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**Amended and Restated Articles of Incorporation
of
Winneshiek County United Fund, Inc.**

Now to be known as United Way of Winneshiek County, Inc.

TO THE SECRETARY OF STATE

OF THE STATE OF IOWA:

Pursuant to the provisions of the Revised Iowa Nonprofit Corporation Act (the "Act"), Chapter 504, Code of Iowa the undersigned corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

Article I.

NAME. The name of this corporation is 'United Way of Winneshiek County, Inc.

Article II.

DURATION. The period of its duration is perpetual.

Article III.

GENERAL POWERS AND PURPOSES. This corporation is empowered to do and perform all acts which corporations are empowered to do under the Act. The corporation is organized exclusively for the purposes of a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

1. To provide support for voluntary, non-profit organizations which, whether their scope be local, state-wide, or national, or a combination thereof, are engaged in affecting the health, welfare, and recreational needs of the people of Winneshiek County, Iowa, through a united annual fund raising campaign to be known as the United Way of Winneshiek County Fundraising Campaign.
2. To determine which services shall receive financial support through the annual campaign and the extent to which this support shall be given.
3. To study the health, welfare and recreational needs of the county and to meet these needs through the cooperative efforts of the participating health, welfare, and recreational services, and other interested county organizations in order to develop and maintain for the county an integrated program in the interest of society, which will be efficient and economical.
4. To promote public understanding of the county's health, welfare, and recreational program and especially the work of those organizations given financial support and to stimulate voluntary citizen participation therein.
5. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and

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empowered to pay reasonable compensation for services rendered. This corporation shall have the power to acquire and hold real estate, lease real estate and purchase and acquire the necessary property to accomplish the purposes set forth herein, pay taxes, insurance and other necessary expenses, including the employment of employees with regard to the above purposes, and all other things necessary to accomplish the purposes of this corporation. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

6. This corporation shall have no capital stock. The private property of the, officers and directors shall be forever exempt from liability for corporate debts, obligations and/or liabilities.

Article IV.

MEMBERS. The corporation shall not have members.

Article V.

GOVERNING BODY.

1. The work of this corporation shall be governed and directed by a Board of Directors, all of whom shall be volunteers. The Board of Directors shall be made up of persons representative of diverse elements of the community including taxpayers, donors, users of community services and persons affiliated with agencies and organizations serving the community. At least twenty percent of the Board of Directors will consist of representatives from member agencies.
2. The Board of Directors shall determine the place, hour and date of the Annual Meeting of the Board of Directors at least 10 days in advance thereof. Annual Meeting shall be combined with the January meeting of the Board of Directors.
3. The members of the Board of Directors shall be elected for a period of three years. No director shall succeed himself or herself more than once.
4. The business of this corporation shall be transacted by an Executive Committee subset of the Board of Directors who shall have full power to manage and conduct the business of the corporation between meetings of the Board of Directors.
5. The Secretary need not necessarily be chosen from the membership of the Board of Directors or of the Executive Board, and may be elected and employed by the Executive Board. The Executive Board shall consist of the President, Vice President/Campaign Chair, Treasurer, Secretary, immediate Past President – regardless of whether the immediate Past President is a current member of the Board of Directors, and other members of the Board of Directors as designated by the President, such as Chairs of any standing committee.
6. The Board of Directors shall have the power to adopt such by-laws as it shall deem necessary for the operation of the affairs of the corporation not in conflict with these Articles.

Article VI

OFFICERS. All officers shall be elected at the annual meeting of the Board of Directors. These officers shall serve until their successors are elected. The officers of the corporation shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary. The offices of Secretary and Treasurer may be simultaneously held by the same person.

Article VII

AMENDMENTS. These Articles and any by-laws may be amended at any Annual Meeting of the Board of Directors of the corporation, or at any special meeting called for that purpose, by a majority vote of the entire Board of Directors, providing notice of amendments and proposed changes be included with any notice of the meeting being called for that purpose.

Article VIII

NON-LIABILITY AND EXEMPTION. A director, officer, employee, or other volunteer of the corporation is not liable for the corporation's debts or obligations and a director, officer, employee, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

If this limitation of liability is deemed unenforceable as being too broad, then the above provisions shall be enforced to the fullest extent allowed by law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors, officers, employees, or other volunteers for damages, then the liability of such director, officer, employee, or other volunteer of the corporation shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, or other volunteers of this corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Article IX

INDEMNIFICATION. Except as otherwise provided by law, a director, officer, employee or other volunteer of this corporation, as well as each director, officer, employee or other volunteer of this corporation who is serving or who has served at the corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified to the fullest extent possible by the corporation for liability, as defined in Section 851, subsection 5, of the Revised Iowa Nonprofit Corporation Act, to any person for any action taken, or any failure to take any action, as a director, officer, employee or other volunteer of this corporation, or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except with regard to any action, suit or proceeding by or in the right of the corporation or with respect to any liability for any of the following: (1) receipt of a financial benefit to which the person is not entitled; (2) an intentional infliction of harm to the corporation; (3) a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. In order to be eligible for

indemnification, a person must satisfy any and all applicable standards of conduct and liability set forth in the Revised Iowa Nonprofit Corporation Act.

The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, agreement, vote of disinterested directors or otherwise. Any repeal or amendment of this Article shall not adversely affect any right or protection of a director, officer, employee, or other volunteer existing at the time of such repeal or amendment.

Article X

LEGISLATIVE OR POLITICAL ACTIVITIES. 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 any candidate for public office.

Article XI

REGISTERED OFFICE. The address of the registered office of the corporation is 212 Winnebago St., Decorah, IA 52101, and the name of its registered agent is Daniel L. Frerheim, at such address.

Article XII

DISSOLUTION. This corporation may be dissolved pursuant to the laws of the State of Iowa, including the Act, as the same may be amended from time to time. Upon such dissolution of the corporation, the Board of Directors shall, after paying and making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of Iowa, in and for the county in which the principal office of this 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. This Article shall apply either to dissolution or liquidation of this corporation, whether voluntary or involuntary.

Article XIII

VOTES FOR AMENDMENT. The total number of votes cast for and against these Amended and Restated Articles of Incorporation by the voting groups entitled to vote on the Amended and Restated Articles of Incorporation were as follows:

The Board of Directors, on March 15, 2018 was 14 votes for and 0 votes against.
The Members, on March 15, 2018 was 16 votes for and 0 votes against.

The number of votes cast for the Amended and Restated Articles of Incorporation by the Board of Directors and the Members was sufficient for approval by that voting group.

Article XIV

MISCELLANEOUS. These Amended and Restated Articles of Incorporation (1) correctly set forth the provisions of the Amended and Restated Articles of Incorporation of the corporation as heretofore and hereby amended, (2) have been duly adopted as required by law, and (3) supersede the Original Articles of Incorporation and all amendments thereto.

Dated this 15th day of March, 2018.

United Way of Winneshiek County, Inc.

Kelly Elsbernd
By: Kelly Elsbernd, President

Denise L. Duffy
By: Denise Duffy, Secretary

STATE OF IOWA)
) ss:
COUNTY OF WINNESHIEK)

On this 15th day of March, 2018, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Kelly Elsbernd and Denise Duffy, to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of United Way of Winneshiek County, Inc., f/k/a Winneshiek County United Fund, Inc., executing the within and foregoing instrument, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by its Board of Directors; and that the said Kelly Elsbernd and Denise Duffy as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



Sara Thomas
Notary Public in and for said County and State

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