

76886

**RESTATED ARTICLES OF INCORPORATION  
OF**

**GUTHRIE COUNTY AGRICULTURAL SOCIETY**

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

Pursuant to Section 504.1006, of the Iowa Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation.

1. The name of the corporation is The Guthrie County Agricultural Society
2. This Restatement of the Articles of Incorporation does not contain any amendments requiring the approval by the members or any other person other than the Board of Directors.
3. The following are the Restated Articles of Incorporation:

**ARTICLE I.**

The name of the Corporation is Guthrie County Agricultural Society.

**ARTICLE II.**

The place in this state where its initial registered office is to be located is, 408 W. State Street, City of Guthrie Center 50115, Guthrie County, and the name of the initial registered agent at such address is Donald Walters.

**ARTICLE III.**

The Corporation is organized exclusively for non profitable and charitable purpose of holding of the Guthrie County Fair for educational and scientific purposes, the improvement of the agricultural, horticultural, mechanical arts, and rural and domestic In furtherance of such purpose, the Corporation is authorized to exercise all powers and rights that are or may be authorized by the laws of the State of Iowa for non-profit corporations now or hereafter enacted.

**ARTICLE IV.**

The number of directors constituting the Board of Directors is 17.

**ARTICLE V.**

The period of duration of the corporation shall be perpetual.

518631 RART22 \$20.00 SELF 2 1/406

DEC 10 11 3 - 15 AM '06  
SECRETARY OF STATE  
IOWA

1124

H

---

#### **ARTICLE VI.**

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. The Corporation shall not discriminate against any person on the basis of race, color or religion.

#### **ARTICLE VII.**

A director may be removed from office, with or without cause at a meeting called specifically for that purpose by the affirmative vote of not less than 2/3 of the Board of Directors. The director being considered for removal shall not be allowed to vote on such matter. For determining the number of directors that make up 2/3 of the Board of Directors, the total number of directors then in office less the director being considered shall be used. Any vacancy created by such removal shall be filled as provided in the Bylaws of the Corporation.

#### **ARTICLE VIII.**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

#### **ARTICLE IX.**

This Corporation shall indemnify any director or former director, officer, employee, member, or volunteer who is serving or has served at the request of the Corporation to the fullest extent permissible by Section 490.850 through Section 490.858, both inclusive, of the Code of Iowa. In the event that Section 490.850 through Section 490.858 of the Iowa Code shall be changed by action of the legislature, and these articles are not subsequently amended, then a director, officer, employee, member or volunteer seeking indemnification may, at such person's option, unless otherwise prohibited by law, require that the Corporation indemnify such person, either under the provisions as permitted under section 490.850 through Section 490.858, both inclusive, of the Iowa Code, in effect as of the date of these Articles or the legislatively amended or substituted provisions relating to indemnification of directors, officers, employees, members, or volunteers. No director, officer, member or other volunteer shall 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.

**ARTICLE X.**

Upon the dissolution of the Corporation, assets shall be distributed by the board of directors 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 Guthrie County for a public purpose. 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 Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**

There articles of Incorporation may be amended at any annual meeting of the members, or any special meeting called for the purpose by a majority vote of the members present, provided written notice of such amendment shall have been mailed to the members at least thirty days prior to the date of the meeting.

**ARTICLE XII**

The duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

This Restated Articles of Incorporation is adopted by the Board of Directors and Officers of the Corporation signed below.

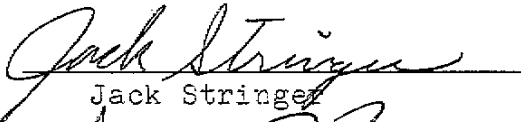
The Articles of Incorporation are effective November 15, 2005 at 9:00 a.m. or when recorded whatever time is later.



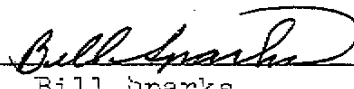
Roger Tallman



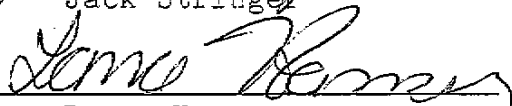
Ron Drake



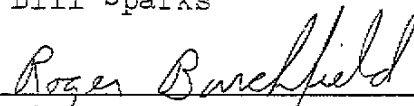
Jack Stringer




Bill Sparks



Lance Hansen



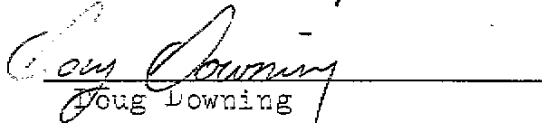
Roger Burchfield



Greg Rochholz



Ron Benton



Doug Downing



Jerry Clark

*C.W. Thomas*

President C.W. Thomas

*Joyce Crow*

Secretary Joyce Crow

*Jim Laughery*

Vice President Jim Laughery

*Donald Walters*

Treasurer Donald Walters

FILED  
IOWA  
SECRETARY OF STATE

1-3-2006  
3:15 PM

W447402



0027