

Iowa Secretary of State
321 East 12th Street
Des Moines, IA 50319
sos.iowa.gov



FILED

Date **9/26/2023 09:18 AM**
Corp No **763893**
Cert No **FT0290336**

Articles of Incorporation - Nonprofit

Information

CODE 504 REVISED DOMESTIC NON-PROFIT

Chapter

Cedar Valley River Partnership

Name of Corporation

09/26/2023 12:01:00 AM

Effective Date

Perpetual

Expiration Date

No

Members

ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION Upon the dissolution of this Corporation, assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Upon dissolution

No

Does the corporation hold an interest in agricultural land in Iowa?

Registered Agent

Brian Schoon

Full Name

229 East Park Avenue

Address1

Address2

Waterloo

City

IA

State

50703

Zip

USA

Country

Incorporator

Brian Schoon

Full Name

229 East Park Avenue

Address1

Address2

Waterloo

City

IA

State

50703

Zip

USA

Country

Principal Office

Address1

Address2

City

State

Zip

Country

Officers & Directors

President Director

Officer Type

Cary Darrah

Full Name

Westfield Ave.

Address1

Address2

Waterloo

City

IA

State

50701

Zip

USA

Country

Director

Officer Type

Mark Kittrell

Full Name

200 State St., Ste. 202-Z

Address1

Address2

Cedar Falls

City

IA

State

50613

Zip

USA

Country

Director

Officer Type

Brian Schoon

Full Name

229 E. Park Ave.

Address1

Address2

Waterloo

City

IA

State

50703

Zip

USA

Country

Treasurer Director

Officer Type

Mike Young

Full Name

314 E. 4th St.

Address1

Address2

Waterloo

City

IA

State

50703

Zip

USA

Country

Director

Officer Type

Quentin Hart

Full Name

715 Mulberry St.

Address1

Address2

Waterloo

City

IA

State

50703

Zip

USA

Country

Director

Officer Type

Rob Green

Full Name

220 Clay St.

Address1

Address2

Cedar Falls

City

IA

State

50613

Zip

USA

Country

Director

Officer Type

Chris Bering

Full Name

3801 W. Ridgeway Ave.

Address1

Address2

Waterloo

City

IA

State

50701

Zip

USA

Country

Secretary Director

Officer Type

Isaiah Corbin

Full Name

229 E. Park Ave.

Address1

Address2

Waterloo

City

IA

State

50703

Zip

USA

Country

Signature(s)

Brian Schoon

Incorporator

09/26/2023 09:16:49

Date

**ARTICLES OF INCORPORATION
OF
CEDAR VALLEY RIVER PARTNERSHIP**

The undersigned, acting as Incorporator, adopts the following Articles of Incorporation pursuant to Section 504.202 of the Revised Iowa Nonprofit Corporation Act:

**ARTICLE I.
NAME**

The name of the Corporation is Cedar Valley River Partnership.

**ARTICLE II.
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III.
PURPOSE**

The purpose of the Corporation is the coordination and monitoring of the implementation of the Cedar Valley River Experience plan including, but not limited to, coordinating a vision for the Cedar Valley River, supporting project funding and application, and coordinating implementation strategies. This Company is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

**ARTICLE IV.
RESTRICTIONS**

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 Article III. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall 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, or corresponding section of any future federal tax code, or (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE V.
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the Corporation's initial registered office in Iowa is 229 East Park Avenue, Waterloo, IA 50703 and the name of its registered agent at that office is Brian Schoon.

**ARTICLE VI.
MEMBERS**

The Corporation shall have no members.

**ARTICLE VII.
BOARD OF DIRECTORS**

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

Cary Darrah	360 Westfield Ave., Waterloo, IA 50701
Mark Kittrell	200 State St., Ste. 202-Z, Cedar Falls, IA 50613
Brian Schoon	229 E. Park Ave., Waterloo, IA 50703
Mike Young	314 E. 4 th St., Waterloo, IA 50703
Quentin Hart	715 Mulberry St., Waterloo, IA 50703
Rob Green	220 Clay St., Cedar Falls, IA 50613
Chris Bering	3801 W. Ridgeway Ave., Waterloo, IA 50701
Isaiah Corbin	229 E. Park Ave., Waterloo, IA 50701

**ARTICLE VIII.
POWERS**

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 provision of any future federal tax law. The Corporation (A) 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 corresponding provisions of any later federal tax laws, (B) 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 corresponding provisions of any future federal tax code, (C) will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code, (D) 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 corresponding provisions of any future federal tax code, and (E) will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code.

**ARTICLE IX.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of this Corporation, assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE X.
LIMITATION OF LIABILITY**

Directors, officers, employees, and agents of the Corporation shall not be liable to the Corporation for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a 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 the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, officers, employees, and agents, then the liability of a director, officer, employee, and agent of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law.

**ARTICLE XI.
INCORPORATOR**

The name and address of the Incorporator of this Corporation is 229 East Park Avenue, Waterloo IA, 50703.

Dated: SEPTEMBER 25, 2023.



Brian Schoon, Incorporator