

**IOWA**

No. W00573246  
Date: 06/03/2008

**SECRETARY OF STATE**

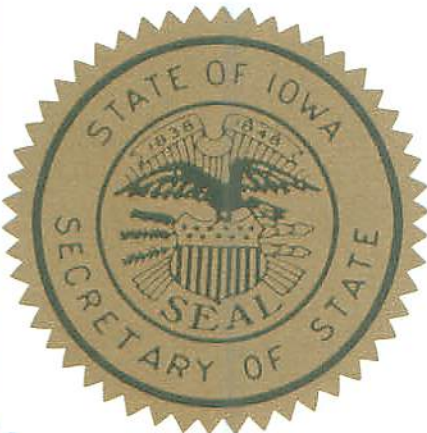
504RDN-000364212  
AMERICAN SOCIETY FOR TRAINING AND DEVELOPMENT, INC., HAWKEYE CHAPTER

ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document  
Articles of Incorporation

The document was filed on June 2, 2008, at 02:04 PM, to be  
effective as of June 2, 2008, at 02:04 PM.

The amount of \$20.00 was received in full payment of the filing fee.



*Michael A. Mauro*  
MICHAEL A. MAURO SECRETARY OF STATE



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**Articles of Incorporation**

of

**AMERICAN SOCIETY FOR TRAINING AND DEVELOPMENT, INC.,  
HAWKEYE CHAPTER**

We, the undersigned, acting as incorporators of a corporation under the Revised Iowa Nonprofit Corporation Act hereby adopt the following Articles of Incorporation for such Corporation.

**Article I  
Name**

The name of the Corporation is the AMERICAN SOCIETY FOR TRAINING AND DEVELOPMENT INC., HAWKEYE CHAPTER.

**Article II  
Members**

The Corporation shall have Members. There shall be three classes of Members, regular, corporate and student. Rights and obligations of membership shall be fixed in the Bylaws of the Corporation.

**Article III  
Purpose of the Corporation**

The Corporation is organized to assist others to achieve a better utilization of human ability and potential in business, education, industry and government by:

1. Providing leadership in the field of human resource development in order to assist management to develop and maintain competent workforce.
2. Insuring continuity of effective organizational leadership by assisting management to motivate career-minded personnel to achieve individual growth goals.
3. Promoting an understanding of training and development as a basic responsibility of management.
4. Encouraging or sponsoring appropriate research and publishing in the fields of training and development.
5. Providing a means for the dissemination and exchange of knowledge, skill and attitude about training and development.
6. Encouraging educational institutions to provide programs for the preparation and growth of training and practitioners.
7. Encouraging the participation and affiliation of individuals or groups concerned with specialized areas of activity or interest within the broad field of human resource development.

**Article IV  
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Iowa Secretary Of State.

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Section F. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section G. The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section H. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section I. No person or persons shall be entitled to share in any of the Corporation's assets upon the dissolution or termination of the Corporation. Upon the dissolution or termination of the Corporation, whether voluntary or involuntary, the assets of the Corporation (after payment of all of the liabilities of the Corporation) shall be distributed by the Board of Directors for the purposes of the Corporation in such manner or to such organization or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Any such assets of the Corporation not so distributed by the Board of Directors shall be so distributed by a court of competent jurisdiction on application of the Board of Directors or other interested persons.

#### Article X Directors

The Board of Directors shall be vested with responsibility for the administration, government, and management of the business affairs and property of the corporation. The number of persons comprising the Board of Directors of the corporation, their terms of office and the procedure for their election shall be fixed by the Bylaws.

The number of Directors constituting the initial Board of Directors is five. The names and addresses of the persons who are to serve as Directors until their successors are elected and shall qualify are:

Name and Address

Jade Handy  
1208 Porter Avenue  
Des Moines, Iowa 50315

Diana Heinemann  
6300 C Street SW  
Cedar Rapids, Iowa 52406

Leslie Dague  
5050 Chavenelle Rd  
Dubuque, Iowa 52002

Tanya Benson  
5050 Chavenelle Rd  
Dubuque, Iowa 52002

Debra Oliver  
P. O. box 534  
Dysart, Iowa 52224

**Article XI**  
**Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other permanent and/or temporary committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article XII**  
**Officers**

The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as may be designated by the Bylaws, each of whom shall be elected by the Board of Directors in such manner and for such terms as may be prescribed by the Bylaws. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Jade Handy 1208 Porter Avenue Des Moines, Iowa 50315
President-Elect	Diana Heinemann 6300 C Street SW Cedar Rapids, Iowa 52406
Secretary	Tanya Benson 5050 Chavenelle Rd Dubuque, Iowa 52002
Treasurer	Debra Oliver P. O. Box 534 Dysart, Iowa 52224
Past-President	Leslie Dague 5050 Chavenelle Rd Dubuque, Iowa 52002

**Article XIII**  
**Corporate Seal**

This Corporation shall not have a corporate seal.

**Article XIV**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or the Secretary and shall be countersigned or attested by the President or the Treasurer, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President or the Secretary.

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**Article XV**  
**Non-Liability Of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its Members for monetary damages for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (i) the amount of a financial benefit received by a Director to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or its Members, (iii) a violation of Iowa Nonprofit Corporation Act, or (iv) an intentional violation of criminal law. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Iowa Nonprofit Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Members, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

**Article XVI**  
**Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director, relating to action taken, or any failure to take any action, as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or its Members, (iii) a violation of Iowa Nonprofit Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Members, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XVII**  
**Indemnification Of Officers**

This Corporation shall indemnify a Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer, relating to any action taken, or any failure to take any action, as a Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its Members, (iii) a violation of Iowa Nonprofit Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Members, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XVIII**  
**Amendment Of Articles Of Incorporation**

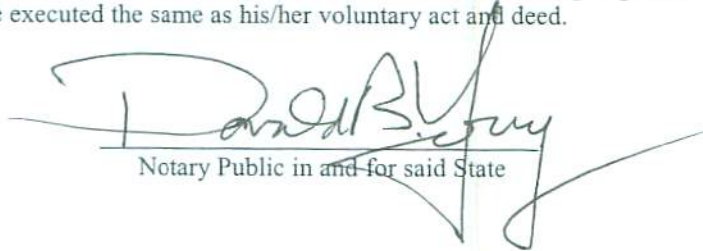
The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation. Provided, however, that no amendment shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to (i) the purposes as set forth in these Articles Of Incorporation; (ii) the operational limitations imposed by these Articles Of Incorporation, or (iii) Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Any amendment to this Article shall be valid only if and to the extent that such amendment further restricts the power to amend.

Dated and executed this February 18, 2008.

  
Jade Handy  
Incorporator

State of Iowa )  
County of Polk ) ss.  
)

On this February 18, 2008, before me, the undersigned, a Notary Public in and for said state, personally appeared Jade Handy, to me known to be the identical person named in and who executed the foregoing Articles Of Incorporation, and acknowledged that he/she executed the same as his/her voluntary act and deed.

  
Notary Public in and for said State

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SECRETARY OF STATE  
4-2-08  
2:04 PM  
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