

IOWA

No: W00985026
Date: 08/11/2015

SECRETARY OF STATE

504RDN-505372
BLUE LIPS FOUNDATION

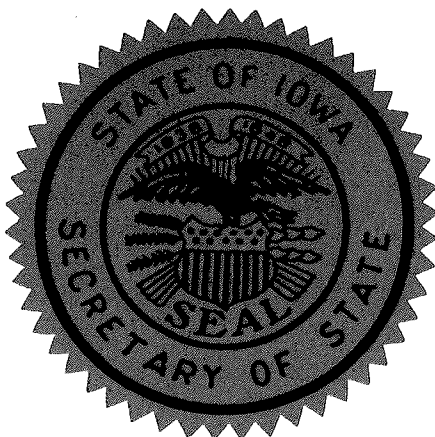
ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on Aug 3 2015 2:34PM, to be effective as of Aug 3 2015 2:34PM.

The amount of \$20.00 was received in full payment of the filing fee.



A handwritten signature in black ink that reads "Paul D. Pate".

PAUL D. PATE SECRETARY OF STATE



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**ARTICLES OF INCORPORATION
OF
BLUE LIPS FOUNDATION**

The undersigned, acting as incorporator, pursuant to Section 202 of the Revised Iowa Nonprofit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is the Blue Lips Foundation.

ARTICLE II - PURPOSE

The purpose of the corporation is to provide grant funding for research and treatment for patients suffering from pulmonary hypertension, and to fund patient and caregiver expenses associated with such treatment. The corporation may carry out its purpose directly or by making gifts, grants, or other payments to qualifying organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, allowed under the laws of the State of Iowa, and in such a manner that is consistent with the corporation's qualification as a tax exempt organization under the provisions of the Internal Revenue Code.

ARTICLE III - TAX EXEMPTION

The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and its Regulations as they exist or as they may hereafter exist in the future, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV - ACTIVITIES AND RESTRICTIONS

Section 1: No dividends, liquidating dividends or distributions shall be declared or paid by the corporation to any private individual, officer or director of the corporation.

Section 2: No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under Section 501(c)(3). The Corporation shall neither participate nor intervene in any political campaign on behalf of (or in opposition) to any candidate for public office, including the publication or distribution of any statements.

Section 3: No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual, officer or director of the corporation; provided, however, that such a

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person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carry out the exempt purposes of the corporation.

Section 4: Whenever the corporation is a private foundation as defined by Section 509(a) of the Internal Revenue Code, the income of the corporation shall be distributed at such time and in such a manner as to not subject it to tax under Section 4942 of the Internal Revenue Code, and the corporation shall not engage in any act of self-dealing, retain any business holdings, make any taxable expenditures as defined in Sections 4941(d), 4943(c), and 4945(d), respectively, of the Internal Revenue Code, make any investments which subject the corporation to tax under Section 4944 of the Internal Revenue Code, or make any indemnification which would give rise to a penalty excise tax under Chapter 42 of the Internal Revenue Code.

ARTICLE V - MEMBERS

The corporation shall have no members.

ARTICLE VI – BOARD OF DIRECTORS

The names and addresses of the initial directors are:

Meredith Wilharber
3201 163rd St
Urbandale, Iowa 50323

Randy Wilharber
3201 163rd St
Urbandale, Iowa 50323

Wm. Timothy Wegman
14070 Lake Shore Drive
Clive, Iowa 50325

Erica Vinyard
3607 150th St
Urbandale, Iowa 50323

Christopher Bagby
15119 Brookview Dr
Urbandale, Iowa 50323

Meredith Boesen
3205 163rd St
Urbandale, Iowa 50323

Derek Hetland
3118 162nd St
Urbandale, Iowa 50323

ARTICLE VII – REGISTERED AGENT

The registered agent, and principal address for the registered agent of the corporation, is:

Randy Wilharber
PeddicordWharton, LLP
6800 Lake Drive, Ste. 125
West Des Moines, Iowa 50266

ARTICLE VIII – AMENDMENT

These Articles may be amended by the directors of the corporation by a vote of a majority (51%) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purpose of the corporation.

ARTICLE IX – DISSOLUTION

In the event of the dissolution of the corporation, the board of directors shall, after paying or making provisions of the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to one or more organizations then described in Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522 (a)(2) of the Internal Revenue Code, having purposes substantially similar to those of the corporation (except that no private foundation as defined by Section 509(a) of the Internal Revenue Code shall be a recipient) or to one or more units or agencies of federal, state or local government to be exclusively used for public purposes, as the board of directors shall determine.

ARTICLE X – LIABILITY AND INDEMNIFICATION

The liability of a director to the corporation for money damages for any action taken, or any failure to take any action, as a director, is hereby eliminated, except liability for any of the following:

1. The amount of a financial benefit received by a director to which the director is not entitled.
2. An intentional infliction of harm on the corporation.
3. A violation of Section 835 of the Revised Iowa Nonprofit Corporation Act (relating to unlawful distributions).
4. An intentional violation of any federal or state criminal law relating to any action, or any failure to take any action, while acting in the capacity as a director of the corporation.

The above notwithstanding, the corporation shall otherwise indemnify the directors to the full extent permitted by the Revised Iowa Nonprofit Corporation Act and shall advance funds for or reimburse expenses pursuant to Section 854 of the Revised Iowa Nonprofit Corporation Act.

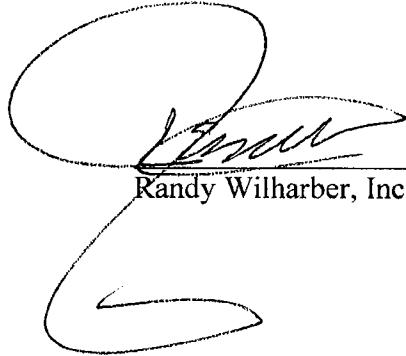
ARTICLE XI – NAME AND ADDRESS OF INCORPORATOR

The name and principal address of the incorporator is:

Randy Wilharber
PeddicordWharton, LLP
6800 Lake Drive, Ste. 125

West Des Moines, Iowa 50266

Dated this 3rd day of August, 2015.



Randy Wilharber, Incorporator

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