

ARTICLES OF INCORPORATION
OF
WILLIAMSBURG MUSIC ASSOCIATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as incorporators of a corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Williamsburg Music Association. It is organized under Chapter 504 of the Code of Iowa.

ARTICLE II - CORPORATE EXISTENCE

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed with the Secretary of State of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

ARTICLE III - PURPOSES AND POWERS

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The primary purpose of the corporation is to provide support to the music and fine arts programs of the Williamsburg Community School District in Williamsburg, Iowa.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise may be permitted in Section 501(h) of the Internal Revenue Code of 1986, as amended. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

As a means of accomplishing the foregoing purposes, the corporation shall have all of the general powers set forth in Chapter 504 of the Code of Iowa, and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the corporation as set forth in this Article.

ARTICLE IV - NO PRIVATE INUREMENT

No part of the net earnings shall inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE V - DISSOLUTION PROVISIONS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the purpose(s) of the corporation set forth in Article III hereof in such a manner or to such organization or organizations operated exclusively as charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. 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 organizations as said District Court shall determine which are organized exclusively for such designated purpose(s).

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The address of the corporation's initial registered office in the State of Iowa is 3303 240th Street, Williamsburg, IA 52361 and the name of the corporation's initial registered agent at such address is Ann Cromwell.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3).

The number of directors may be changed by the Board of Directors upon the adoption of Bylaws for the corporation and by any subsequent amendment to the Bylaws adopted by the Board of Directors. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Ann Cromwell	3303 240 th Street Williamsburg, IA 52361
Mary I. Greiner	2818 240 th St. Williamsburg, IA 52361
Erin Eichhorn	3051 270 th St. Williamsburg, IA 52361

ARTICLE VIII – MEMBERS

The corporation shall have no members.

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any present or former director, officer, employee, member or volunteer of the corporation, and each such person who is serving or who has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a director, officer, employee, member or volunteer of this corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such person derived an improper personal benefit.

ARTICLE X - INCORPORATORS

The name and address of the incorporators are:

Ann Cromwell	3303 240 th Street Williamsburg, IA 52361
--------------	---

Mary I. Greiner

2818 240th St.
Williamsburg, IA 52361

Erin Eichhorn

3051 270th St.
Williamsburg, IA 52361

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended at anytime and from time to time as provided by the Code of Iowa, but no amendment shall be adopted which deprives the corporation of tax exempt status under the Internal Revenue Code of 1986, as amended.

Dated this ____ day of _____, 2015.

Ann Cromwell, Incorporator

Mary I. Greiner, Incorporator

Erin Eichhorn, Incorporator