

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DISABILITY RIGHTS IOWA**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, on behalf of Disability Rights IOWA, (the "Corporation") adopts the following First Amended and Restated Articles of Incorporation (the "Amended Articles") and certifies the following pursuant to Sections 1005 and 1006 of the Revised Iowa Nonprofit Corporation Act (the "Act"):

- a) that these Amended Articles correctly set forth the provisions of the Articles of Incorporation of the Corporation as heretofore and hereby amended;
- b) that these Amended Articles consolidate all amendments into a single document;
- c) that these Amended Articles were duly approved by the Board of Directors of the Corporation on December 16, 2020;
- d) that member approval was not required because the Corporation has no admitted members;
- e) that these Amended Articles supersede the original Articles of Incorporation of the Corporation and all amendments thereto; and
- f) that these Amended Articles are to be effective as of the date of filing with the Secretary of State of the State of Iowa, as evidenced by its endorsement.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is Disability Rights IOWA.

**ARTICLE II  
DURATION**

The Corporation shall be of perpetual duration unless terminated as provided by law.

**ARTICLE III  
PURPOSE AND POWERS**

The purpose of the Corporation is to exclusively provide protection and advocacy services to Iowans with disabilities, including mental illness. Notwithstanding the foregoing, the Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE IV  
NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 IV hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE V  
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors (collectively, the "Board" and each individual on the Board, a "Director" and collectively, the "Directors"), which shall have and exercise the powers of the Corporation. The number of Directors, manner of nomination and electing Directors, and their qualifications and terms of office, not inconsistent with these Articles, shall be provided for in the Bylaws.

**ARTICLE VI  
MEMBERS**

The Corporation shall have no Members.

**ARTICLE VII  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board 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 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 Code or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the 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 court shall determine, which are organized and operated exclusively for such purpose.

**ARTICLE VIII  
DIRECTOR LIABILITY**

A Director of the Corporation shall not be liable to the Corporation or its Members for money damages for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (1) the amount of a financial benefit received by a Director to which the Director is not

entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Act; or (4) an intentional violation of criminal law. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a Director of the Corporation with respect to any acts or omissions occurring prior to the time of such repeal or modification.

**ARTICLE XII  
INDEMNIFICATION**

The Corporation shall indemnify any Director or officer for liability (as such term is defined in Section 504.851(5) of the Act) to the greatest extent permitted by the Act as it now exists or may subsequently be amended. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

**ARTICLE XIII  
AMENDMENTS**

These Articles of Incorporation may be amended, altered or repealed by a vote of a majority of the members of the Board present and entitled to vote at a meeting of the Board, unless these Articles, the Bylaws, or the Act require a greater vote. No amendment shall be made which would in any way jeopardize the exempt status of this Corporation under Section 501(c)(3) of the Code or be inconsistent with the general objectives and purposes described herein or which would permit the net income or assets of the Corporation or any part thereof to inure to the benefit of any individual having a personal or private interest in the activities of the Corporation.

Dated this 17 day of December 2020.

DISABILITY RIGHTS IOWA

By:   
Tiffany Dodd, President