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**ADVANCING OUR VALUES
ARTICLES OF INCORPORATION**

1116529 ARTI \$20.00 KATHY Z 6/28/23

I, the undersigned natural person over the age of eighteen (18), acting as incorporator of a nonprofit public benefit corporation under the Revised Iowa Nonprofit Corporation Act (the "Code"), adopt the following Articles of Incorporation for such corporation:

**Article I
NAME**

The name of the corporation shall be Advancing Our Values (hereafter "the Corporation").

**Article II
DURATION**

The period of the Corporation's duration is perpetual.

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**Article III
PRINCIPAL OFFICE**

The principal office of the Corporation is to be located in the City of Des Moines, in Des Moines County, Iowa.

**Article IV
NONPROFIT CORPORATION AND PURPOSE**

The Corporation is organized and operated exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986. The purpose of the Corporation is to advocate for effective and responsible leadership that embraces both personal liberty and social progress to protect the individual freedoms of all Americans.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provision of any future United State Internal Revenue law.

**Article V
BOARD OF DIRECTORS**

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The Board of Directors of the Corporation shall be the governing body of the Corporation. The management of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation. The number of directors shall be fixed in the manner provided in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner provided by the Bylaws of the Corporation, but in no event shall there be less than one (1) director. The number of directors constituting the initial Board of Directors is one (1) and their name and address is as follows:

Kyle Adema
4216 N. 172nd Ave.
Omaha, NE 68116

Article VI
CHAIRPERSON OF THE BOARD OF DIRECTORS

The name and address of the person who is the initial Chairperson of the Board of Directors of the Corporation is as follows:

Kyle Adema
4216 N. 172nd Ave.
Omaha, NE 68116

Article VII
MEMBERSHIP

The Corporation shall not have members.

Article VIII
RESTRICTIONS

The Corporation may not pay dividends or other corporate income to its directors or officers, private individuals, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV.

Article IX
LIMITATION OF LIABILITY

To the fullest extent permitted by Iowa law, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this Article IX does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of the director's duties to the Corporation;
- (c) an act or omission that involves intentional misconduct or a knowing violation of the law;
- (d) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's duties; or
- (e) an act or omission for which the liability of a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of these Articles of Incorporation or the Bylaws of the Corporation, contract or agreement, vote of the Board of Directors, principle of law or otherwise. Any repeal or amendment of this Article IX shall be prospective only, and shall not adversely affect any limitation on the personal liability or alleged liability of a director of the Corporation existing at the time of such repeal or amendment.

In addition to the foregoing provisions, if the Code is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Code, as so amended. Any repeal or modification of those provisions of the Code that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification unless such adverse construction is required by law.

Article X

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 100 Court Avenue, Suite 201, Des Moines, IA 50309, and the name of its initial registered agent at such address is an organization by the name of Cogency Global Inc.

Article XI
DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the assets of the Corporation to another organization organized and operated exclusively for charitable purposes or for social welfare purposes as described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue law, and any other applicable state or federal law.

Article XII
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jenny Kim	1501 Wilson Blvd. Suite 1050 Arlington, VA 22209

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Formation as of June 23, 2023.



Jenny Kim

Incorporator

FILED
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SECRETARY OF STATE
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