

RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
CENTRAL OFFICE/INTERGROUP

RECEIVED  
FEB 8 1996  
SECRETARY OF STATE

To The Secretary of State  
of the State of Iowa:

Pursuant to the provisions of Section 504A of the Iowa Nonprofit Corporation Act, 1995 Code of Iowa, the undersigned corporation adopts the following Restated and Amended Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is CENTRAL OFFICE/INTERGROUP. The corporation was formerly known as Central Office of Intergroup VII.

ARTICLE II

PLACE OF BUSINESS

The principal place of business of this corporation shall be 1011 Locust Street, Suite # 311, Des Moines, Polk County, Iowa 50309.

ARTICLE III

DURATION AND DISSOLUTION

This corporation shall have perpetual life unless sooner dissolved by a resolution of its members. The period of its existence shall begin on the date the Secretary of State issues a Certificate of Incorporation. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and

operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Code. Distribution shall first be made to participating districts of Alcoholics Anonymous as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located principally for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purpose.

## ARTICLE IV

### OBJECTS AND PURPOSES

The objects and purposes of the corporation shall be:

1. To safeguard the Twelve Traditions of Alcoholics Anonymous;
2. To receive and disburse funds as necessary to meet the purposes and carry on the business of Central Office/Intergroup;
3. To serve the groups of the fellowship of Alcoholics Anonymous;
4. To perform any and all lawful acts deemed necessary by the Central Office/Intergroup in the conducting of the business of the corporation or to meet its purposes;
5. To maintain a separate group composed of members of Alcoholics Anonymous, and which corporation will hold a regular meeting each month at the Central Office of Alcoholics Anonymous;
6. To supply literature, films, answering service, speakers and to educate the public generally that alcoholism has now become recognized as a disease by medical science, by the American Medical Association and the World Health Organization; and
7. Not to receive or accept gifts from outside individuals or organizations (other than registered A.A. groups) or to charge dues or assessments, so it will cost nothing for one to avail oneself of the assistance of the corporation. It is not our design to oppose drinking by any person who drinks normally, or to suggest that a person who is drinking when it

does not interfere in any way with their other living, should discontinue the habit.

## ARTICLE V

### SPECIFIC POWERS

1. The corporation shall have the power:
  - A. To receive and disburse funds as necessary to provide:
    - (1) Office space and equipment for the Central Office; and
    - (2) Services of the Central Office and such employees as needed.
  - B. To provide the following services:
    - (1) To supply literature and products to A.A. groups;
    - (2) To arrange for speakers for civic organizations, schools, hospitals, institutions, etc.;
    - (3) To assist new A.A. groups in getting started;
    - (4) To provide a telephone answering service;
    - (5) To handle inquiries from newcomers, professional people, industry, institutions, news media and television, and, where applicable, referring inquiries to qualified people; and
    - (6) To provide coordination with the General Services Office of the National Alcoholics Anonymous Organization.
2. The corporation shall:
  - A. Disburse no funds without the approval of the Central Office/Intergroup Board of Directors. The Central Office/Intergroup Board of Directors may give continued approval for regular disbursement required by the Central Office, such as rent, utilities, telephone, literature or such employees as may be necessary. Other disbursements must be approved by the Central Office/Intergroup at regular membership meetings;
  - B. Provide the Treasurer of the Central Office/Intergroup a monthly financial report, which shall be included in the Treasurer's monthly report; and
  - C. Keep the Central Office/Intergroup Board of Directors apprised of the activity of the Central Office at the regular membership



meetings.

3. The manager of the Central Office shall be an employee of the Central Office/Intergroup Board of Directors and is responsible for operation of the Central Office.
4. The corporation shall always be operated in keeping with the Twelve Traditions of Alcoholics Anonymous.

## ARTICLE VI

### GENERAL CORPORATE POWERS

This corporation shall have all the powers and privileges that a non-profit corporation may have under the laws of the State of Iowa, as now exists or as may hereafter be granted, and may acquire and dispose of such property as by its duly authorized officers is considered necessary for the transactions of the corporation's business. There shall be no capital stock, no dividends and no distribution of property among the members of said corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributive 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 IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to include 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Code; or
2. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Code.

## ARTICLE VII

### REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation in the State of Iowa is 1011 Locust Street, Suite # 311, Des Moines, Polk County, Iowa 50309, and the name of the registered agent at such address is [REDACTED].

## ARTICLE VIII

### MEMBERSHIP

Membership in the Central Office/Intergroup shall be granted to persons who are alcoholics and who have totally abstained from the use of alcohol for a period of one (1) year. No dues, fees or contributions shall be required of any member. No compensation shall be paid by the corporation to any regular or special member for any services rendered in carrying out the purposes and objectives of the corporation except where specifically authorized by the Board of Directors. Members shall never have a right to a distributive share in any funds or any property of the corporation during its existence or upon its dissolution.

## ARTICLE IX

### VOTING MEMBERS

The voting members of the Central Office/Intergroup shall consist of the Intergroup Representatives, or their Alternates, of each Alcoholics Anonymous Group, proof of which group's existence is on file with the General Service Office (GSO) of Alcoholics Anonymous in New York City, New York, or Central Office/Intergroup located at 1011 Locust Street, Suite # 311, Des Moines, Iowa 50309.

## ARTICLE X

### BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of eleven (11) persons, who shall not only be members of the corporation, but they shall have had five (5) years of continuous sobriety prior to their nomination to serve on the Board of Directors. They shall serve for a two-year term. The following Board Members shall serve until their successors are elected and qualified:

NAME

ADDRESS

1.

2.

3.

4.

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11.

Whenever possible the membership of the Board of Directors shall reflect a ratio roughly proportionate to the number of the regular groups from outside Polk County compared to the overall number of groups in Central Office/Intergroup membership. The Board of Directors is to be chosen by the Intergroup Representatives, or their Alternates, of the registered Alcoholics Anonymous Groups in the area.

## ARTICLE XI

### OFFICERS

The Officers of the corporation shall be Chairperson (President), Vice Chairperson (First Vice President), Liason, Secretary and Treasurer. The following persons shall serve as Officers until their successors are elected and qualified:

Chairperson (President)

Vice Chairperson (First Vice President)

Secretary

Treasurer

Liason



The Intergroup Representatives, or their Alternates, shall elect the Directors and Officers to two-year terms in November by a simple majority vote. Five (5) directors shall be elected in odd numbered years and six (6) Directors shall be elected in even numbered years.

## ARTICLE XII

### NOMINATING COMMITTEE

The Steering Committee, as defined in the By-laws of the corporation, shall make up a Nominating Committee which shall select the proposed nominees for the positions on the Central Office/Intergroup Board of Directors. Nominations may also be made from the Intergroup Representatives on the day of the election or prior thereto by way of floor nominations. The Nominating Committee shall establish the time, place and manner of nominations and electing new Board of Directors and Officers subject to all the requirements and restrictions of these Articles and the laws of the State of Iowa.

## ARTICLE XIII

### INTERPRETATION

Should any controversies arise in connection with any matter set out herein relative to nomination, elections of Board of Directors and Officers, the same will be resolved as best as possible from the background and wording in the current edition of the Alcoholics Anonymous Service Manual as restricted, controlled and limited by the provisions of Chapter 504A of the 1995 Code of Iowa.

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore and hereby amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.



Dated at Des Moines, Iowa, this 8<sup>th</sup> day of February, 1996.

## CENTRAL OFFICE/INTERGROUP

By: \_\_\_\_\_  
President

By: Secretary  
r, Secretary

STATE OF IOWA      )  
                               ) SS:  
COUNTY OF POLK    )

On this 8<sup>th</sup> day of February, 1996, before me, the undersigned, a notary Public in and for said County, in said State, personally appeared Larry Johnson and Heidi Cassler, to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of Central Office/Intergroup executing the within and foregoing instrument to which this is attached and that said instrument was signed on behalf of Central Office/Intergroup by authority of its Board of Directors; and that the said Larry Johnson and Heidi Cassler 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.

Notary Public - State of Iowa

PAUL D. PATE  
Secretary of State  
FILED

Date: 2-8-1996  
Time: 1:09  
Receipt: N 102447

MARY J. JORDAN  
MY COMMISSION EXPIRES  
11-29-98.