

**RESTATED ARTICLES OF INCORPORATION  
OF  
“HISTORICAL SOCIETY OF POTTAWATTAMIE COUNTY”**

WE, the undersigned, restate the Articles of Incorporation of a Corporation under the Iowa Nonprofit Corporation Act, *Chapter 504 A of the 1993 Code of Iowa* and amendments thereto, and adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this Corporation shall be “Historical Society of Pottawattamie County.”

**ARTICLE II.**

**CORPORATE DURATION**

This corporation, organized hereunder, shall have perpetual duration from the date of filing hereof, unless sooner dissolved in the manner provided by the Articles.

**ARTICLE III.**

**REGISTERED AGENT AND LOCATION OF REGISTERED OFFICE**

The registered agent of this Corporation shall be *Frank W. Pechacek, Jr.*; and the office of the registered agent shall be at *421 West Broadway* in the city of Council Bluffs, Pottawattamie County, Iowa 51503.

**ARTICLE IV.**

**POWERS AND PURPOSES**

The Corporation shall have unlimited power to engage in and to do any lawful acts concerning any or all business for which corporations may be organized under this Act including the following objectives:

1. To kindle and keep alive an active interest in *state, county, and* local history.
2. To promote interest in local history through publications, programs, educational *activities* and displays.

3. To discover, collect, and preserve materials which may establish or illustrate the history of this county and local area.

4. To promote educational activities about and displays of historic artifacts and publications by whatever means available to the Corporation, including, but not limited to, museums and other similar operations.

5. To publish such historical matter as the Corporation may authorize.

6. To cooperate as fully as possible with the work of *The State Historical Society of Iowa and the Iowa State Department of History and Archives*, to commemorate historic events, preserve historic records, and mark historic sites.

7. To cooperate with other organizations whose purpose and objectives are substantially the same as those of this organization.

## **ARTICLE V.**

### **MEMBERS**

The members of this Corporation shall be such persons approved to membership by the Board of Directors, subject to annual review. Each member shall pay annual dues as prescribed in the Bylaws.

All books and records of this Corporation may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE VI.**

### **OFFICERS**

The Officers of this Corporation shall be President, Vice-President, Treasurer, and Secretary. Officers shall be members of the Board of Directors, and shall be elected from the membership at the annual meeting. They will hold office for *two* years until their successors are elected and qualified. Terms shall be staggered as provided by the Bylaws. No person shall simultaneously hold more than one office.

Contracts, deeds, conveyances, notes, mortgages or other legal instruments shall be signed and executed in the name of the Corporation under the direction of its Board of Directors by its President or Vice-President and its Secretary or Treasurer.

## **ARTICLE VII.**

### **BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of the elected officers and eight directors who shall be elected and serve as prescribed in the Bylaws. The Officers of the Corporation shall hold the same offices on the board as they hold in the Corporation.

The Board of Directors shall manage the real and personal property of the Corporation and have charge of the business and financial affairs of the Corporation during the interim period between meetings of the Corporation. The Board of Directors shall have the right and power to employ at will persons they deem necessary for the accomplishment of the objects an purposes of the Corporation.

The names and addresses of the individuals who agree to serve as Directors are:

Name	Address
C. Lloyd Chandler	12535 Bartels Drive, Omaha NE 68137
Linda Dunlop	322 Skyline Drive, Council Bluffs IA 51503
Joyce Glesman	462 Huntington Ave, Council Bluffs IA 51503
Dr. James L. Knott	15 Westlake Village, Council Bluffs IA 51501
Kenneth L. Milfor	119 Glen Oaks Drive, Council Bluffs IA 51503
William Ramsey	307 South 51st Avenue, Omaha NE 68132
Ryan Roenfeld	809 North Walnut Street, Glenwood IA 51534
Teresa Sward	912-4th Avenue, Council Bluffs IA 51501
Dr. Richard Warner	45 Caribou Circle, Council Bluffs IA 51503
Verne Welch	
Ralph Wright	916-4th Avenue, Council Bluffs IA 51501

**ARTICLE VIII.**

**VACANCIES**

Vacancies in the officers or directors of the Corporation shall be filled by the remaining members of the Board of Directors, as prescribed by the Bylaws.

**ARTICLE IX.**

**MEETINGS**

Annual, regular or special meetings of the Corporation and Board of Directors, shall be held as provided by the Bylaws of the Corporation.

**ARTICLE X.**

**BY-LAWS**

Bylaws shall be adopted by this Corporation. The Bylaws shall govern the Corporation on laws and rules not in the Articles of Incorporation; however, the Bylaws may not conflict with the Articles of Incorporation.

## **ARTICLE XI.**

### **EXEMPTION FROM PERSONAL LIABILITY**

The private property of members of this Corporation shall be exempt from corporate debts and from any and all liability from the acts of this Corporation and any and all liability incurred by the Corporation for any cause.

## **ARTICLE XII.**

### **LIQUIDATION OR DISSOLUTION**

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds. After the payment of all debts and obligations of the Corporation, the balance of all money or other property received by the corporation from any source, shall be used or distributed, subject to the order of a court of competent jurisdiction, exclusively within the purposes set forth in these Articles of Incorporation and within the intendment of Section 501 [C] {3} of the Internal Revenue Code of 1993, and the regulations issued thereunder as the same now exist or as they may be hereafter amended from time to time.

## **ARTICLE XIII.**

### **AMENDMENTS**

These Articles may be amended at any annual meeting of the Corporation or at any special meeting of the Corporation called for such purpose as provided in the Bylaws.

## **ARTICLE XIV.**

### **INCORPORATORS**

The following officers and directors hereby state that these Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore and thereby amended and that they have been duly adopted as required by law and that they supersede the original Articles of Incorporation and all amendments thereto.