

ARTICLES OF AMENDMENT

166376

OF

OPTIMIST CLUB FOUNDATION OF DAVENPORT

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Iowa Code Sections 504A.35 and 504A.36 of the Iowa Nonprofit Corporation Act, the OPTIMIST CLUB FOUNDATION OF DAVENPORT (the "Corporation") hereby adopts the following amendments to the Articles of Incorporation of the Corporation:

1. The name of the corporation remains the OPTIMIST CLUB FOUNDATION OF DAVENPORT.
2. The Articles of Incorporation for the Corporation were filed on April 26, 1993.
3. The following paragraphs shall be added to the Articles of Incorporation to allow the Corporation to qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code:

This 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, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit or, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause of the Articles of Incorporation. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Court for Scott County, Iowa, exclusively for such purposes or to such organization or organizations, as said Court shall

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determine, which are organized and operated exclusively for such purposes.

4. The name and address of its registered agent and office for the Corporation in the State of Iowa is:

Thomas E. Shie
Attorney at Law
601 Brady Street
Suite 220
Davenport, Iowa 52803

5. In all other respects, said Articles of Incorporation are hereby ratified, approved and confirmed in all respects except as modified by these Articles of Amendment.

6. On March 16, 1998, a meeting of the members was held at which time these Articles of Amendment were adopted. A quorum was present at such meeting, and passage and acceptance of these Articles of Amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.

THE FOREGOING are the Articles of Amendment adopted by the Corporation as of March 16, 1998.

FILED
IOWA
SECRETARY OF STATE
3-23-1998
8:54AM
W176130



OPTIMIST CLUB FOUNDATION OF DAVENPORT

By Mark Slifka
MARK SLIFKA, President

Attest Timothy Smith
TIMOTHY SMITH, Secretary

STATE OF IOWA)
) SS:
COUNTY OF SCOTT)

On this 19th day of March, 1998, before me, the undersigned, a notary public in and for said County in said State, personally appeared Mark Slifka and Timothy Smith, to me known to be the persons named in and who executed the foregoing as President and Secretary, respectively, of the foregoing corporation, and acknowledged that they executed the same as their voluntary act and deed and the voluntary act and deed of the foregoing corporation.

Thomas E. Shie
Notary Public

