors is necessary to more effectively serve the charitable intentions of the original donor, grantor or testator and the general purposes of the Corporation, consistent with the terms and requirements of the Internal Revenue Code and other applicable laws.

ARTICLE VIII
PROVISIONS FOR REGULATION AND CONDUCT OF
THE AFFAIRS OF THE CORPORATION

Provisions for the regulation and conduct of the affairs of the Corporation, that define, limit and/or regulate the purposes and powers of the Corporation and its Directors as may be otherwise provided in these Articles, are as follows:

Section 1. Restriction on Lobbying and Political Activity. Notwithstanding any other provision of these Articles or any provision of Iowa law, the Corporation, except to the extent permitted by Section 501(h) of the Internal Revenue Code or any future United States Revenue Law, shall not in any manner or to any extent carry on propaganda or otherwise attempt to influence legislation, nor shall the Corporation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

Section 2. Restriction upon Net Earnings. The Corporation shall have no capital stock. It shall neither have the authority to authorize nor to issue any stock. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed to, any Director, officer, member or other private individual except for (i) scholarships, grants or awards that are permitted by applicable laws and that are authorized by the Board of Directors and made in furtherance of the tax exempt purposes of the Corporation, and (ii) reasonable compensation that may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No Director, officer, member or other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that moneys loaned or advanced to the Corporation by a member, Director or officer in furtherance of one or more of the Corporation's purposes may be repaid without interest). Additionally:

- 1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3. Restrictions upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition that is inconsistent with the purposes of the Corporation as stated herein, or is limited in such manner as to require the disposition of the income or its principal to any person or organization other than a charitable organization or as permitted within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors is an employee, or in which they are otherwise interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members or Directors, shall be valid for all purposes, notwithstanding the presence of any such member or Director at the meeting of the Board of Directors of the Corporation that acts upon or in reference to such contract or transaction, and notwithstanding his, her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of all the non-interested Directors; provided, however, that any such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of funds for private benefit.

Section 5. Execution of Documents. Deeds, mortgages, contracts, conveyances, and other instruments creating, conveying, granting or releasing any interest in real estate and all other instruments or contracts having or requiring the acknowledgment of this Corporation shall be sufficiently executed if signed by any two officers or as may be otherwise authorized by Resolution of the Board of Directors.

Section 6. Donations by the Corporation. To carry out the purposes set forth above the Corporation may, in the discretion of the Board of Directors, make donations or gifts from surplus revenue, if any, of the Corporation to charitable, scientific, literary and/or educational organizations that qualify as exempt from federal income tax under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

Section 7. Loans to or Guarantees for Directors and Officers. The Corporation shall not lend money to or guarantee the personal obligations of any director or officer of the Corporation.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, in compliance with the Revised Iowa Nonprofit Corporation Act and after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at such time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas (or other court having appropriate jurisdiction) in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said court shall determine that are organized and operated exclusively for charitable, educational, literary, religious or scientific purposes and as shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE X DIRECTORS

The direction and management of the business and affairs of this Corporation shall be vested in a Board of Directors. The number, classifications, qualifications, term of office, method of election, powers, authority, and duties of the Directors of this Corporation, the time and place of their meetings and such other provisions with respect to them as are not inconsistent with the express provision of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

ARTICLE XI BYLAWS

The power to make, alter, amend or repeal the Bylaws of the Corporation is hereby vested in the Board of Directors of the Corporation. The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the laws of the State of Iowa, with these Articles of Incorporation or with Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XII NON-LIABILITY

Except as may be provided otherwise in the Revised Iowa Nonprofit Corporation Act, a Director officer, employee, committee member or volunteer of the Corporation shall not be personally liable in that capacity to any person, or the Corporation, for any action taken, or the failure to

take any action, in the discharge of the person's duties, except liability for any of the following: (1) the amount of a financial benefit received by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Corporation; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law.

If the Revised Iowa Nonprofit Corporation Act is later amended to authorize the further elimination or limitation of the liability of Directors, officers, employees, committee members and/or volunteers, then the liability of such persons, in addition to the limitation on personal liability provided in this Article, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent required and/or permitted by law.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a Director, officer, employee, committee member or volunteer of the Corporation with respect to any event or circumstances existing at or prior to the time of such repeal or modification.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE

The Corporation shall indemnify its directors, officers, committee members and volunteers for "liability" (as defined in Section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken or any failure to take any action, in such capacity, except for liability arising from any of the following: (1) receipt of a financial benefit to which such person is not entitled; (2) an intentional infliction of harm on the Corporation; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Such indemnification by the Corporation shall include both mandatory and permissible indemnification in accordance with the Revised Iowa Nonprofit Corporation Act and otherwise to the fullest extent permitted by law.

Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to (1) indemnify its Directors, officers, committee members and volunteers and (2) advance funds to pay for, or reimburse expenses of, its Directors, officers, committee members and volunteers, to the fullest extent permitted by law.

If the Revised Iowa Nonprofit Corporation Act is later amended to authorize broader permissible and/or mandatory indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action of the Corporation, to incorporate such broader permissive and mandatory indemnification provisions to the fullest extent of such amendment(s).

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any event or circumstances existing at or prior to the time of such repeal or modification.

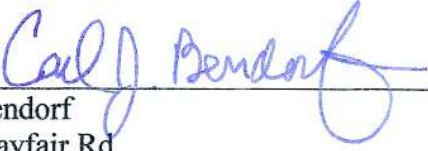
The Corporation's indemnification obligations shall not be deemed exclusive of any other rights permitted by law to which those indemnified may be entitled pursuant to the vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office for the Corporation, and shall continue as to a person who has ceased to be a director, officer, committee member or volunteer.

The Corporation may pay the cost of premiums to provide insurance coverage covering the liability of its directors, officers, committee members and volunteers against any liability asserted against such persons and incurred by such persons in any such capacity arising out of any such person's status as such, whether or not the Corporation has the power to indemnify the person against such liability.

ARTICLE XIV AMENDMENT TO ARTICLES

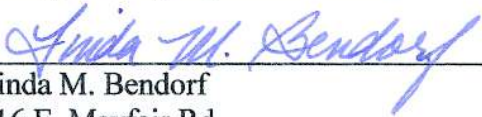
These articles may be altered, amended, or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors of the Corporation at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected 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 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.

We, the undersigned incorporators, declare that we are the initial incorporators who executed the above Articles of Incorporation.



Carl J. Bendorf
616 E. Mayfair Rd
Arlington Heights, Illinois 60005

Dated: July 10, 2011



Linda M. Bendorf
616 E. Mayfair Rd
Arlington Heights, Illinois 60005

Dated: July 10, 2011

