

ARTICLES OF INCORPORATION

of

THE DELTA CHI EDUCATIONAL FOUNDATION

*(as amended May 1, 1973 and recorded June 4, 1973 and amended  
December 15, 1981 and recorded August 10, 1982)*

We, whose names are hereto subscribed, being adults and citizens of the State of Iowa, do hereby organize ourselves into a corporation not for pecuniary profit under and by virtue of the provisions of Chapter 504, Title XIX of the Code of Iowa for 1954 and all acts amendatory thereto, assuming all the power, rights and privileges granted bodies corporate and accepting all the duties and obligations imposed under and by virtue of said chapter and title and do hereby adopt for such purpose the following Articles of Incorporation, to-wit:

ARTICLE I

Name and Place of Business

The name of this corporation shall be:

THE DELTA CHI EDUCATIONAL FOUNDATION

and its principal place of business shall be in Iowa City, Johnson County, Iowa and it shall have power to establish branch offices in such other places as the Board of Directors shall from time to time determine.

ARTICLE II

Objects and Purposes

1. This corporation is organized and its operations shall be conducted exclusively to accomplish the following objects and purposes:

(a) To aid, encourage, promote and contribute to the education of needy and deserving persons enrolled as students in any school, college or university in the United States of America or in the Dominion of Canada;

(b) To provide educational advantages and educational opportunities for such students;

(c) To aid and assist such students financially or otherwise in the improvement of their physical, mental and moral education;

(d) To further sound learning by the establishment or financing of endowments, fellowships and scholarship incentives and awards;

(e) And generally to carry on, either alone or in cooperation with or through others, any and all activities in furtherance of one or more of such objects and purposes;

(f) Without limiting the generality of the objects and purposes herein above expressed, the corporation in furtherance thereof, but not otherwise, may supplement or implement the work of any college or university or any integral unit thereof in the promotion of scholarship, character or morality of their students and may assist any student who is needy or deserving to complete his educational work, and may make or promote donations or loans to any college or university or to any integral units thereof affording or providing educational advantages and educational opportunities.

2. The corporation shall have power to acquire, take and hold, by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, real, personal or mixed; without limitation as to amount or value, except such limitation, if any, as shall be specifically prescribed by law; to borrow money, sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of any such property and deal with and expend the income and principal of the corporation; all in such manner as in the judgment of the directors of the corporation will best promote its objects and purposes.

3. The objects and purposes of the corporation shall be exclusively educational or charitable or both, and for the public benefit, and all of the foregoing stated objects and purposes shall be strictly so limited and construed. All aid and assistance given by the corporation shall be voluntary. The corporation is not organized or created, and shall not be maintained or operated for private gain or personal or pecuniary profit or benefit. All of its funds and assets, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the educational and charitable objects

and purposes hereinabove expressed. No member, director, officer or employee of the corporation or any other person shall receive or be entitled to receive under any circumstances any pecuniary profit or benefit from the operations or liquidation thereof, except as reasonable compensation for services rendered in effecting one of more of the educational and charitable objects or purposes of the corporation. Upon any dissolution of the corporation, or any partial or entire liquidation of its property and assets, none of such property and assets shall be distributed to any member, director or officer of the corporation or to any other individual, but any and all property and assets distributed in the course of such liquidation shall be disposed of for charitable and educational purposes. No substantial part of the activities of the corporation shall be or involve the carrying on of propoganda, or otherwise attempting to influence legislation.

### ARTICLE III

#### Commencement and Duration

This corporation shall begin business on the date of issuance of Certificate of Incorporation by the Secretary of State of the State of Iowa, to-wit; November 26, 1954 and shall endure for a period of fifty (50) years from said date with the right of renewal, reincorporation and perpetual succession as provided by law unless sooner dissolved as by law provided.

### ARTICLE IV

#### Members

The members of this corporation and the conditions and regulations for admission into membership shall be such as may be determined and fixed in its By-laws.

### ARTICLE V

#### Directors

1. The number of directors of this corporation shall be not less than five (5) and not more than nine (9) and the manner of their election and the term of their office shall be such as may determined and fixed by its by-laws.

2. Until the first annual meeting of members or until their successors have been elected and qualified the directors of this corporation shall be:

L. Harold Anderson	245 Market Street San Francisco, California
C. M. Thompson	709 West University Champaign, Illinois
John B. Harshman	1201 Third National Bldg. Dayton 2, Ohio
Donald G. Isett	Metropolitan Supply Co. Cedar Rapids, Iowa
Roger Steffan	The White House Washington, D. C.

#### ARTICLE VI

##### Officers

1. The officers of this corporation shall consist of a president, vice president, secretary, treasurer and such other officers or agents as the Board of Directors may from time to time designate who shall be elected by the Board of Directors and shall hold office subject to the will and pleasure of the Board of Directors.

2. Subject to the will and pleasure of the Board of Directors the officers of this corporation shall be:

President	<u>C. M. Thompson</u>
Vice President	<u>John B. Harshman</u>
Secretary	<u>Roger Steffan</u>
Treasurer	<u>L. Harold Anderson</u>

#### ARTICLE VII

##### Meetings

1. The annual meeting of members and the annual meeting of the Board of Directors shall be held on the second Saturday of September of each year at ten o'clock A. M. provided that in the event a quorum does not attend such meeting, those present may adjourn the meeting to a date chosen by them.

2. Special meetings of members may be called at such time and place as the Board of Directors may determine and special meetings of the Board of Directors may be called at such time and place as the Board may by resolution provide or pursuant to the call of the President or any two members of the Board.

3. The form of call, the form and conditions of notice, the quorum, and the order of business at all meetings of members and at all meetings of Directors may be such as may be prescribed in the Bylaws.

#### **ARTICLE VIII**

##### **Liability for Debts**

The private property of incorporators, members, directors and officers of this corporation shall be exempted from liability for debts, contracts, obligations or liabilities of this corporation and this article shall not be amended.

#### **ARTICLE IX**

##### **By-laws**

1. The members of this corporation at any annual or special meeting thereof may adopt Bylaws not inconsistent with these Articles of Incorporation or the laws of the State of Iowa and may alter, amend or repeal such Bylaws.

2. The Board of Directors of this corporation at any annual, regular or special meeting thereof may adopt By-laws not inconsistent with these Articles of Incorporation, or the laws of the State of Iowa, or any By-law adopted by the members and may alter, amend or repeal any such By-law adopted by the Board of Directors.

#### **ARTICLE X**

##### **Seal**

This corporation shall have a corporate seal upon which shall appear, among such other things as the Board of Directors may designate, the words:

THE DELTA CHI EDUCATIONAL FOUNDATION

ARTICLE A1

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the vote of a majority of the members voting at any annual or special meeting thereof called for that purpose by the President or Secretary or a majority of the Board of Directors.

Notice of any meeting at which it is proposed to amend the Articles of Incorporation shall be given by mailing to each member at his last known post office address, at least ten (10) days prior to such meeting, a notice signed by the Secretary setting forth the proposed amendments in substance, or by two publications of said notice in some daily or weekly newspaper in general circulation in the county wherein said corporation has its principal place of business. The last publication of said notice shall not be less than ten (10) days prior to the date of such meeting.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 24th day of November, 1954.

Donald G. Isett

C. Woody Thompson

John H. Hogeland