

**Iowa State Association of Counties
Restated Articles of Incorporation**

I. The name of the corporation is Iowa State Association of Counties.

II. The period of its duration is perpetual.

III. The purposes for which the corporation is organized are to maintain a permanent organization to secure cooperation among the several counties of the State of Iowa and the public officers of the several counties in a comprehensive study of local problems and in the application of knowledge obtained to procure efficient methods of local government; to provide ways and means whereby the county officials of the several counties of this state may interchange ideas and experiences and obtain expert advice; to so organize and coordinate activities between the several counties as to be able to advise and cooperate with the Iowa General Assembly and the Congress toward the enactment of legislation that will be of most benefit to the citizens of the state; to do any and all other things necessary, proper or fitting to carry out the objects herein expressed or for the benefit of the counties or county officials of the State of Iowa and to engage in any and all lawful activities for which corporations may be organized under the Iowa Non-Profit Corporation Act.

IV. Voting rights:

Counties (99) - None except through general membership.

Affiliated Associations - Elect and certify directors annually.

General Membership - Vote on all questions presented at annual or special meetings of corporation.

Associate Membership - None whatsoever

V. All counties of the State of Iowa shall be eligible for membership. All elected county officers and all officers or employees of various counties of the State of Iowa shall be eligible for membership. Each affiliate association shall be entitled to seat a member or members (such member must be a county employee or an employee of the county conference board) on the Board of Directors as follows:

Iowa State Association of County Supervisors	3 Members
Iowa State Sheriffs' and Deputies' Association	1 Member
Iowa County Attorneys Association, Inc.	1 Member
Iowa State Association of County Auditors	1 Member
Iowa State County Treasurers Association	1 Member
Iowa County Recorders Association, Inc.	1 Member
Iowa County Engineers Association	1 Member
Iowa State Association of Assessors	1 Member
Community Services Association	1 Member
Iowa Emergency Management Association	1 Member
County Conservation Directors Association of Iowa	1 Member
Iowa Director, National Association of Counties	1 or more Members
Iowa Environmental Health Association, Inc.	1 Member

Iowa Counties Public Health Association	1 Member
County Zoning Officials of Iowa	1 Member
Iowa Counties Information Technology Organization	1 Member
Immediate Past President, Iowa State Association of Counties	1 Member

VI. The property and business of the corporation shall be managed and controlled by the Board of Directors which shall include the four (4) officers of the corporation. The directors shall be elected annually at the annual or special meeting of each Affiliated Association specified in Article V herein. The immediate past president of this corporation shall serve as a director for the year following his or her term of office. The term of each director shall be for one (1) year commencing at 12:01 a.m. central standard time of January 1st of each year. Any member of this corporation who is also a director of the National Association of Counties shall automatically be a director of this corporation. The Executive Director of this Association shall be a member ex officio of the Board of Directors. Officers of the corporation shall be elected annually by the Board of Directors.

VII. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any individual, 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 purpose set forth in Article III.

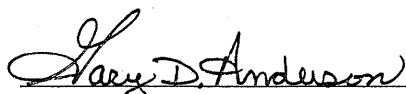
VIII. Upon dissolution of the corporation, assets shall be distributed to each member county for one or more exempt purposes within the meaning of Section 501(c) (4) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or to such organization or organizations, organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c) (4) of the Internal Revenue Code, or corresponding section in any future Federal tax code.

IX. The address of the registered office of the corporation is 501 S.W. 7th Street, Suite Q, Des Moines, Iowa 50309 and the name of the registered agent at such address is William R. Peterson.

X. These amended Articles of Incorporation: (1) correctly set forth the provisions of the Articles of Incorporation as heretofore and hereby restated and (2) have been duly adopted as required by law:

IN WITNESS WHEREOF, the undersigned caused the execution of the foregoing Restated Articles of Incorporation on this 30th day of April, 2009.

IOWA STATE ASSOCIATION OF COUNTIES



 President Gary Anderson

CERTIFICATE

Pursuant to the Iowa Code section 504.1006(4), the foregoing Amended and Restated Articles of Incorporation:

(a) Consolidate all amendments into a single document.

(b) The amendments were duly approved in the manner required by the Revised Iowa Corporation Act, the articles of incorporation and bylaws.

(c) Dated, 2007

IOWA STATE ASSOCIATION OF COUNTIES, as restated October 1975.

IOWA STATE ASSOCIATION OF COUNTIES, as restated October 3, 1980.

IOWA STATE ASSOCIATION OF COUNTIES, as restated October 14, 1983.

IOWA STATE ASSOCIATION OF COUNTIES, as restated October 16, 1987.

IOWA STATE ASSOCIATION OF COUNTIES, as restated March 17, 1988.

IOWA STATE ASSOCIATION OF COUNTIES, as restated October 13, 1989.

IOWA STATE ASSOCIATION OF COUNTIES, as restated March 14, 1991.

IOWA STATE ASSOCIATION OF COUNTIES, as restated March 11, 1993.

IOWA STATE ASSOCIATION OF COUNTIES, as restated March 18, 1999.

IOWA STATE ASSOCIATION OF COUNTIES, as restated November 15, 2001.

IOWA STATE ASSOCIATION OF COUNTIES, as restated November 21, 2002.

IOWA STATE ASSOCIATION OF COUNTIES, as restated April 27, 2007.

IOWA STATE ASSOCIATION OF COUNTIES, as restated January 22, 2009.

IOWA STATE ASSOCIATION OF COUNTIES, as restated April 30, 2009.