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RESTATED ARTICLES OF INCORPORATION  
OF  
LINN COUNTY BAR ASSOCIATION

ARTICLE I  
Name

- 1.01. The name of the Corporation is:  
LINN COUNTY BAR ASSOCIATION

ARTICLE II  
Duration

- 2.01. The period of its duration is perpetual.

ARTICLE III  
Purposes

- 3.01. The purposes for which the Corporation is organized are:
- A. To promote the science of law, and to facilitate the administration of justice and equity and to assume the standard of honesty and courtesy required in the legal profession, to encourage among lawyers good fellowship and harmony, and to promote a spirit of brotherhood and cooperation among its members. To engage in all lawful activities for which Bar Associations have traditionally existed, and for which they may now or hereafter lawfully be formed and created.
  - B. To cooperate with other bar associations in its Judicial Election District in order to perform its function as required in §602.18 of the Code of Iowa, as amended.
  - C. To have, possess and exercise all of the powers as provided in §504A.4, Code of Iowa, as it may be amended, from time to time.
  - D. To indemnify any director, or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether nonprofit or for profit, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in

which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence, or misconduct in the performance of duty; and to make any other indemnification that shall be authorized by the Articles of Incorporation or Bylaws, or Resolution adopted after notice, by the members entitled to vote.

**ARTICLE IV**  
**Initial Registered Office and Agent**

4.01. The address of its registered office in the State of Iowa is the same as that of the Secretary of the Association, who until further election shall be identified as Thomas Ponce, 815 Merchants National Bank Building, Cedar Rapids, Iowa, 52401.

**ARTICLE V**  
**Board of Governors**

5.01. "Board of Governors" means the group of persons vested with the management of the affairs of the Corporation and is the same as the "Board of Directors", as is used in the Iowa Nonprofit Corporation Act.

5.02. The following members of the Board of Governors shall continue until the expiration date of their terms as set forth below their names:

William H. Carmichael  
7/1/86  
Mona Knoll  
7/1/86  
David L. Harner  
Past President  
Iris E. Muchmore  
7/1/87  
Forest W. Rosser  
7/1/86  
Robert Stone  
7/1/87  
Gerald Sullivan  
7/1/87

5.03. The Bylaws of the Corporation shall provide for the number, qualifications, and duties of the members of the Board of Governors, provided, however, that their duties, responsibilities, rights and obligations shall also include those set forth for "Directors" or members of the "Board of Directors" of a Corporation as set forth in Chapter 504A of the Code of Iowa.

**ARTICLE VI  
Officers**

6.01. The officers of the corporation shall be the following persons who shall continue to hold the offices of this Corporation until their successors are duly elected and qualified:

President  
President-Elect  
Vice-President  
Secretary  
Treasurer

Donald G. Ribble  
Raymond R. Stefani  
Raymond Terpatra  
Thomas R. Pence  
John M. Bickel

6.02. The duties, responsibilities, obligations and terms of office of the officers shall be set forth in the Bylaws of the Corporation, provided, however, that such officers shall also be subject to the provisions of Chapter 504A of the Code of Iowa.

**ARTICLE VII  
Annual Meeting**

7.01. The Corporation shall hold its annual meeting at the time specified in the Bylaws each year and at a place provided for in said Bylaws. The Bylaws shall provide for the time and place of meetings. Special meetings may be called as provided in Chapter 504A of the Code.

**ARTICLE VIII  
Membership**

8.01. There shall be two (2) classes of membership in this Corporation: A. Active; B. Honorary.

A. **ACTIVE MEMBERSHIP.** Any attorney of good character and reputation admitted to the Bar in Iowa who works or who resides in Linn County and who pays such dues and assessments, and complies with such conditions as may be required by the Articles or the Bylaws, shall be eligible for active membership upon election by majority vote of the active members present at any regular or special meeting of the Corporation. All persons who are associate members at the time of adoption of these Restated Articles of Incorporation shall automatically become active members upon payment of current dues and assessments.

B. **HONORARY MEMBERSHIP.** Any person admitted to the Bar in Iowa residing in Linn County, Iowa, who is a Judge or full time Magistrate shall be eligible for honorary membership. This

Corporation may also elect distinguished persons to honorary membership in the manner provided for by the Bylaws. No dues or assessments shall be collected from any honorary member.

**ARTICLE IX**  
**Withdrawals, Suspensions and Expulsions**

9.01. Any member may withdraw from the Corporation in the manner provided for in the Bylaws. Any member may be suspended or expelled from this Corporation as provided for in the Bylaws.

**ARTICLE X**  
**Bylaws**

10.01. This Corporation shall have Bylaws consistent herewith for the government, control, and direction of the business and deliberations of the Corporation. Such Bylaws may be amended as provided by the Bylaws.

**ARTICLE XI**  
**Amendments to Articles**

11.01. These Articles may be amended by a two-thirds vote of the active members present at any regular or special meeting called for that purpose provided written notice of such meeting and copy of proposed amendment or summary thereof is mailed to each active member not less than ten (10) days nor more than thirty (30) days prior to such meeting.

**ARTICLE XII**  
**Elections**

12.01. The elections of officers and members of the Board of Governors for the Corporation shall take place at the annual meeting of the Association each year. The election shall be conducted in the manner prescribed by the Bylaws of the Corporation.

**ARTICLE XIII**  
**Special Limitations**

13.01. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private person, 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. No 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 statement of) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by:

A. A corporation exempt from Federal income tax under §501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), or

B. A Corporation, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

#### ARTICLE XIV Liabilities

14.01. The directors, officers, employees and members of the Corporation shall not as such, be liable on its debts or obligations; and directors, officers, members or other volunteers shall not be personally liable for any claim based upon an act or omission of such person or persons performed in the reasonable discharge of their lawful corporate duties.

#### ARTICLE XV Dissolution

15.01. Upon dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

A. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.

B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements, and the provisions of §504A.48 (2) Code of Iowa, as amended.

C. All remaining assets of the Corporation shall be transferred, conveyed, disposed of or distributed to one or more domestic or foreign Corporations, societies or organizations

engaged in activities substantially similar to those of this Corporation, in order to comply with §504A.48(3), Code of Iowa, all pursuant to a plan of distribution adopted in compliance with §504A.49, Code of Iowa, provided, however, that such transfer, conveyance, disposal or distribution shall be only to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) as the said plan of distribution shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Linn County, Iowa, or of the county in which the principal office of the Corporation is then located, solely and exclusively for such purposes or to such organization or organizations as said Court shall determine, which said organization or organizations are organized, and operated exclusively for such purposes stated above.

ARTICLE XVI  
Instruments and Documents

The foregoing Restated Articles of Incorporation of Linn County Bar Association correctly set forth provisions of the Articles of Incorporation as Amended. They have been duly and legally adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto, all in accordance with Section 504A.39 (4)(e) of the Code of Iowa.

IN WITNESS WHEREOF, the Board of Governors, Officers and Members of the Linn County Bar Association have adopted and approved the foregoing Restated Articles of Incorporation and authorize the execution and signatures thereof by the President and Secretary of the Corporation, and the verification thereof, all as provided by law, and the signatures hereto affixed this 30th day of June, 1986.

LINN COUNTY BAR ASSOCIATION

By Ronald G. Ribble  
RONALD G. RIBBLE, President

ATTEST:

Thomas R. Pence  
THOMAS R. PENCE, Secretary

STATE OF IOWA )  
 ) 88.  
COUNTY OF LINN )

The undersigned, Donald G. Ribble, being first duly sworn on oath deposes and states that he is President of Linn County Bar Association and that he has executed the foregoing instrument as President of the Corporation, and that the statements contained therein are true.

*Donald G. Ribble*

Subscribed and sworn to before me this 30<sup>th</sup> day of June, 1986.



*Ramona A. Mantemash*  
Notary Public in and for the  
State of Iowa

My Commission Expires  
8-19-88

OFFICE OF THE SECRETARY OF STATE  
The State of Iowa

The instrument recorded in Book \_\_\_\_\_ Page July 1 1986  
Linn County  
Filed By Herpetical at \_\_\_\_\_  
Charge 5.00 Recording Fee

CO 482950  
Receipt No. PO 13043457  
Secretary of State

*Manfred*

*Cedar Rapids, Ia.  
52406*