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2007 MAY -8 AM 10:39

ARTICLES OF INCORPORATION
OF
IOWA CONSERVATION EDUCATION COALITION, INC.

TO: Secretary of State, State of Iowa

I, the undersigned, acting as incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act, Iowa Code §504.201 (2007), hereby adopt the following Articles of Incorporation for such corporation for delivery to the Secretary of State of Iowa:

ARTICLE I

The name of the corporation is Iowa Conservation Education Coalition, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful businesses for which such corporations may be organized under the said Revised Iowa Nonprofit Corporation Act, with the corporation's primary purpose to promote and support conservation education and environmental education in Iowa and in so doing to stimulate a closer cooperation among agencies, institutions and individuals interested in conservation.

ARTICLE IV

The address of the initial registered office of the corporation is 1860 Jackson Drive, P.O. Box 33, Marion, Iowa 52302, and the name of its initial registered agent at such address is Heather Niec.

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ARTICLE V

The name and address of the incorporator is:

NAME	ADDRESS
Craig A. Meyers	24099 670th Avenue Nevada, IA 50201

ARTICLE VI

The corporation will have members. There shall be one class of members. Membership shall consist of individuals and organizations concerned with conservation and education in Iowa. Each member shall have one vote. Organization memberships shall have one vote.

ARTICLE VII

The number of directors constituting the initial board of directors is twelve and the names and addresses of each such person who is to serve as director until the first annual meeting of members or until their successors be elected and qualify are:

NAME	ADDRESS
Gail Barels	Wickiup Hill Outdoor Learning Center 10260 Morris Hills Drive Toddville, IA 52341
Stacey Snyder	Tripoli Community School 209 8th Ave SW Tripoli, IA 50676
Mike Havlik	YMCA Camp 1192 166th St. Boone, IA 50036

Marcy Seavey	Iowa Academy of Science 175 Baker Hall - UNI Cedar Falls, IA 50614-0508
Joe Boyles (Treasurer)	Jester Park Granger, IA 50109
Craig A. Meyers (Vice Chair)	24099 670th Ave. Nevada, IA 50201
Karen Phelps	Benton County Conservation 26 220th Trail Amana, IA 52334
Carol W. Schutte (Chair)	North Iowa Area Community College 500 College Drive Mason City, IA 50401
Patricia Higby	CEEE/UNI Campus Mail Code 0293 Cedar Falls, IA 50614-0293
Rachel Sandhorst (Vice Chair)	Luther College 700 College Drive Decorah, IA 52101
Brian Soenen	IOWATER Coordinator 3625 Nebraska Street Sioux City, IA 51104
Phyllis Anderson (Secretary)	Grant Wood AEA 1120 33rd Ave. SW Cedar Falls, IA 52404-3932

The number of directors shall be set from time to time by a majority vote of the directors serving at that time.

ARTICLE VIII

No part of the net earnings of the Corporation may inure to the benefit of or be

distributable to its members, directors, officers or 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 objectives and purposes as set forth in Article III hereof.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by the Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

This Corporation is organized and shall be operated exclusively for education and scientific purposes, all for the public welfare, and is authorized to accept, hold, administer, invest and disperse for education and scientific purposes such funds as may from time to time be given by any person, firm, group or corporation, to receive gifts and make financial and other types of contributions and assistance to educational and scientific institutions, incorporated or non-incorporated, which are exempt from Federal Income Tax. All the assets and earnings shall be used exclusively for the purpose herein thereto; and no part of its activities shall be for participating or intervening in any political campaign on behalf of a candidate for public office.

ARTICLE IX

On dissolution of the corporation, distribution of assets of the corporation shall be consistent with the law regarding distribution of assets on dissolution of such corporations.

ARTICLE X

Liability of a director to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, is eliminated, except for that liability which cannot be eliminated by applicable statutes of the Code of Iowa.

ARTICLE XI

The corporation is required to indemnify a director for liability, as defined by applicable statutes of the Code of Iowa, to a person for any action taken, or any failure to take any action, as a director, except for that liability which cannot be eliminated by applicable statutes of the Code of Iowa.

ARTICLE XII

A director, officer, employee or member of the corporation is not liable for the corporation's debts or obligations and a director, officer, member or volunteer is not 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 for that liability which cannot be eliminated by applicable statutes of the Code of Iowa.

ARTICLE XIII

The corporation shall have no seal.

ARTICLE XIV

The corporate existence shall begin upon the time of filing on the date these articles are filed with the Secretary of State of Iowa.

Dated this 6th day of May, 2007.

Craig A. Meyers, Incorporator

STATE OF IOWA)
(SS:
BUTLER COUNTY)

On this 6th day of May, 2007, before me of a Notary Public in and for the State of Iowa, personally appeared Craig A. Meyers, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

NOTARIAL SEAL IOWA
SARAH PEPPLES
COMMISSION NO. 708549
MY COMMISSION EXPIRES
2-28-2010

Sarah Pepples, Notary Public
in and for the State of Iowa

FILED
IOWA
SECRETARY OF STATE
5-8-07
10:39AM
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ARTICLES OF AMENDMENT
TO
IOWA CONSERVATION EDUCATION COALITION, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Chapter 504 of the Iowa Revised Nonprofit Corporation Act, the undersigned corporation adopts the following amendment to the Corporation's Articles of Incorporation.

1. The name of the corporation is **Iowa Conservation Education Coalition, Inc.**

2. The following amendment of the Articles of Incorporation was adopted by the Board of Directors of the corporation on March 4, 2010, in the manner prescribed by the Iowa Nonprofit Corporation Act.
The Articles of Incorporation of Iowa Conservation Education Coalition, Inc. are hereby amended by deleting Article IX of the Articles of Incorporation of the corporation and inserting in lieu thereof the following new Article IX:

ARTICLE IX

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

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3. The date of adoption of the amendment was March 4, 2010.

4. The amendment was adopted by the board of directors without any required action by shareholders.

Iowa Conservation Education Coalition, Inc.

by _____
Peggy Kuda, Authorized Board Representative

FILED
IOWA
SECRETARY OF STATE
3-5-10
12:32PM
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RECEIVED TIME MAR. 5. 12:32PM