

**RESTATED ARTICLES OF INCORPORATION
OF
IOWA COMMUNITY THEATRE ASSOCIATION, INC.**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

The undersigned, acting under the Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, adopts the following Restated Articles of Incorporation and certify that the restated articles consolidate all amendments into this single document for such corporation:

**ARTICLE I
NAME**

The name of the Corporation is **Iowa Community Theatre Association, Inc.** It was incorporated effective October 1, 1958, on which date the Corporation's original Articles of Incorporation were filed. Such original Articles are hereby entirely superseded by these Restated Articles, effective the date of filing same.

**ARTICLE II
DURATION**

The period of its duration shall be perpetual.

**ARTICLE III
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes, and more specifically, for the improvement and encouragement of live theatre among non-professional theatre groups in the State of Iowa. Such purposes may include the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and address of the Corporation's initial Registered Office in the State of Iowa is:

Gerard Schwickerath	4740 Iowa Street
	Newton IA 50208

**ARTICLE V
INITIAL DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is fifteen, and the name and address of the persons who are to serve as the initial Directors are set out and attached hereto as Exhibit A

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator is:

Gerard Schwickerath	4740 Iowa Street Newton IA 50208
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**ARTICLE VII
PROHIBITIONS**

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII POWERS

The Corporation shall have all of the powers given to it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(A) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to that tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(D) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX NON-LIABILITY AND INDEMNIFICATION

(A) A director of this Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, nor shall any director be personally liable for any of the debts of the corporation.

(B) Each individual who is or was a director of the Corporation (and the heirs, executors, personal representatives or administrators of such individual) and who is or was made a party to, or is involved in any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request

of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (“Indemnatee”), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended.

**ARTICLE X
DISSOLUTION**

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, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Dated this 30th day of November, 2013.

Gerard Schwickerath, Incorporator

STATE OF IOWA, COUNTY OF POLK, ss:

On this _____ day of November, 2013, before me the undersigned, a Notary Public in and for said County in said State, personally appeared Gerard Schwickerath, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that such person executed the same as such person’s voluntary act and deed.

Notary Public in and for the State of Iowa