

**ARTICLES OF INCORPORATION  
OF  
NORTH IOWA BASKETBALL ASSOCIATION**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as the incorporator of a corporation under the revised Iowa Nonprofit Corporation Act, Chapter 504 of the Iowa Code, adopts the following Articles of Incorporation:

**ARTICLE I.**

The name of the corporation is North Iowa Basketball Association. It is incorporated under Chapter 504 of the Iowa Code.

**ARTICLE II.**

The corporate existence of this corporation shall begin at the date and time of filing of these Articles of Incorporation and shall continue perpetually thereafter unless dissolved as provided by law.

**ARTICLE III.**

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The primary purpose of the corporation shall be to foster, improve, develop and promote amateur player, coaching and leadership skills in North Iowa.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise may be permitted by Section 501(h) of the Internal Revenue Code of 1986, as amended. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

As a means of accomplishing the foregoing purposes, the corporation shall have all of the general powers set forth in Chapter 504 of the Iowa Code and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the corporation as set forth in this Article. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute, transfer and convey all of the remaining assets of the corporation to such organization or organizations operated exclusively as charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended 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 the district court shall determine which are organized exclusively for such designated purposes.

**ARTICLE IV.**

The address of the corporation's initial registered office in Iowa is 930 North Jefferson Avenue, Mason City, Iowa 50401 and the name of its initial registered agent at such address is Curtis Klaahsen.

#### ARTICLE V.

The corporation shall have no members.

#### ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation is nine (9). The number of directors may be changed only by the Board of Directors amending these Articles of Incorporation as provided herein. The names and addresses of the persons who are to serve as the initial directors are:

<b>NAME</b>	<b>ADDRESS</b>	<b>GROUP</b>
Thad Evans	306 Opportunity Street, Joice, Iowa 50446	A
John Oertel	70 Lakeview Drive, Mason City, Iowa 50401	A
Curt Klaahsen	930 N. Jefferson Avenue, Mason City, Iowa 50401	A
Adam Callanan	640 9th Street N.E., Mason City, Iowa 50401	B
Jareese Williams	537 4th Street N.E., Mason City, Iowa 50401	B
Todd Rima	1201 1st Street N.W., Mason City, Iowa 50401	B
Andie Olson	3435 Golf Course Road, Osage, Iowa 50461	C
Tom Kirby	6 South Indiana Avenue, Mason City, Iowa 50401	C
Rick Orban	10303 665 Avenue, Emmons, Minnesota 56029	C

The initial terms of the directors designated above as Group "C" shall expire at the first annual meeting of the directors. The initial terms of the directors designated as Group "B" shall expire at the second annual meeting of directors. The initial terms of the directors designated as Group "A" shall expire at the third annual meeting of directors. At each annual meeting of the corporation any vacancy shall be filled by a majority vote of the then sitting directors of the corporation. Each director so elected shall serve for a term of three (3) years.

#### ARTICLE VII.

A director of this corporation shall not be personally liable to the corporation or its shareholders for money damages for any action taken or any failure to take action, as a director, except liability for the following:

1. The amount of financial benefit received by a director to which the director is not entitled.
2. An intentional infliction of harm on the corporation.
3. A violation of Section 490.833 of the Iowa Code.
4. 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 Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the corporation, then the liability of a director of this corporation shall be eliminated or limited to the full extent then permitted.

#### ARTICLE VIII.

This corporation shall indemnify a director of this corporation for liability to any person for any action taken, or any failure to take action, as a director, 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 or person relating to his or her conduct 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 Article shall not apply:

1. to the receipt of a financial benefit to which the person is not entitled;
2. an intentional infliction of harm on the corporation;
3. a violation of Section 490.83 of the Iowa Code;
4. an intentional violation of criminal law.

In addition, the corporation may indemnify a director against liability incurred in the preceding if any of the conditions set forth in Section 490.851 of the Iowa Code are met. The corporation shall indemnify a director who was wholly successful on the merits or otherwise, and the defense of any proceeding to which a director was a party because a director is or was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding. The corporation may, before final disposition of a proceeding, advance funds to pay or reimburse reasonable expenses incurred by a director who is a party to a proceeding if the conditions set forth in Section 490.853 of the Iowa Code are met.

#### ARTICLE IX

These Articles of Incorporation may be amended at any time and from time to time by a vote of 2/3 of all of the directors of the corporation, except that any amendment to Article III must be by a unanimous vote of all of the directors of the corporation.

Dated this 21st day of August, 2012.

\_\_\_\_\_ Curtis Klaahsen, Incorporator