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ARTICLES OF INCORPORATION  
OF  
COMMUNITY RESOURCES IN SERVICE TO PEOPLE, INC.

TO.....THE SECRETARY OF STATE OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1995 Code of Iowa, adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is "Community Resources in Service to People, Inc."

ARTICLE II.

DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE III.

POWERS AND PURPOSES

There are a number of services and sources of assistance available to the disadvantaged in the Winterset, Iowa, and Madison County, Iowa, area, principally through federal agencies, state agencies, local governmental agencies, and Internal Revenue Code Section 501(c)(3) organizations, in areas of service such as substance abuse treatment services, mental health treatment services, educational services, child care services, family preservation services, and nutritional services. Individuals who work in and with the above supplier agencies and organizations, often encounter those who need services or assistance outside of the agency or organization for which they work, and experience difficulty in determining what services or assistance might be available in the area to the party with the problem, or more often multiple problems, and further difficulty in making arrangements for the troubled individual to receive needed services or assistance in all areas where there is significant need. The sole purpose of the corporation is to gather information regarding available services and assistance to disadvantaged individuals, and to do whatever is necessary to assist such disadvantaged individuals with problems in making effective connections with the correct agencies or organizations to deal with the problems, thereby making services more easily available to those in need.

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This corporation is organized exclusively for charitable, or educational purposes. No part of the net earnings of the corporation will inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation will be carrying on propaganda, or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office. The corporation shall not have the power to do anything that would disqualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE IV.

##### EARNINGS

Although no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in furtherance of the purposes set forth in the preceding article. The corporation shall specifically not carry on any activities which are not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any future Internal Revenue Law.

#### ARTICLE V.

##### DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation by donating them in a manner that is consistent with the exempt purposes of the corporation under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so disposed of by the Board of Directors shall be disposed of by the District Court of the State of Iowa, in and for Madison County, exclusively for the purposes for which this corporation was organized and operated.

#### ARTICLE VI.

##### REGISTERED OFFICE AND REGISTERED AGENT

The corporation's registered agent is Michael L. Gates, the Winterset Community School District's Director of Instructional Services. The registered office at which the registered agent can be reached is Winterset Community School District Administration Building, 302 West South Street, P O Box 30, Winterset, Iowa 50273.

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ARTICLE VII.

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is five. The composition of this Board of Directors shall always be such that it qualifies under Section 509(a)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future Internal Revenue Law. In order to ensure that these provisions are always properly satisfied, three members of the present five-member board, or a majority of the members of any board with an increased number of members, shall always be employees or members of boards or other governing bodies, of state and local governmental agencies and organizations supplying the services and assistance described in Article III of these Articles to the disadvantaged in the Winterset, Iowa, and Madison County, Iowa, areas. The names and addresses of the individuals who are to serve as the initial directors of the corporation, with their public positions indicated after their names, are as follows:

- A. Michael L. Gates, Director of Instructional Services and employee of Winterset Community School District, a public school district, Winterset Community School District Administration Building, 302 West South Street, P. O. Box 30, Winterset, Iowa 50273
- B. Wendy S. Sawyer, Home-School Co-ordinator for the Winterset Community School District, Grades K - 6, and employee of Winterset Community School District, a public school district, Winterset Community School District Administration Building, 302 West South Street, P. O. Box 30, Winterset, Iowa 50273.
- C. Marcia M. Jones, Utilization Review and Discharge Planner, and employee of Madison County Memorial Hospital, a county hospital, 300 Hutchings, Winterset, Iowa 50273.
- D. Gail A. Falk, General Assistance Clerk and employee of Madison County, Iowa, 209 East Madison, Winterset, Iowa 50273.
- E. Jill Dannenbring, Chief Administrative Officer/Clinical Director, and employee of West Central Mental Health Center, Inc., a 501(C)(3) organization offering mental health services to residents of three counties, including Madison County, West Central Mental Health Center, Inc., 2111 West Green, Adel, Iowa 50003.

ARTICLE VIII.

CORPORATE EXISTENCE

The date on which the corporate existence shall begin is July 15, 1995.

ARTICLE IX.

INCORPORATORS

The name and address of each incorporator are:

- A. Michael L. Gates, Director of Instructional Services and employee of Winterset Community School District, a public school district, Winterset Community School District Administration Building, 302 West South Street, P. O. Box 30, Winterset, Iowa 50273
- B. Wendy S. Sawyer, Home-School Co-ordinator for the Winterset Community School District, Grades K - 6, and employee of Winterset Community School District, a public school district, Winterset Community School District Administration Building, 302 West South Street, P. O. Box 30, Winterset, Iowa 50273.
- C. Marcia M. Jones, Utilization Review and Discharge Planner, and employee of Madison County Memorial Hospital, a county hospital, 300 Hutchings, Winterset, Iowa 50273.
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ARTICLE X.

MEMBERS

The members of the corporation shall be employees or members of boards or other governing bodies for providers of services covered by Article III of these Articles dealing with powers and purposes of the corporation, and other individuals who support the purposes of the corporation. Specific requirements for membership shall be set forth in the corporation's Bylaws.

ARTICLE II.

OFFICERS

The business of the corporation shall be managed, controlled and directed by the Board of Directors, and by such other officers as the Bylaws and Resolutions of the Board of Directors, may, from time to time, prescribe.

ARTICLE III.

BYLAWS

The corporation shall have Bylaws, which must be adopted, and can be amended, by a majority of the members of the Board of Directors.

ARTICLE IIII.

CORPORATE SEAL

The corporation shall have no corporate seal.

Dated July 18, 1995.

Michael L. Gates  
Michael L. Gates, Incorporator

Wendy S. Sawyer  
Wendy S. Sawyer, Incorporator

Marcia M. Jones  
Marcia M. Jones, Incorporator

Gail A. Falk  
Gail A. Falk, Incorporator

Jill Dannenbring  
Jill Dannenbring, Incorporator

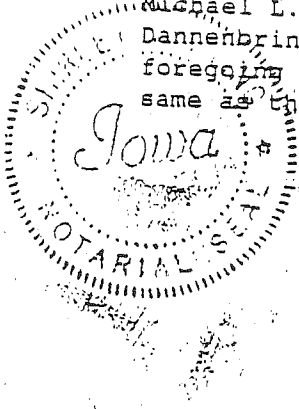
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STATE OF IOWA )

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MADISON COUNTY )

On this 18 day of July, 1995, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Michael L. Gates, Wendy S. Sawyer, Marcia M. Jones, Gail A. Falk and Jill Dannenbring, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary acts and deeds.



Shirley Keating  
Notary Public in and for the State of Iowa.

PAUL D. PATE  
Secretary of State  
FILED  
Date: 7-19-95  
Time: 4:21  
Receipt: 6082220

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