

RESTATED
ARTICLES OF INCORPORATION
POSITIVE IMPACT MEDIA

95081

Articles of Incorporation of the undersigned, who is a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Iowa, does hereby certify:

- First:** The name of the Corporation shall be Positive Impact Media, Inc.
- Second:** The place in this state where the principal office of the Corporation is to be located is the City of Des Moines, Polk County.
- Third:** Said Corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.
- Fourth:** The name and address of the person who is the initial trustee of the Corporation is as follows:

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<u>Name</u>	<u>Address</u>
Michael L. Whalen	1501 River Drive - Moline, IL 61265-1307

Fifth: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 "Third" hereof. 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 except from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future Federal Tax Code.

Sixth: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, I have hereunto subscribed my name this 14th day of Sept 2000

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation and have been duly adopted as required by law.

Michael L. Whalen
Michael L. Whalen

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