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ARTICLES OF INCORPORATION

OF

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FILED

RECORDED OF DEEDS
SCOTT COUNTY, IOWA

OPTIMIST CLUB FOUNDATION OF DAVENPORT

APR 26 9 00 PM '93

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

SECRETARY OF STATE

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act under Chapter 388 of the Laws of the Sixty-First General Assembly (1965), adopt the following Articles of Incorporation:

I. The name of the corporation is OPTIMIST CLUB FOUNDATION OF DAVENPORT (the "Corporation").

II. The period of its duration is perpetual.

III. The purpose or purposes for which the Corporation is organized are:

a. To further certain charitable and educational purposes of the Optimist Club of Davenport (a Not For Profit Corporation which is exempt from tax pursuant to Section 501(c)(4) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code")). To best achieve these purposes, it is intended that the Corporation shall retain its exemption from tax under the current Section 501(c)(3) of the Code and shall be organized and operated so as not to be deemed a "Private Foundation," as currently defined in Section 509(a) of the Code, pursuant to Section 509(a)(3) of the Code.

b. To engage in general activities which are strictly charitable and educational in nature, but also which are in harmony and in furtherance of the Optimist International goals and directives which shall include functioning as an Optimist foundation affiliated with Optimist International; to develop optimism as a philosophy of life; to promote an active interest in good government and civil affairs; to inspire respect for law; to promote patriotism and work for international accord and friendship among people; and to aid and encourage the development of youth.

c. To solicit contributions from the general public to accomplish its purposes. The Corporation may benefit from fund raising activities, including sales conducted by volunteers. In this regard, the Corporation is to be recognized as exempt from sales taxes applicable under the laws of the State of Iowa in force at the time of any applicable sales by the organization. All funds of the organization, including the proceeds of any sales of the organization, shall be applied for the charitable and educational

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benefit of the population of the greater Davenport area.

d. The above enumerated items are not to limit the scope of activity of the Corporation to those enumerated items, but are for the purpose of establishing the primary purposes and the related powers of the Corporation. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IV. The name and address of its initial registered office in the state of Iowa is:

Thomas E. Shie
Attorney at Law
601 Brady Street
Suite 203
Davenport, Iowa 52803

V. The number of directors constituting the initial board of directors of the Corporation is seven (7), and the names and addresses of the persons who are to serve as the initial directors are:

Bernard R. Mack
1415 West 55th Street
Davenport, Iowa 52806

Francis P. Ivory
5727 Marquette Street
Davenport, Iowa 52806

James D. King
4410 Cedar Street
Davenport, Iowa 52806

Paul S. Neuharth
3155 Willowood Drive
Bettendorf, Iowa 52722

Jeff Gilmore
3003 East Locust Street
Davenport, Iowa 52803

Marty F. Schlegel
2143 West 31st Street
Davenport, Iowa 52804

