

# IOWA

No. W00293338  
Date: 01/04/2002

## SECRETARY OF STATE

504ADN-000260474  
WOMEN'S LEADERSHIP NETWORK

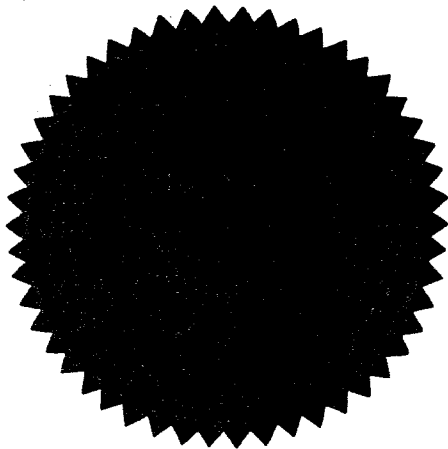
### ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on December 28, 2001, at 02:55 PM, to be effective as of December 28, 2001, at 02:55 PM.

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



*Chester J. Culver*

CHESTER J. CULVER SECRETARY OF STATE



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ARTICLES OF INCORPORATION

OF

260474

WOMEN'S LEADERSHIP NETWORK

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

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 such corporation:

ARTICLE I

The name of the corporation is Women's Leadership Network.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, exclusively to: (a) offer professional and social networking; and (b) engage in any lawful activities for which a nonprofit corporation may be organized under the Iowa Nonprofit Corporation Act and which are incidental to the foregoing purposes, except as restricted herein.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its 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 payment and distribution in furtherance of the purposes set forth in this Article. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

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Upon the dissolution of the corporation, the Board of Directors shall, after paying or making for provisions of payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Iowa District Court of the County in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Board of Directors shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE IV

The name and address of the initial registered agent and initial registered office of the corporation is:

Teri Fairchild  
703 Kelly Lane  
Dubuque, IA 52003

#### ARTICLE V

The business of the corporation shall be conducted by a Board of Directors consisting of not more than Fifteen (15) Directors, each Director having one vote. The number of Directors constituting the initial Board of Directors of the corporation is Eleven (11) and the names and addresses of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall qualify are:

Teri Fairchild  
703 Kelly Lane  
Dubuque, IA 52003  
President

Sharon McLaughlin  
2230 Evergreen Drive  
Dubuque, IA 52001  
President - Elect

Lora Kalb  
1745 Bristol Drive  
Dubuque, IA 52001  
Secretary

Kristine Walter  
10080 Dixie Drive  
Dubuque, IA 52001  
Treasurer

Joyce Ritterbusch  
24 Lake Ridge Road  
Galena, IL 61036  
Activities

B'Ann Dittmar  
5A-51 Council Fire Drive  
Apple River, IL 61001  
Policies and Procedures

Kara Kudronowicz  
405 Highway County H  
Cuba City, WI 53807  
Awards

Kristin Heiberger  
3392 Hillcrest Road  
Dubuque, IA 52002  
Programs

Megan Tegler  
3392 Hillcrest Road  
Dubuque, IA 52002  
Programs

Jamie Specht  
1775 Wood Street  
Dubuque, IA 52002  
Publicity/Communication

Terri Schiesl  
904 West 5<sup>th</sup> Street  
Dubuque, IA 52001  
Newsletter

#### ARTICLE VI

The name and address of the incorporator is:

Teri Fairchild  
703 Kelly Lane  
Dubuque, IA 52003

#### ARTICLE VII

The corporation shall not have a corporate seal.

#### ARTICLE VIII

This corporation shall have no capital stock and shall issue no capital stock.

#### ARTICLE IX

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

#### ARTICLE X

Any person residing or working in the Tri-State area at the time of initial application and supportive of Women's Leadership Network purposes is eligible for membership.

#### ARTICLE XI

These Articles may be amended or restated and new Articles may be adopted by the Board of Directors subject to the prior review and written consent of the Board of Directors.

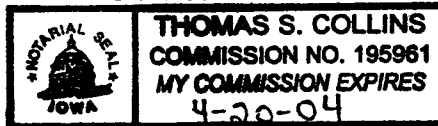
Dated this 20 day of December, 2001.

Teri Fairchild  
Teri Fairchild, Incorporator

STATE OF IOWA                    )  
  ) ss:  
COUNTY OF DUBUQUE         )

On this 20th day of December, A.D., 2001, before me, the undersigned, a notary public in and for said County and State, personally appeared Teri Fairchild, to me known to be the person named in and who executed the within and foregoing Articles of Incorporation, and acknowledged that she executed the same as her voluntary act and deed.

Thomas S. Collins  
Notary Public in and for the  
State of Iowa



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