

PROPOSED RESTATED ARTICLES OF INCORPORATION
FOR THE
IOWA ORNITHOLOGISTS' UNION
17 MAY 1986

I. The name of the corporation is The Iowa Ornithologists' Union.

II. The corporation shall have perpetual duration.

III. A. The purposes for which the corporation is organized are: to encourage interest in the identification, study, and protection of birds and to unite all those persons who have this interest in common.
B. Said corporation is organized exclusively for 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IV. A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue law).

V. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Court of Common Pleas 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, which are organized and operated exclusively for such purposes.

VI. These restated articles of incorporation: (1) correctly set forth the provisions of the articles of incorporation of the corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original articles of incorporation of the corporation and all amendments thereto.

IMPORTANT NOTICE TO ALL IOU MEMBERS

There are three important items of business that will be presented for your consideration at our spring meeting at Springbrook State Park on 17 May 1986. These matters will be discussed and voted upon during the Saturday afternoon business meeting.

ITEM 1: The IOU is presently incorporated as a nonprofit group under Chapter 504 of the 1950 Code of Iowa. A resolution will be presented for your approval which would allow us to be incorporated under the laws of Chapter 504A of the Iowa Nonprofit Corporation Act of 1965. This voluntary move would have several advantages for the IOU including allowing us to take the step outlined below to simplify and update our articles of incorporation. The resolution to be considered is Voluntary Election to Adopt the Iowa Nonprofit Corporation Act.

ITEM 2: After we adopt Chapter 504A, we can restate our articles of incorporation under the new law. The text of the proposed restated articles is on the back of this page. These restated articles will automatically supersede our previous articles and amendments and contain only the required language under the new law. Many of the items contained in our present articles are now covered in our new constitution and need not be stated again in the new articles. If these restated articles are approved, they will be notarized and filed with the Secretary of State's office.

ITEM 3: The report of the Nominations Committee has been submitted for your consideration. All positions are for two year terms and nominations will also be taken from the floor before the election.

OFFICE

NOMINEE

Secretary:

Ann Barker

Treasurer:

Francis Moore

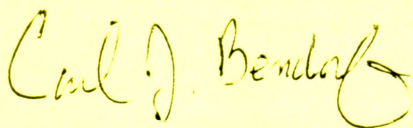
Board of Directors:

Eugene Armstrong - Carol Thompson (2 openings)

Submitted by: Ross Silcock (Chair), Bernie Knight, Pete Petersen

Please contact me or Jim Dinsmore (Vice-President) if you have any questions about these matters.

Thank you.



Carl J. Bendorf
President

20 April 1986