

ARTICLES OF INCORPORATION  
OF  
IOWA SHORTHAND REPORTERS ASSOCIATION

11-15-1985  
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The undersigned persons, acting as incorporators of a corporation organized under the Iowa Non-Profit Corporation Act, Chapter 504A, Code of Iowa (1985), hereby adopt the following Articles of Incorporation for the Iowa Shorthand Reporters Association.

ARTICLE I

NAME

The name of the corporation is IOWA SHORTHAND REPORTERS ASSOCIATION.

ARTICLE II

DURATION

The corporate existence shall commence upon issuance of the Certificate of Incorporation from the Secretary of State, and shall continue thereafter with a perpetual duration.

ARTICLE III

PURPOSE

The corporation is organized as an association of persons or entities engaged in the profession of shorthand reporting within the State of Iowa and within the meaning of Section 501C.6 of the Internal Revenue Code. The corporation's purpose shall be to promote and advance the interest of those persons in entities engaged in the profession of shorthand reporting throughout the State of Iowa; to develop greater awareness in appreciation for the profession through public education; and to generally promote the shorthand reporting industry.

ARTICLE IV

POWERS

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to

be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code). No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The corporation is organized as a non-profit corporation under Chapter 504A, Code of Iowa (1985) and shall not engage in any activity ordinarily carried on for profit. The corporation shall be exclusively devoted to the improvement of business conditions and the promotion of the common interest of those persons and entities engaged in shorthand reporting throughout the State of Iowa, and is not organized for the performance of particular services, only for its individual members.

#### ARTICLE V

#### DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for 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 in such manner, or to such organization or organizations organized and operated exclusively for those purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI

REGISTERED OFFICE

The address of the registered office of the corporation shall be 2100 Financial Center in the City of Des Moines, Polk County, Iowa 50309, and the registered agent at such address shall be William J. Wimmer.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who shall serve as directors until the First Annual Meeting of Members or until their successors are elected and shall qualify:

<u>Name</u>	<u>Address</u>
Dianne Head	147 Baughn #5 Council Bluffs, Iowa 51501
Pamela Day	405 Polk County Courthouse Des Moines, Iowa 50309
James W. Den Adel	#20 River Hills Fort Madison, Iowa 52627
Jeff Laust	Rural Route #1, Box 177B Van Meter, Iowa 50261
Catherine D. Mills	110 Polk County Courthouse Des Moines, Iowa 50309

The number of directors constituting the regular Board of Directors which shall be elected at the Annual Meeting of Members shall be specified in the By-Laws of the corporation. Any change in the number of directors constituting the Board of Directors may be made by amendment to the By-Laws.


ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

STATE OF IOWA            )  
                                  ) SS:  
COUNTY OF POLK         )

On this 19<sup>th</sup> day of March, 1987, before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Dianne Head, Pamela Day, James W. Den Adel, Jeff Laust, and Catherine D. Mills, who are to me known to be the identical persons in and who executed the foregoing Articles of Incorporation, and who by me duly sworn, did individually acknowledge that they executed the same as their voluntary act and deed.

  
Karen K. Peterson  
NOTARY PUBLIC IN AND FOR THE  
STATE OF IOWA.