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ARTICLES OF INCORPORATION

OF

NORTHEAST NEIGHBORS and Friends, Inc.

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TO THE SECRETARY OF THE STATE OF IOWA:

Pursuant to the Iowa Nonprofit Corporation Act, Chapter 504A Code of Iowa, the undersigned, acting as incorporators of a corporation, adopt the following articles of incorporation for the corporation.

Article I Name

The name of the corporation is: Northeast Neighbors and Friends, Inc. *Law*

Article II Duration

The period of duration of the corporation shall be perpetual.

Article III Purpose

The purpose for which the corporation is organized is any legal purpose allowed a corporation organized under the Iowa Nonprofit Corporation Act, Chapter 504A Code of Iowa, intending to advance the interests and vitality of Northeast Des Moines, Iowa neighborhoods.

Article IV Internal Affairs

The internal affairs of the corporation shall be conducted according to its by-laws, hereafter to be adopted. No part of the net earnings of the corporation shall 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 purposes set forth in Article 3 hereof.

Article V Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of appropriate liabilities of the corporation, dispose of all of the assets of the corporation in such manner or by distribution to such organizations as the Board of Directors shall deem to further the interests of Northeast Des Moines, Iowa, neighborhoods. Any assets not so distributed shall be disposed of by

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**Article X
Members**

The corporation may have one or more classes of membership to be set forth in the By-Laws. The designation of each such class or classes, the manner of election or appointment and the qualifications and rights of the members of each such class shall be set forth in the bylaws. *The corporation does have members, LCW*

**Article XI
Personal Liability**

Except as otherwise provided in the Iowa Nonprofit Corporation Act, Chapter 504A Code of Iowa, a director, officer, employee, or member of the corporation is not liable on the corporation's debts nor obligations and a director, officer, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the corporation, for acts or omissions not in good faith, or which involve intentional misconduct of knowing violation of the law, or for a transaction from which the person derives an improper personal benefit

Dated this 7 day of January, 2010.

Meghan Lacquement
Meghan Lacquement

Neal Westergaard
Neal Westergaard

Valerie Madison
Valerie Madison

Marjorie Ramsey
Marjorie Ramsey

Linda Westergaard
Linda Westergaard

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