

IOWA NONPROFIT ARTICLES OF INCORPORATION

OF

YOUNG NONPROFIT PROFESSIONALS NETWORK DES MOINES

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2013), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is YOUNG NONPROFIT PROFESSIONALS NETWORK DES MOINES. It is organized under Chapter 504 of the Code of Iowa (2013).

ARTICLE II

CORPORATE EXISTENCE

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 III

PURPOSES AND POWERS

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The primary purpose of the corporation is to help young professionals strengthen the nonprofit sector. The corporation believes the success of nonprofit endeavors turns largely on the growth and development of members of the nonprofit community. The corporation promotes this important work by providing educational resources and opportunities to build relationships among members of the nonprofit community.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise may

be permitted in Section 501(h) of the Internal Revenue Code of 1986, as amended. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

As a means of accomplishing the foregoing purposes, the corporation shall have all of the general powers set forth in Chapter 504 of the Code of Iowa (2013), and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the corporation as set forth in this Article.

ARTICLE IV

NO PRIVATE INUREMENT

No part of the net earnings 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). 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.

ARTICLE V

DISSOLUTION PROVISIONS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the purpose(s) of the corporation set forth in Article III hereof in such a manner or to such organization or organizations operated exclusively as charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of 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 District Court shall determine which are organized exclusively for such designated purpose(s).

ARTICLE VI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The address of its initial registered office in the State of Iowa is Brianne Sanchez at 3417 Kingman Blvd., Des Moines, IA 50311.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Board of Directors shall manage the affairs and property of the corporation in accordance with the purposes and limitations set forth in the corporation's Bylaws, Articles of Incorporation, and by operation of law. The Directors receive no compensation, but may be reimbursed for reasonable expenses as determined by the Board.

ARTICLE VIII

MEMBERS

The corporation may have members. The designation of membership classes, the manner of election (or appointment) and the qualifications and rights of the members of each class shall be as set forth in the corporation's Bylaws.

ARTICLE IX

EXEMPTION OF PRIVATE PROPERTY

Consistent with §§ 504.613 and 504.901 of the Code of Iowa (2013), the private property of the directors, officers, employees and members of the corporation shall be exempt from all debts, obligations and liabilities of the corporation of any kind whatsoever and directors, officers, members and other volunteers of this corporation shall not be 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. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the corporation's directors, officers, employees, members and volunteers, then the liability of the corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Benjamin C. Neitzel
Simpson, Jensen, Abels, Fischer & Bouslog, P.C.
604 Locust St., Suite 222
Des Moines, IA 50309

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time as provided by the Code of Iowa, but no amendment shall be adopted which deprives the corporation of tax exempt status under the Internal Revenue Code of 1986, as amended.

DATED this 13th day of December, 2013.

**YOUNG NONPROFIT PROFESSIONALS
NETWORK DES MOINES**

By: _____
Benjamin C. Neitzel, Incorporator