

**ARTICLES OF INCORPORATION  
OF  
Loess Hills Missouri River Region, Inc.**

**TO THE SECRETARY OF THE STATE OF IOWA:**

We, the undersigned, acting as incorporators of a nonprofit corporation under Chapter 504, Code of Iowa (2018), adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME AND DURATION**

The name of the corporation is Loess Hills Missouri River Region, Inc. The corporate existence of this Corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of State of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

**ARTICLE II  
TYPE OF ORGANIZATION**

This corporation is a public benefit corporation as defined in Section 504.1705, Code of Iowa (2018).

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial Registered Office in the State of Iowa is: 712 S Hwy St, Oakland, Iowa, 51560 and the name of the Corporation's initial Registered Agent at such address is Michelle Wodtke Franks.

**ARTICLE IV  
INCORPORATORS**

The names and addresses of the Incorporators are:

Shawn Koehler  
1230 Timber Lane  
Glenwood, IA 51534

Scott Nelson  
2725 Easton Trail  
Woodbine, IA 51579

Terry Hoffman  
209 Pearl Street  
Council Bluffs, IA 51503

**ARTICLE V  
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE VI  
DISSOLUTION**

1. In the event of the dissolution or final liquidation of this Corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients as the board of directors of the Corporation shall determine:
  - a. Equally to the Harrison County Conservation Board, Mills County Conservation Board, and Pottawattamie County Conservation Board, as long as such are qualified as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986;
  - b. Equally to the Harrison County Conservation, Mills County Conservation, and Pottawattamie County Conservation Boards' respective designated or preferred Foundations; as long as such are qualified as an organization exempt from federal taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such code or corresponding section of any future federal tax code.
2. Any such assets of the corporation not so disposed of 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; when possible equally between Harrison, Mills and Pottawattamie Counties.
3. Any such assets not so disposed of in accordance to Article VI (1) or (2) shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine.

**ARTICLE VII  
PURPOSE**

The corporation is organized for charitable, 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 of 1986, as amended (or the corresponding provision of any future United State Internal Revenue Law) and enhancing, promoting, sustaining and connecting the Loess Hills Missouri River Region's cultural, natural and park assets.

**ARTICLE VIII  
PROHIBITIONS**

The Corporation is not organized for profit. No part of the net earnings of the Corporations shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that

reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law). This Corporation shall not discriminate against any person on the basis of race, color, creed, sex, national or ethnic origin, religion or disability.

**ARTICLE IX  
INITIAL DIRECTORS**

The number of directors constituting the first board of directors of the Corporation is 13 and the names and addresses of the persons who are to serve as the initial directors are:

<b>NAME</b>	<b>ADDRESS</b>		
Shawn Koehler	1230 Timber Lane	Glenwood, IA	51534
Scott Nelson	2725 Easton Trail	Woodbine, IA	51579
Mark Shoemaker	223 South 6 <sup>th</sup> Street	Council Bluffs, IA	51501
Jerad Getter	56235 Deacon Road	Pacific Junction, IA	51561
Lonnie Mayberry	418 Sharp Street	Glenwood, IA	51534
Renea Anderson	109 North 4 <sup>th</sup> Avenue, Ste. 2	Logan, IA	51546
Jeremy Butrick	112 North 2 <sup>nd</sup> Avenue	Logan, IA	51546
Kelly Dix	536 East Broadway	Council Bluffs, IA	51503
Terry Hoffman	209 Pearl Street	Council Bluffs, IA	51503
Ron Tekippe	640 Fifth Avenue	Council Bluffs, IA	51501
Michelle Reinig	57744 Lewis Road	Lewis, IA	51544
Graham McGaffin	4501 Manor Circle	Sioux City, IA	51104
Karna Loewenstein	2222 Cuming Street	Omaha, NE	68102

**ARTICLE X  
POWERS**

The Corporation shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

1. In addition to all other powers provided by the law and in furtherance of its purposes, this Corporation shall have the power to solicit and receive by gift, grant, devise or bequest, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer such property.
2. The powers of this Corporation shall not be exercised contrary to the laws, rules and regulations governing tax-exempt charitable, educational, religious, or scientific organizations as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or acts amendatory thereof or supplementary thereto.

**ARTICLE XI  
INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE**

1. Every person who is or has been a director or officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a director or officer of this Corporation whether or not he/she continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, reasonable attorney's fees and amount of judgements against, and amounts paid in settlement by any such director or officer, other than amount paid to the Corporation itself; provided, however, that no such director or officer shall be so indemnified:
  - a. with respect to any matter as to which such director or officer shall, in any such notion, suit or proceeding, be finally adjudged to be liable for misconduct in the performance of his/her duties as a director or officer; or
  - b. in the event of a settlement of any such claim, action, suit or proceeding unless
    - i. such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such actions, suit or proceedings, or
    - ii. such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the board of directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such officer or director and that the entire cost of such settlement will substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.
2. The foregoing indemnification authorized under Article XI, Subsection I, shall not apply to a director or officer:
  - a. whose conduct constitutes a breach of the duty of loyalty to the Corporation;
  - b. whose acts or omissions are not in good faith or which involve intentional misconduct or knowing violation of the law; or
  - c. who is involved in a transaction from which such officer or director derived an improper personal benefit.

3. The Corporation shall have the power to purchase and maintain D&O Insurance on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against such person and incurred by such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Article XI.

**ARTICLE XII  
EXEMPTION OF DIRECTORS AND OFFICERS FROM PERSONAL LIABILITY**

The private property of all directors and officers of this Corporation shall be wholly exempt from liability for any and all debts, obligations, and liabilities of this Corporation.

**ARTICLE XIII  
SEAL**

This Corporation shall have no seal.

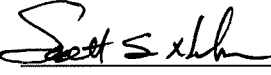
**ARTICLE XIV  
AMENDMENT TO ARTICLES**


These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally, sent by mail or email to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the incorporators have caused the execution of the foregoing Articles of Incorporation on this

21<sup>st</sup> day of May, 2018.

  
\_\_\_\_\_  
Shawn Koehler

  
\_\_\_\_\_  
Scott Nelson

  
\_\_\_\_\_  
Terry Hoffman