

ARTICLES OF INCORPORATION  
OF  
ADVANCE SOUTHWEST IOWA CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of the Iowa Nonprofit Corporation Act, Chapter 504, Code of Iowa, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be ADVANCE SOUTHWEST IOWA CORPORATION, and it shall be incorporated under the provisions of Chapter 504 of the 2013 Code of Iowa.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
POWERS

The Corporation shall have unlimited power to engage in and to do any and all lawful business for which corporations may be organized under the provisions of Chapter 504 of the 2013 Code of Iowa.

ARTICLE IV  
PURPOSE

The Corporation shall be organized for the purposes of attracting new businesses and entrepreneurial activity, creating new jobs and expanding the tax base of the region. The corporation shall establish and coordinate marketing and promotional efforts to enhance the recognition of Southwest Iowa development assets as part of the overall image and recognition of the region and is organized for the purposes within the meaning of §501C6 of the Internal Revenue Code.

ARTICLE V  
LIMITATIONS

No part of the net earnings of said Corporation shall inure to the benefit of, or be directed to, its members, directors, officers, or other private persons, except the Corporation shall be authorized and empowered to make payment of reasonable compensation for services rendered and to make payments and disbursements in the furtherance of its exempt purpose.

No part of the activities of the Corporation shall consist of carrying on political propaganda or otherwise attempting to influence legislation; nor shall it in any manner, or to any extent, participate in or intervene in, any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state, or local laws, HOWEVER; the corporation shall be allowed to conduct such activities to the extent allowed under §501C6 of the Internal Revenue Code.

The Corporation shall neither have, nor exercise any power, nor shall it engage, directly or indirectly, in any activity that would invalidate its status as a corporation which is exempt from Federal Income taxation, or as a corporation to which contributions are deductible under the appropriate provisions of the Internal Revenue Code, or regulations thereunder.

Upon the dissolution of the Corporation or the termination of its affairs, the assets of the Corporation shall be distributed by the Board of Directors equally to the City and the County.

ARTICLE VI  
REGISTERED AGENT AND OFFICE

The address of the initial registered office shall be 149 West Broadway, Council Bluffs, Iowa 51503.

The name on the initial registered agent at such address shall be Bob Mundt.

ARTICLE VII  
MANAGEMENT

The affairs of the Corporation shall be managed and conducted by a Board of Directors consisting initially of five (5) members and there shall be no members to the Corporation.

ARTICLE VIII  
BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Pete Tulipana	Council Bluffs, Iowa 51503.
Barry Cleaveland	Council Bluffs, Iowa 51503.
Sharon White	Council Bluffs, Iowa 51503.
Lynn Grobe	Oakland, Iowa 51560.
Soren Sorenson	Avoca, Iowa 51521.

ARTICLE IX  
BYLAWS

Initial Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation at any regular or special meeting by a majority vote of members of the Board of Directors present and voting and approved by Council Bluffs City Council and the Pottawattamie County Board of Supervisors.

ARTICLE X  
OFFICERS

The principal officers of the Corporation shall be a President, a Vice President, a Secretary/Treasurer, who shall be elected by the Board of Directors and whose duties, powers, terms of office and compensation, if any, shall be as provided in the Bylaws or by resolution of the Board of Directors. The offices of Secretary and Treasurer may be held by the same person. The Bylaws may provide for assistant Vice Presidents and subordinate officers, none of whom need be members of the Board of Directors, and each of whom shall be appointed by the Board of Directors and whose duties, powers and authorities shall be as provided in the Bylaws or by resolution of the Board of Directors.

ARTICLE XI  
INCORPORATORS

The name and address of the Incorporator is:

Bob Mundt, 149 West Broadway, Council Bluffs, Iowa 51503

LIMITATION ON LIABILITIES AND INDEMNIFICATION

A director, officer, employee, member or volunteer of the Corporation is not liable on the Corporation debts no obligations and a director, officer, employee, member or 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. Any repeal or modification of this Article shall not adversely affect any right or protection of a director, officer, employee, member or volunteer of the Corporation existing at the time of such repeal or modification.

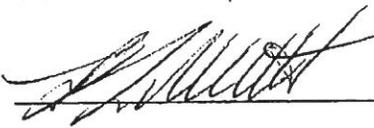
This Corporation shall indemnify its directors, officers, employees and volunteers as allowed and provided for in sections 504.851 through 504.860 of the 2013 Code of Iowa.

ARTICLE XIII  
AMENDMENT

These Articles of Incorporation may be amended at any meeting of the Board called for such purpose; provided, however, that such proceedings be in compliance with the provisions of the Iowa Nonprofit Corporation Act and approved by Council Bluffs City Council and the Pottawattamie County Board of Supervisors.

Dated this 13<sup>th</sup> day of December, 2013.

ADVANCE SOUTHWEST IOWA  
CORPORATION,

By:  \_\_\_\_\_

STATE OF IOWA                    )  
  )SS.  
POTTAWATTAMIE COUNTY        )

On this 13 day of December, 2013, before me, a Notary Public in and for the State of Iowa, personally appeared Bob Mundt, 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.

*A.W. Tauke*

Notary Public

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