

ARTICLES OF INCORPORATION
IOWA INSTITUTE FOR LOW-INCOME HOUSING,
ENERGY AND TELECOMMUNICATIONS

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

We, David A. Discher, Clayton C. Mowers, and Beverly Wharton, acting as the incorporators of a corporation organized under the Iowa Nonprofit Corporation Act (Iowa Code chapter 504A), adopt the following Articles of Incorporation for the corporation:

1. **Name.** The name of the corporation is "Iowa Institute for Low-Income Housing, Energy and Telecommunications".
2. **Duration.** The corporation will have a perpetual duration.
3. **Purpose.** The corporation is organized for charitable, scientific and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
4. **Restrictions on Powers.**
 - A. No part of the net earnings of the corporation will enure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered.
 - B. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - C. Notwithstanding any other provisions of these articles of incorporation, the corporation will 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).
 - D. On the dissolution of the corporation, the board of directors will, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all 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 will 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 provision of any future United States Internal Revenue Law), as the board of directors will determine. Any such assets not so disposed of will be disposed of by the District Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as this court will determine, which are organized and operated exclusively for such purposes.

5. **Registered office.** The registered office of the corporation is 321 East Walnut Street, Suite 320, Des Moines, Polk County, Iowa 50309, and David A. Discher is the registered agent at this address.

6. **Directors.** The number of directors constituting the initial board of directors of the corporation is nine. The names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
David A. Discher	Director Human Services Coordinating Board United Way of Central Iowa 1111 9th Street Des Moines, Iowa 50314
Phyllis McWilliams	Executive Director SIEDA P.O. Box 658 Ottumwa, Iowa 52501
Clayton C. Mowers	President/CEO Home Federal Savings & Loan P.O. Box 100 Algona, Iowa 50511
James F. Price	Contel of Iowa 1214 W. Jackson Knoxville, Iowa 50138
Senator James Riordan	P.O. Box 11 Waukee, Iowa 50263
Paul Stanfield	321 E. Walnut, Suite 390 Des Moines, Iowa 50309

Rep. Thomas E. Swartz 1516 W. State
Marshalltown, Iowa 50158

Luther Trent Treasurer
HACAP Board of Directors
1125 9th Street SE
Cedar Rapids, Iowa 52403

Beverly A. Wharton Senior Vice-President
Iowa Public Service Company
P.O. Box 778
Sioux City, Iowa 51102

7. No membership. The corporation will have no members.
8. Not private foundation. The corporation is not intended to be a private foundation. Iowa Code §§504B.2 and 504B.3 will not apply to this corporation unless it becomes a private foundation.
9. Limit on liability. Except as otherwise provided by law, a director, officer, or employee is not liable on the corporation's debts or obligations. Also, except as otherwise provided by law, a director, officer, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of that person performed in the discharge of the person's duties. However, the previous sentences do not eliminate or limit the liability of these persons for any of the following acts or omissions.
 - A. Any breach of that person's duty of loyalty to the corporation.
 - B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
 - C. Any transaction from which the person derives an improper personal benefit.
 - D. Any act or omission for which Iowa Code §496A.44 imposes liability.
10. Existence begins. The corporation's existence will begin when the Iowa secretary of state issues the certificate of incorporation.

11. Incorporator. The incorporator's names and addresses are:

NAME	ADDRESS
David A. Discher	Director Human Services Coordinating Board United Way of Central Iowa 1111 9th Street Des Moines, Iowa 50314
Clayton C. Mowers	President/CEO Home Federal Savings & Loan P.O. Box 100 Algona, Iowa 50511
Beverly Wharton	Senior Vice-President Iowa Public Service Company P.O. Box 778 Sioux City, Iowa 51102

Dated: 12-21-89

David A. Discher
David A. Discher

Dated: 12-29-89

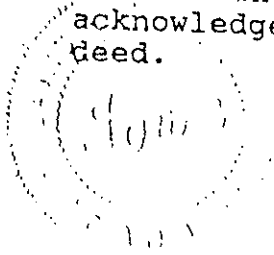
Clayton C. Mowers
Clayton C. Mowers

Dated: 1-8-90

Beverly Wharton
Beverly Wharton

State of Iowa)
County of Polk) SS:

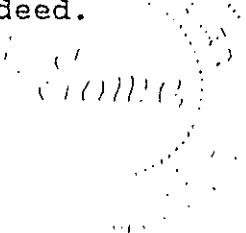
On the 21st day of December, 1989 before me, a Notary Public in and for the State of Iowa, personally appeared David A. Discher, incorporator, to me known to be the identical person named in and who executed the within and foregoing instrument, and acknowledged that he executed the same as his voluntary act and deed.



Janis L. Carrine
NOTARY PUBLIC IN AND FOR THE
STATE OF IOWA

State of Iowa)
County of Kossuth) SS:

On the 29 day of December, 1989 before me, a Notary Public in and for the State of Iowa, personally appeared Clayton C. Mowers, incorporator, to me known to be the identical person named in and who executed the within and foregoing instrument, and acknowledged that he executed the same as his voluntary act and deed.

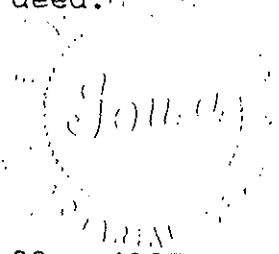


Sandra C. Wiener
NOTARY PUBLIC IN AND FOR THE
STATE OF IOWA

Sandra C. Wiener

State of Iowa)
County of Woodbury) SS:

On the 8th day of January, 1990 before me, a Notary Public in and for the State of Iowa, personally appeared Beverly Wharton, incorporator, to me known to be the identical person named in and who executed the within and foregoing instrument, and acknowledged that she executed the same as her voluntary act and deed.



Jennie B. Livingston
NOTARY PUBLIC IN AND FOR THE
STATE OF IOWA

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