

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROOSEVELT HIGH SCHOOL FOUNDATION,
AN IOWA NONPROFIT CORPORATION**

**TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:**

I, the undersigned, acting as current President of the Board of Directors of an Iowa Nonprofit Corporation under the “Revised Iowa Nonprofit Corporation Act,” Iowa Code Chapter 504 (2021), hereby adopt the following Amended and Restated Articles of Incorporation.

I also hereby certify that these Amended and Restated Articles of Incorporation consolidate all amendments into this single document.

**ARTICLE I
NAME**

The name of the Corporation is Roosevelt High School Foundation.

Hereinafter, in this single document, Roosevelt High School Foundation is identified simply as “Corporation.”

**ARTICLE II
TYPE OF ORGANIZATION**

This Corporation is a “public benefit” nonprofit Corporation.

**ARTICLE III
DURATION**

The period of the Corporation’s duration shall be perpetual.

**ARTICLE IV
PURPOSE**

The purpose of the Corporation shall include:

- (1) The Corporation is organized to celebrate the tradition and shape the future of Roosevelt High School by engaging, connecting, and supporting the students, faculty, alumni, and the Roosevelt community.

- (2) Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable and educational 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V PROHIBITIONS

- (1) The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (2) 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 any candidate for public office.
- (3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or by a Corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI REGISTERED AGENT

The name and address of the Corporation's Registered Agent and Registered Office in the State of Iowa is CT Corporation, 400 East Court Avenue, Des Moines, IA 50309.

ARTICLE VII CURRENT DIRECTORS

The name, addresses, and number of directors constituting the current Board of Directors, including officers, of the Corporation is:

Kate Mead, President, 5436 Harwood Drive, Des Moines, IA 50312

Bryan Huggins, President Elect, 1535 Germania Drive, Des Moines, IA 50311

Heather Welch Puri, Treasurer, 694 56th Street, Des Moines, IA 50312

Marie Gernes, Secretary, 4714 Pleasant Street, Des Moines, IA 50312

Rose Green, Immediate Past President, 706 55th Street, Des Moines, IA 50312

Sam Aden, 5216 Harwood Drive, Des Moines, IA 50312

Haleigh Biancalana, 8307 Brookview Place, Urbandale, IA 50322

Jack Christensen, 3013 48th Place, Des Moines, IA 50310

Jackson Dahlquist, 1107 46th Street, Des Moines, IA 50311

Julianne Hilmes-Bartlett, 6115 Woodland Road, Des Moines, IA 50312

Dylan Huey, 5020 Harwood Drive, Des Moines, IA 50312

AJ Johnson, 4200 162nd Street, Urbandale, IA 50322

Charlotte Lozier, 103 SW 3rd Street, Apartment 403, Des Moines, IA 50309

Erik Lundy, 200 Des Moines Street, Apartment 424, Des Moines, IA 50309

Demario Luttrell, 4029 Muskogee Avenue, Des Moines, IA 50312

Steve Malone, 3306 John Lynde Road, Des Moines, IA 50312

Nate Nielsen, 340 SW 7th Street, Apartment 411, Des Moines, IA 50309

Kate Rodriguez, 1427 56th Street, Des Moines, IA 50311

Blair Ryan, 924 30th Street, Des Moines, IA 50312

Ted Stroope, 4309 Chamberlain Drive, Des Moines, IA 50312

Mak Suceska, 708 SE 6th Street, Unit 19, Des Moines, IA 50309

Abby Zegers, 7501 N. Onyx Try, Indianola, IA 50125

ARTICLE VIII
MEMBERS

The Corporation shall have no members.

**ARTICLE IX
CURRENT BOARD PRESIDENT**

The name and address of the current President of the Board of Directors:

Kate Mead, President, 5436 Harwood Drive, Des Moines, IA 50312

**ARTICLE X
POWERS**

- (1) The Corporation shall have all of the powers given to it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).
- (2) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).
- (3) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).
- (4) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of The Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).
- (5) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).
- (6) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any Internal Revenue Law).

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors 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 for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any Internal Revenue Law), or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE XII
INDEMNIFICATION**

The Corporation does indemnify any directors, officers, employees, and agents of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person:

- (1) fraudulently and intentionally violated the law; and/or
- (2) maliciously conducted acts to damage and/or defraud the corporation; and/or
- (3) as otherwise provided under applicable Iowa or federal statute(s).

**ARTICLE XIII
FUTURE AMENDMENT TO ARTICLES**

- (1) These Articles of Incorporation may be further altered, amended, or repealed, and new Articles adopted, by the affirmative vote of two-thirds (2/3rds) of the entire Board of Directors at a meeting of the Board of Directors.
- (2) Notice of the meeting setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation.
- (3) If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the current President of the Board of Directors, has caused the execution of the foregoing Amended and Restated Articles of Incorporation for this Corporation.

Kate
Mead

[Printed name of the President of the Board of Directors]

KATE MEAD

Kate Mead

[Signed name of the President of the Board of Directors]

October 26, 2021

[Date]