

ARTICLES OF INCORPORATION
OF
IOWA RENEWABLE ENERGY ASSOCIATION

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Iowa Renewable Energy Association.

ARTICLE II

Section One. 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(c) (3) of the Internal Revenue Code and the Regulations thereunder. (or the corresponding provision of any future United States Internal Revenue law).

Section Two. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any individual, 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 Section One of this ARTICLE II.

Section Three. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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.

Section Four. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 (or

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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 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

The corporation will have members. Membership provisions including the designation of class or classes, if any, and the method of acceptance of members of each such class) shall be fixed in the Bylaws of the Corporation. The right of the members, or any class or classes of members, to vote may be limited, enlarged, or denied to the extent specified by the Bylaws of the Corporation.

ARTICLE IV

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 of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas J. Deves	3863 Short Street Dubuque, IA 52002
Thomas E. Snyder	611 Second St., S.E. Dyersville, IA 52040
James P. Sievers	1857 Edgewood Drive, N.W. Cedar Rapids, IA 52405
Ronald Kelly	2744 W. 72nd Street Davenport, IA 52306
Donald L. Chapman	2185 Brockman Avenue Marion, IA 52302

ARTICLE V

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers and assistant officers as may be designated by the Bylaws, each of whom

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shall be elected by the Board of Directors in such manner and for such terms as may be prescribed by the Bylaws.

ARTICLE VI

The corporation's existence shall be perpetual.

ARTICLE VII

The address of the initial registered office of the corporation is 3863 Short Street, Dubuque, Dubuque County, Iowa 52002, and the name of its registered agent at such address is Thomas J. Deves.

ARTICLE VIII

The Articles of Incorporation may be amended at any meeting of the Board of Directors by a two-thirds majority vote of the Directors then in office.

ARTICLE IX

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 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 organization under Section 501(c)(3) of the Internal Revenue Code (or any 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.

ARTICLE X

The corporation shall indemnify a director, officer, employee, agent, or volunteer of this corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person with respect to any proceeding against such person relating to his conduct as a director, officer, employee, agent, or volunteer, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such person's duty of loyalty to the corporation, (ii) for acts or omissions not in

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good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such person derived an improper personal benefit, or (iv) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such person shall be adjudged liable to the corporation.

ARTICLE XI

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas J. Deves	3863 Short Street Dubuque, IA 52002
Thomas E. Snyder	611 Second St., S.E. Dyersville, IA 52040
James P. Sievers	1857 Edgewood Drive, N.W.

Ronald Kelly

Cedar Rapids, IA 52405
2744 W. 72nd Street

Donald L. Chapman

Davenport, IA 52806
2185 Brockroan Avenue

Marion, IA 52302

Dated and signed this _____ day of _____, 1992.

Thomas J. Deves

Thomas E. Snyder

James P. Silvers

Ronald Kelly

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