

ARTICLES OF INCORPORATION
OF
QUAD CITIES CEILI CLUB

The undersigned, acting as incorporator of a corporation under the Iowa Nonprofit Corporation Act, Iowa Code Chapter 504A, adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

Section 1.01. Name. The name of the Corporation is Quad Cities Ceili Club.

ARTICLE 2.

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

ARTICLE 3.

Section 3.01. Purposes. The Corporation is an educational and social organization for the purpose of promoting traditional Irish folk dancing known as Ceili and set dancing. The Corporation will promote, sponsor and present periodic Ceili dances and other celtic events.

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 Iowa Nonprofit Corporation Act, except as limited by these Articles.

ARTICLE 5.

Section 5.01. Membership. The members shall be such persons as may be admitted to membership as provided in the By-laws. The rights, privileges, duties, obligations, and classification of members, and the rules and regulations of the Corporation governing admission to and termination of membership, shall be as set forth in the By-laws.

ARTICLE 6.

Section 6.01 Registered Office and Agent. The address of the initial registered office of

the Corporation is 3615 North Pine Street, Davenport, Iowa, 52806, and the name of its initial registered agent at such address is Gerald Bade.

ARTICLE 7.

Section 7.01. Initial Board of Directors. Five Directors shall constitute the initial Board of Directors. The following persons shall serve as Directors until the first annual meeting or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Gerald F. Bade	3615 N. Pine St. Davenport, IA 52806
Thom Conway	1437 – 220 th Street Reynolds, IL 61279
Patricia Bade	3615 N. Pine St. Davenport, IA 52806
Jan Meyer	3005 – 47 th Street Moline, IL 61265
Renzee Crossan	3045 Camp Creek Road Sherrard, IL 61281

Section 7.02. Number of Directors. The number of Directors shall be fixed by the By-laws, except the initial Board of Directors. The By-laws 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 By-laws.

Section 7.03. Removal of Directors. At any meeting of Directors, if the notice of the meeting includes a statement to the effect that the purpose or one of the purposes for which the meeting is called is to remove one or more named Directors, the Directors may remove any or all such named Directors, with or without cause, by the affirmative vote of two-thirds of the full number of Directors. In addition, the By-laws may provide that the failure of a Director to attend a specified number of meetings of the Board of Directors, or other acts or omissions specified in the By-laws, shall constitute resignation from the Board of Directors. The By-laws may provide for exceptions, procedures, and additional provisions regarding the foregoing matters. Any vacancy or vacancies in the Board of Directors caused by any such removal may be filled as provided in the By-laws.

Section 7.04. Delegation; Indemnification. Any or all duties and powers of the Board of

Directors may be delegated by the By-laws or by the Board of Directors to one or more officers, committees, or persons. The By-laws may contain provisions for indemnification and advancement of expenses.

ARTICLE 8.

Section 8.01. Incorporator. The incorporator is:

Patricia J. Bade

3615 N. Pine St.
Davenport, IA 52806

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 Section 3.01. All its activities and operations shall be conducted in lawful ways.

Section 9.03. 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 9.04. 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 its income, profit, net earnings, receipts, or assets shall inure to the benefit of, be owned by, or be distributed to any Director, officer, donor, or individual.

Section 9.05. Limits on Compensation. No Director, officer, donor, or individual 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 9.06. 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 9.04, 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 members of the Corporation shall not, as such, be liable on the Corporation's debts or obligations. Directors, officers, members, or other volunteers shall not be personally liable in that capacity for a claim based upon an act or omission of any such person performed in the reasonable discharge of the person's duties, except:

- a. For a breach of the person's duty of loyalty to the Corporation;
- b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; or
- c. For transactions from which the person derived an improper personal benefit.

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. Amendments to By-laws. The By-laws of the Corporation may be amended by the affirmative vote of a majority of the full number of Directors.

Section 11.03. By-laws Consistent with Articles. The By-laws 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 By-laws.

Dated _____, 2000.

Patricia J. Bade