

ARTICLES OF INCORPORATION

OF

Iowa Geographic Information Council

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a corporation under chapter 504A of the Iowa Code, 2002, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the Corporation is Iowa Geographic Information Council.

ARTICLE II
DURATION

The period of its duration shall be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for the purpose of improving geographic information systems in Iowa.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501© (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV PROHIBITIONS

The Corporation is not organized for profit. No part of the net earnings of the Corporation 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), and 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. No substantial part of the activities of the Corporation shall be the carrying on of 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 campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V REGISTERED AGENT

The address of its initial Registered Office in the State of Iowa is: 105 West Adams Street, Creston, Iowa 50801, in the County of Union and the name of its initial Registered Agent at such address is Alan Jensen.

ARTICLE VI INITIAL DIRECTORS

The number of directors constituting the first board of directors of the Corporation is twenty-five, and the names and addresses of the persons who are to serve as the initial directors are:

<p>Joe Artz Office of State Archaeologist 700 Clinton St. Building Iowa City, Iowa 52242</p>	<p>Todd Bishop Iowa Dept. of Natural Resources Wallace State Office Building 502 E 9th St. Des Moines, Iowa 50319</p>
<p>Terry Brase Agriculture Technology Instructor Kirkwood Community College 6301 Kirkwood Blvd, SW Cedar Rapids, Iowa 52406</p>	<p>Gary Brown Aerial Services, Inc. 2120 Center St. Cedar Falls, Iowa 50613</p>
<p>Steve Cooper Planner IIW Engineers & Surveyors P.C. 4155 Pennsylvania Ave Dubuque, Iowa 52002</p>	<p>Brad Cutler GIS Project Specialist Golden Hills Resource Conservation & Development 406 S. Hwy 6, PO Box 189 Oakland, Iowa 51560</p>
<p>Micah Cutler GIS Administrator Harrison County 111 N. 2nd Ave., P.O. Box 189 Logan, Iowa 51546</p>	<p>Chris Diggins NIACOG 121 3rd Street NW Mason City, Iowa 50401</p>
<p>Joe Eckmann Account Manager, ESRI 5200 W. 94th Terrace Suite 111 Prairie Village, Kansas 66207</p>	<p>Gregg Hadish USDA-NRCS 2216 Agronomy Hall Iowa State Univeristy Ames, Iowa 50011</p>
<p>Rick Havel GIS Coordinator Johnson County 913 S.Dubuque St. Iowa City, Iowa 52240</p>	<p>Kevin Kane GIS Support and Research Facility Lab Iowa State University 218 Durham Center Ames, Iowa 50011</p>
<p>Bill Kapp Advanced Specialties Co. LLC 5436 210th ST NE Solon IA 52333-9494</p>	<p>Herb Kuehne GIS Analyst City of Sioux City 3303 Rebecca St. Sioux City, Iowa 51104</p>

<p>Andy Kula Meteorologist National Weather Service / NOAA 9607 N.W. Beaver Drive Johnston IA 50131</p>	<p>Susan Kula Environmental Specialist 118 Agronomy Lab Iowa State University Ames, Iowa 50011-3200</p>
<p>Stephen Newman MidAmerican Energy Company 2811 5th Ave. Rock Island, Illinois 61201</p>	<p>Jon Paoli GIS Coordinator Iowa Homeland Security and Emergency Management Division Hoover State Office Building, Level A Des Moines, Iowa 50319</p>
<p>Roger Patocka Emmet Co. Engineer Emmet County 609 1st Ave. North Estherville, Iowa 51334</p>	<p>Deanne Popp Department of Transportation 800 Lincoln Way Des Moines, Iowa 50319</p>
<p>Tom Ricker GIS Project Manager The Sidwell Corporation 675 Sidwell Ct. St. Charles, Illinois 6-174</p>	<p>William Schuman GIS Coordinator Iowa Dept. of Transportation 800 Lincoln Way Ames, Iowa 50010</p>
<p>Ramanathan Sugumaran Assistant Professor University of Northern Iowa Sabin 1 Cedar Falls, Iowa 50614-0406</p>	<p>Kristen Tuttle GIS Administrator City of Des Moines 602 E 1st St. Des Moines, Iowa 50309</p>
<p>Ray Willis Polk County Assessors Office Polk County 111 Court Avenue Des Moines, Iowa 50309</p>	

The above table lists IGIC's Board of Directors on the date of the organization's incorporation, October 21, 2003

ARTICLE VII
MEMBERSHIP

The Corporation shall have such members as described in the bylaws.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporators are:

Andy Kula
Meteorologist
National Weather Service / NOAA
9607 N.W. Beaver Drive
Johnston IA 50131

Kristen Tuttle
GIS Administrator
City of Des Moines
602 E 1st St.
Des Moines, Iowa 50309

Kevin Kane
Director, ISU GIS Facility
215 Durham
Iowa State University
Ames , Iowa 50011

Terry Brase
Agriculture Technology Instructor
Kirkwood Community College
6301 Kirkwood Blvd, SW
Cedar Rapids, IA 52406

Brad Cutler
GIS Project Specialist
Golden Hills Resource Conservation & Development
406 S. Hwy 6
PO Box 189
Oakland, Iowa 51560

Alan D. Jensen
State GIS Coordinator
Iowa Geographic Information Council
Iowa State Univeristy Extension to Communities

105 W. Adams St.
Creston, Iowa 50801

ARTICLE IX POWERS

The Corporation shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

- (A) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (B) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (D) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any later federal tax laws.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII
AMENDMENT TO ARTICLES

These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. if mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the Incorporators have caused the execution of the foregoing Articles of Incorporation on this 21st day of October, 2003.

Andy Kula

Kristen Tuttle

Kevin Kane

Brad Cutler

Terry Brase

Alan D. Jensen