**Articles of Incorporation**

**of**

**Coralville Community Food Pantry**

The undersigned, acting as an incorporator under the Revised Iowa Nonprofit Corporation Act, Iowa Code Chapter 504, adopts the following Articles of Incorporation for the Corporation.

**Article 1**

 **Section 1.01. Name.** The name of the Corporation is **Coralville Community Food Pantry**.

 **Section 1.02. Public Benefit Corporation.** The Corporation is a public benefit corporation as defined in Iowa Code Section 504.1705.

**Article 2**

 **Section 2.01. Duration.** The Corporation shall have perpetual duration.

**Article 3**

**Section 3.01. Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code (or its successor statute) and applicable regulations. The Corporation shall receive and maintain a fund or funds of real or personal property, or both, and use and apply all or any part of the income and principal exclusively for such purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 3.02. Specific Purposes.** The specific purpose of the Corporation is to engage the Coralville, Iowa, community in providing food for our neighbors by fostering collaboration with all Coralville residents, businesses, and organizations to end hunger in the community

**Article 4**

**Section 4.01. Powers.** The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful purposes for which corporations may be organized under the Revised Iowa Nonprofit Corporation Act, except as limited by these Articles.

**Article 5**

**Section 5.01. No Members.** The Corporation shall have no members.

**Article 6**

**Section 6.01. Registered Office and Agent.** The name of its initial registered agent and the street address of the corporation’s initial registered office in Iowa are: Stanley, Lande & Hunter, a Professional Corporation, Suite 400, 301 Iowa Avenue, Muscatine, IA 52761

**Article 7**

 **Section 7.01. Initial Board of Directors.** The Directors listed on Exhibit A shall constitute the initial Board of Direc­tors and shall serve as Directors until the first annual meeting or until their successors are elected and quali­fy:

 **Section 7.02. Number of Directors.** The number of Directors shall be fixed by the Bylaws, except the initial Board of Directors. The Bylaws may fix the number of Directors either by stating the number or by providing that the number of Direc­tors shall be the number determined by the Board of Direc­tors from time to time as provided in the Bylaws.

 **Section 7.03. Delegation.** Any or all duties and powers of the Board of Directors may be delegated by the Bylaws or by the Board of Directors to one or more officers, committees, or employees.

**Article 8**

 **Section 8.01. Incorporator**. The name and address of the incorporator is: Charles R. Coulter, Suite 204, 1101Fifth Street, Coralville, IA 52241.

**Article 9**

 **Section 9.01. Restrictions.** All the purposes and powers of the Corporation are subject to the restrictions stated in this Article 9. This Article 9 shall prevail over and limit any inconsistent provision of these Articles of Incorporation.

 **Section 9.02. Operations.** The Corporation shall be operat­ed exclusively for the purposes stated in Article 3. All its activities and operations shall be conducted in lawful ways.

 **Section 9.03. Nonprofit; No Beneficial Owner.** The Corporation shall not be operated for profit. It shall not have any shares of stock, stockhold­er, beneficial owner, or person having rights similar to those of a stockholder or beneficial owner. No part of the Corporation’s income, profit, net earnings, receipts, or assets shall inure to the benefit of, be owned by, or be dis­tributed to any Director, officer, or other person.

 **Section 9.04. Limits on Compensation.** No Director, offi­cer, employee, or volunteer shall receive any dividend, distri­bution, or compensation from the Corporation, except reasonable compensation for services actually rendered and reasonable reimburse­ment for expenses properly incurred.

**Section 9.05. Legislative and Political Activities.** No substantial part of the activities of the Corporation shall be carrying on 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 campaigns on behalf of or in opposition to any candidate for public office.

 **Section 9.06. Disposition of Assets.** The Corporation’s assets are dedicated exclusively to and shall be used exclusively for the purposes stated in Section 3.01. In the event of dissolution or liquidation of the Corporation, its assets remaining after payment or making provision for the payment of all liabilities of the Corporation shall be distributed as provided by law. However, to the maximum extent permitted by law, such assets will be distributed exclusively for purposes substantially similar to those stated in Section 3.01 and within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall be selected by the Board of Directors or by a court of competent jurisdiction if the Board of Directors fails to make the selection within a reasonable time. The Corporation’s assets shall not be distributed to any corporation or organization operated for profit.

 **Section 9.07. No Impairment of Restrictions.** The restric­tions stated in Sections 9.03, 9.04, 9.05, and 9.06 shall not be repealed, impaired, or weakened in any way, directly or indirectly, by amendment of these Articles of Incorpo­ration, merger, consolidation, or in any other manner.

**Article 10**

 **Section 10.01. Limitation of Personal Liability.** The Directors, offi­cers, employees, or volunteers of the Corporation shall not, as such, be liable for the Corporation's debts or obligations. Directors, officers, employees, or volunteers shall not be personally liable in that capacity to any person for any action taken or failure to take any action in the dis­charge of the person's duties, except liability for any of the following:

 a. The amount of any financial benefit to which such person is not entitled;

 b. An intentional infliction of harm on the Corporation;

 c. A violation of Iowa Code Section 504.835; or

 d. An intentional violation of criminal law.

 **Section 10.02. Indemnification.** To the extent permitted by law, the Corporation may indemnify and advance expenses to or on behalf of a present or former Director, officer, or employee of this Corporation against expenses (including attorneys’ fees, judgments, fines, settlements, and reasonable expenses) actually incurred by such person with respect to any actual or threatened proceeding against such person relating to his or her conduct as a Director, officer, or employee, except that such indemnification shall not apply to:

 a. The amount of a financial benefit received by such person to which such person is not entitled;

 b. An intentional infliction of harm on the Corporation;

 c. A violation of Iowa Code Section 504.835; or

 d. An intentional violation of criminal law.

Such indemnification may be provided by general or specific resolution or by contract approved by the Board of Directors.

**Article 11**

 **Section 11.01. Amendments to Articles.** These Articles of Incorporation may be amended by the affirmative vote of a majori­ty of the full number of Directors. However, no amendment shall be adopted or be effective which would be inconsis­tent with Section 9.07.

 **Section 11.02. Bylaws.** The Bylaws of the Corporation may be adopted and amended by the affirmative vote of a majority of the full number of Direc­tors.

 **Section 11.03. Bylaws Consistent with Articles.** The Bylaws shall be consistent with these Articles of Incorporation and applicable law. These Articles of Incorporation shall prevail over and limit any inconsistent provision of the Bylaws.

 Signed on \_\_\_\_\_\_\_\_\_\_\_\_\_, 2016.

 Charles R. Coulter



A Professional Corporation

Attorneys and Counselors

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| --- | --- | --- |
| Coralville 319.248.9000  |  |  Davenport 563.324.1000 |
| Muscatine 563.264.5000 |

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