

ARTICLES OF INCORPORATION
OF
ALBURNETT COMMUNITY SCHOOL DISTRICT FOUNDATION

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, 2001 Code of Iowa, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is Alburnett Community School District Foundation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

A. The Corporation is organized exclusively for, and will be operated exclusively for, charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2)(B) of such Code and Regulations as they now exist or as they may hereafter be amended.

B. More specifically, the Corporation is organized to:

1. Provide broader educational service opportunities to the students, staff, faculty or residents of the geographical area served by the Alburnett Community School District.
2. Maintain, develop, increase and extend the facilities and services of the Alburnett Community School District.
3. Solicit and receive by gift, grant, devise or bequest and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.

4. Make contributions, grants, gifts and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the Alburnett Community School District, or to or for the benefit of other organizations serving the students, staff, faculty or residents of the geographical area served by the Alburnett Community School District, which are tax exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America, as amended.

ARTICLE IV

The Corporation is a nonprofit, nonsectarian, non-segregated organization, operated exclusively for charitable, educational or scientific purposes. No part of any assets, property, income or profit shall inure to the benefit of any member, director, officer, 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. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as may otherwise specifically be provided for under the Internal Revenue Code as may from time to time be amended), and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, of any political campaign on behalf of or against any candidate for public office.

ARTICLE V

The address of the initial registered office of the Corporation in the State of Iowa is 2007 1st Avenue SE, Cedar Rapids, Iowa, 52406, County of Linn, and the name of its initial registered agent at such address is Kelly R. Baier.

ARTICLE VI

The Corporation shall be managed by a Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation is nine (9). The number of directors may be changed by the Board of Directors upon the adoption of Bylaws for the Corporation and by any subsequent amendment to the Bylaws adopted to the Board of Directors. The names and addresses of the persons who are to serve as the initial directors are:

Patty Shaffer
3246 Old Center Road
Alburnett, IA 52202

Carl Meiners
8401 Rolling Road
Toddville, IA 52341

Ron Bowers
3741 Toddville Road
Toddville, IA 52341

Karen Balderston
3978 Sutton Road
Central City, IA 52214

Cindy Golding
7000 Tower Terrace Road
Cedar Rapids, IA 52411

Jeannie Neighbor
3249 Lafayette Road
Alburnett, IA 52202

Robert Berry
Alburnett, IA 52202

Kelly R. Baier
3110 Norman Drive
Cedar Rapids, IA 52411

Don Thompson
3430 Lilac Lane
Marion, Iowa 52303

ARTICLE VII

The date on which the corporate existence shall begin is on the date the Secretary of State issues the Certificate of Incorporation.

ARTICLE VIII

The name and address of the incorporator is:

Kelly R. Baier
2007 1st Avenue SE
Cedar Rapids, IA 52406

ARTICLE IX

Consistent with 504A.101 of the Code of Iowa, the private property of the directors, officers, employees and members of the Corporation shall be exempt from all debts, obligations and liabilities of the Corporation of any kind whatsoever and directors, officers, members and other volunteers of this Corporation shall not be 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 Iowa law is hereafter changed to mandate or permit further elimination of limitation of the liability of the Corporation's directors, officers, employees, members and volunteers then the liability of the corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.

ARTICLE X

These Articles of Incorporation may be amended at anytime and from time to time as provided by the Code of Iowa, but no amendment shall be adopted which deprives the Corporation of tax-exempt status under the Internal Revenue Code of 1986, as amended.

ARTICLE XI

Except as otherwise provided in 504A of the Code of Iowa, a director, officer or employee, is not liable on the Corporation's debts or obligations, and a director, 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.

ARTICLE XII

In the event this Corporation shall be dissolved or cease to exist for the stated purposes, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, contribute all of the remaining assets to another organization which is qualified as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII

The Corporation may have one or more classes of members. Such members shall have the rights as provided under the Bylaws.

Dated March 22, 2002



Kelly R. Baier, Incorporator