

ARTICLES OF INCORPORATION
OF
THE IOWA DIGITAL DESIGN & ENGINEERING APPLICATIONS GROUP,
an Iowa Nonprofit Corporation

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, adopt the following Articles of Incorporation for the corporation.

ARTICLE I

The name of the corporation is The Iowa Digital Design & Engineering Applications Group.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

1. Purposes. Said corporation shall have unlimited power to engage in any activity, and all activities necessary and proper in pursuance thereof, to promote and maintain open communication among users of MicroStation and related products and services; and all such activities or purposes lawful and not for pecuniary profit.

The corporation is a business league devoted to the improvement of business conditions within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or any corresponding provision of any future United States Internal Revenue Law. The purpose of the corporation is to share ideas, enhance user skills, continue dialog among members and vendors, and influence the development of CAD/GIS and related products and services. The organization may work for the enactment of laws to advance the common business interests of the organization's members.

2. Restrictions. All policies and activities of the corporation shall be consistent with:

A. Applicable federal, state and local antitrust, trade regulations or other legal requirements;

B. Applicable requirements, including the requirements that the corporation not be organized for profit and that no part of its net earnings inure to the benefit of private shareholder or individual; and

C. The corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit.

D. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except that the organization 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 the purpose clause hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from

federal income tax under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The street address of the corporation's initial registered agent and initial registered office in the State of Iowa is:

Annette M. Jeffers
The Iowa Digital Design & Engineering Applications Group
800 Lincoln Way
Ames, Iowa 50010

ARTICLE V

The number of directors constituting the initial board of directors of the corporation is nine (9) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Linda Narigon	119 Summit Dr. Story City, Iowa 50248
Monica Smith	Robinson Engineering Company 5751 Westminster Drive Cedar Falls, Iowa 50613
Dennis Olson	Iowa Department of Transportation 800 Lincoln Way

Ames, Iowa 50010

Annette Jeffers Iowa Department of Transportation
800 Lincoln Way
Ames, Iowa 50010

Bill Crystal CH2M-Hill
6200 Aurora Ave., Suite 400W
Des Moines, Iowa 50309

Sandy Davidson Des Moines Water Works
2201 Valley Drive
Des Moines, Iowa 50321

Steve Norton Polk County Public Works
5885 NE 14th St.
Des Moines, Iowa 50313

Larry Shields Stanley Consultants, Inc.
225 Iowa Avenue
Muscatine, Iowa 52761

Steve Cunningham Polk County Auditor's Office
111 Court Ave.

Des Moines, Iowa 50309

ARTICLE VI

No director, officer, or employee or member of the Corporation shall be liable with respect to the Corporation's debts or obligations, and a director, officer, member 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 known violation of the law, or for a transaction from which the person derives an improper personal benefit.

ARTICLE VII

The Corporation may be dissolved by a resolution adopted by the board of directors in accordance with applicable law. In the event of dissolution of the Corporation, the board or a committee appointed by the board shall be responsible for liquidation. In case of dissolution of the Corporation, the board shall authorize the payment of all indebtedness and any remaining assets, upon the dissolution of the organization, shall be distributed to another 501(c)(6) organization within the meaning of section 501(c)(6) 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the court in which the principal office is located, exclusively to such organization.

ARTICLE VIII

The corporate existence shall commence upon the date of filing of these Articles of Incorporation.

ARTICLE IX

The names and addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
Annette M. Jeffers	Iowa Department of Transportation 800 Lincoln Way Ames, Iowa 50010

ARTICLE X

The corporation may have one or more classes of members. The designation of such class or classes, the manner of election, appointment, qualifications and rights of such members shall be set forth in the Bylaws of the Corporation.

Dated this ____ day of _____, 2002.

Annette M. Jeffers, Incorporator