

CERTIFICATE
FOR
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IOWA CITY AREA CHAMBER OF COMMERCE

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 504.1006 of the Revised Iowa Nonprofit Corporation Act, contained in Chapter 504 of the Code of Iowa, as amended (the "Act"), the undersigned corporation (the "Corporation") hereby amends and restates its Articles of Incorporation.

1. Name of Corporation. The name of the Corporation is "Iowa City Area Chamber of Commerce", the name of the Corporation after the amended and restated articles of incorporation will be "Iowa City Area Chamber of Commerce".

2. Text of Restated Articles. The exact text of the Amended and Restated Articles of Incorporation, including all amendments, is attached.

3. Effect of the Amended and Restated Articles. The attached Amended and Restated Articles of Incorporation consolidate all amendments into a single document. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation, and all prior amendments thereto.

4. Approval. The Amended and Restated Articles of Incorporation, including all new amendments set forth therein, were duly approved by the Board of Directors and the members in the manner required by the Act and by the prior Articles of Incorporation, as amended.

5. Date of Adoption. The Amended and Restated Articles of Incorporation, including all new amendments set forth therein, were adopted on _____.

6. Effective Date. The effective date of the Amended and Restated Articles of Incorporation is the date of filing the Amended and Restated Articles of Incorporation with the Secretary of State of the State of Iowa.

7. Certification. The Secretary of State of the State of Iowa may certify the Amended and Restated Articles of Incorporation as the Articles of Incorporation of the Corporation currently in effect, without including this Certificate.

Dated _____.

Iowa City Area Chamber of Commerce

By: _____
Chairperson

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IOWA CITY AREA CHAMBER OF COMMERCE**

Pursuant to the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, as amended (the “Act”), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

Article I. Name of Corporation. The name of the Corporation is: “Iowa City Area Chamber of Commerce.”

Article II. Duration. The Corporation shall have perpetual duration unless the Corporation is sooner dissolved or terminated as otherwise provided by law.

Article III. Purposes and Powers.

A. The Corporation is a nonprofit mutual benefit corporation organized under the Iowa Act, and established for the general purpose of economic and community development and business growth within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended (the “Code”). Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, as amended, and the regulations thereunder as they now exist or as they may hereafter be amended.

B. Except as otherwise provided herein, the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which the Corporation may be organized under the provisions of the Act.

Article IV. No Private Inurement. No part of any assets, property, income or profit shall inure to the benefit of any member, director, officer, 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.

Article V. Dissolution Provisions. 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 remaining assets of the Corporation for the purposes set forth in Article III, Part A or to another organization which is qualified as an exempt organization under the provisions of Section 501(c)(6) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Iowa District Court in and for Johnson County, exclusively for such purposes or to such organization or organizations as said Court shall determine which are qualified as an exempt organization under the provisions of Section 501(c)(6) of the Code.

Article VI. Registered Agent and Registered Office. The address of the registered office in the State of Iowa is Shuttleworth and Ingersoll Law Firm, and the name of its registered agent at this address is Tim Krumm.

Article VII. Members. The Corporation shall have members. The Bylaws of the Corporation shall set forth the criteria and procedures for admission of members and the respective rights and obligations of the members.

Article VIII. Board of Directors. The business and affairs of the Corporation shall be managed and governed by the Board of Directors. Membership on the Board of Directors shall be governed by the Bylaws of the Corporation.

Article IX. Bylaws. Provisions for the regulations of the internal affairs of the Corporation shall be determined by the Bylaws as adopted or modified from time to time by the Board of Directors.

Article X. Personal Liability. The liability of a director of the Corporation to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director is hereby eliminated to the fullest extent permitted by the Act, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of Section 504.835 of the Act; or (4) an intentional violation of criminal law. If the Act or Iowa law is amended after the effective date of these Restated Articles of Incorporation to authorize the further elimination or limitation of the liability of Directors, then the liability of Directors shall be eliminated or limited to the full extent authorized by the Act or Iowa law, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Article XI. Indemnification. The Corporation may indemnify directors and officers of the Corporation to the full extent permitted by the Act, except liability for any of the following: (1) receipt of a financial benefit to which the person is not entitled; (2) an Intentional infliction of harm on the Corporation or its members; (3) a violation of section 504.835 of the Act; or (4) an intentional violation of criminal law. If the Act or Iowa law is amended or modified after the effective date of these Restated Articles of Incorporation to expand the indemnification available to the Corporation's directors and officers, then the indemnification available to the Corporation's directors and officers may be so expanded by the bylaws or by agreement to the full extent then permitted. The Corporation may pursuant to the Bylaws or by agreement provide for indemnification of, and the advancement of expenses to, any director, officer, member, employee or agent of the Corporation to the fullest extent permitted by the Act or Iowa law.

Article XII. Amendment. Amendments to these Articles of Incorporation may be made 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 summary of the changes to be effective thereby shall be given to each director of the Corporation, at least ten (10) days prior thereto, by written notice delivered personally or sent by mail to each director at his or her address shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with posted thereon prepaid.

Article XIII. Effective Date. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Iowa.

Date: _____

Iowa City Area Chamber of Commerce

By: _____
Chairperson