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**RESTATED and AMENDED
ARTICLES OF INCORPORATION
OF
PROFESSIONAL DEVELOPERS OF IOWA, INC.**

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The undersigned nonprofit corporation, organized under Chapter 504A of the Code of Iowa, hereby amends and restates its Articles of Incorporation, in accordance with the Iowa Revised Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Professional Developers of Iowa, Inc. (hereinafter, the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation is 100 East Grand Avenue, Suite 330, Des Moines, Iowa 50309. The registered agent at such address is Lynn Harkin.

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SECURITY DIVISION
IOWA DEPARTMENT OF REVENUE

**ARTICLE III
MEMBERS**

The Corporation shall have members (the "Members"). The Bylaws of the Corporation shall specify the classes and respective rights of the Members.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall from time to time be fixed as provided in the Corporation's Bylaws.

**ARTICLE V
PURPOSES; POWERS**

The Corporation is organized as a business league for the primary purpose of improving the overall business climate of the State of Iowa, within the meaning and restrictions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation will promote state-wide economic development by (a) fostering cooperation among industrial and economic development professionals in the State of Iowa; (b) encouraging state-wide awareness of the opportunities and problems within the State of Iowa; (c) affording professional industrial and economic developers a forum for assembly and collective expression; and (d) providing timely educational

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opportunities to enhance professional knowledge, growth, and effectiveness, concerning economic development issues. In furtherance of such purposes, the Corporation is authorized to exercise all powers or rights that are or may be authorized by the laws of the State of Iowa for nonprofit corporations, now or hereinafter enacted, including but not limited to the powers enumerated in the Iowa Revised Nonprofit Corporation Act.

ARTICLE VI NO PRIVATE INUREMENT

No part of the net earnings or assets of the Corporation shall ever be distributed to, or directly or indirectly inure to, the benefit of any member, director, officer, contributor or private individual, nor shall any part of the income or assets of the Corporation be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual; provided, however, 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 herein.

ARTICLE VII ACTIVITIES

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, no substantial portion of the activities of the Corporation shall be any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(6) of the Code or (b) by an organization to which contributions are deductible under Section 170(c) of the Code. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except pursuant to an election under, and as permitted by, Section 501(h) of the Code, and this 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.

ARTICLE VIII PERIOD OF DURATION

The Corporation's existence shall be perpetual.

ARTICLE IX LIMITATION OF LIABILITY; INDEMNIFICATION

The personal liability of the Corporation's members, directors, officers and employees is limited to the fullest extent permitted by law. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or are serving or have served at the request of the Corporation as a member, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments,

fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in these Amended and Restated Articles of Incorporation inconsistent with this Article shall adversely affect any right or protection provided herein with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

**ARTICLE X
DISSOLUTION**

In the event of the dissolution of the Corporation and the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of that property, and all remaining assets after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations exempt from federal income taxes under Section 501(a) of the Code, as an organization or organizations described in Section 501(c)(6) of the Code. Any such assets not 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 exempt purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

**ARTICLE XI
AMENDMENT**

These Amended and Restated Articles of Incorporation may be further amended in the manner specified in the Corporation's Bylaws.

Signed this 20 day of September, 2006.

By: Maureen Elbert

CERTIFICATE FOR FILING

As Secretary/Treasurer of Professional Developers of Iowa, Inc., I hereby certify that these Amended and Restated Articles of Incorporation were duly adopted by the Members of Professional Developers of Iowa, Inc. on 9/20, 2006. A total of 110 votes were entitled to be cast on the matter, divided among the Members as follows:

Regular Members- [Number of Members Entitled to Vote]
Associate Members [Number of Members Entitled to Vote]
Corporate Members [Number of Members Entitled to Vote]
Student Members [Number of Members Entitled to Vote]

The total number of votes cast in favor of adopting these Amended and Restated Articles of Incorporation were 110, and 0 votes were cast in opposition, divided among the Members as follows:

Regular Members	[Number For]	[Number Against]
Associate Members	[Number For]	[Number Against]
Corporate Members	[Number For]	[Number Against]
Student Members	[Number For]	[Number Against]

The number of votes cast in favor of adopting these Amended and Restated Articles of Incorporation, both in total and by class is sufficient to adopt these Amended and Restated Articles of Incorporation.



Dated this 20 day of Sept, 2006

FILED
IOWA
SECRETARY OF STATE

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