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ARTICLES OF INCORPORATION OF  
METROPOLITAN HOUSING ASSOCIATION, LTD.

SECRETARY  
OF STATE

APR 10 9 44 AM '79

RECEIVED

We, the undersigned persons acting as incorporators of a corporation organized under the Iowa Non-Profit Corporation Act, Chapter 504A, Code of Iowa, 1979, as amended hereby adopted the following Articles of Incorporation for such corporation.

ARTICLE I

CORPORATE NAME AND DURATION

1. Metropolitan Housing Association, LTD.
2. The corporation shall continue perpetually following issuance of certificate of Articles of Incorporation unless dissolved by vote of the members as provided by law.

ARTICLE II

POWERS, OBJECTS AND PURPOSES

The purpose of this corporation shall be to provide an organization for those involved and engaged in the purchase, leasing, operation and management of rental residential dwelling units in Cedar Rapids, Hiwatha, Marion, and the surrounding rural areas of Linn County, Iowa, for the purposes of continuing education and improvement in the skills and abilities of the membership of the corporation by sharing and exchanging the information and benefits of their experiences. In addition, the corporation shall establish and maintain high standards of conduct for its membership, shall promote legislation deemed advantageous to the membership, and shall develop and disseminate to its membership such information and assistance

as shall be proper and convenient to the sound management of rental property owned, managed or otherwise operated by the membership.

This corporation shall have unlimited power to engage in, and to do any lawful act concerning any or all lawful business not inconsistent with the above setforth purposes, for which a corporation may be organized under the Iowa Non-Profit corporation Act.

ARTICLE III

CAPITAL STOCK

This corporation shall not issue shares of stock except upon the unanimous vote of all officers, directors, members and incorporators. Issuance of shares of Capital Stock shall not be accomplished except by amendment to these Articles of Incorporation, which shall set forth the total authorized capital stock, the qualifications for ownership thereof, the means of payment therefore, and the allowance or disallowance of cumulative voting.

ARTICLE IV

DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors which shall consist of not less than two nor more than ten in number who shall elect a President, Vice-President, Secretary, Treasurer and such other officers, as said Board of Directors may see fit or as may be provided by the Bylaws of this corporation. The Directors shall be elected annually by the members at their annual meeting.

The number of Directors constituting the initial Board of Directors is nine and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Elwin Ronald Miles	205 -1st Avenue S.E., Cedar Rapids, Iowa
Richard H. Rehman	2505 Brookland Drive N.E., Cedar Rapids, Io
Lee Anne Wilcox	2801 A Avenue N.E., Cedar Rapids, Iowa
Judi McCoy	3507 -1st Avenue S.E., Cedar Rapids, Iowa
Linda Nelson	530 Quail Court S.W., Cedar Rapids, Iowa
Robert Johnston	416 Koser Street, Iowa City, Iowa
Larry Norenberg	1100 W. 14th Avenue, Marion, Iowa
Joyce Wallace	2232 Grande Avenue S.E., Cedar Rapids, Iowa
Mike Shaffer	544 Greenfield N.E., Cedar Rapids, Iowa

#### ARTICLE V

The annual meeting of the members and the election of officers shall be held on the first Monday of September of each year at 2:00 p.m. on said date at the principla place of business of said corporation at 205-1st Avenue S.E., Cedar Rapids, Iowa, or at such other time and place as the officers shall from time to time designate, and then upon proper notice.

All directors and officers of the corporation shall be elected for the term of one year or until their successors have been elected and have qualified or until they have been removed by death or by the membership. The Board of Directors may fill all vacancies occurring in its membership between annual elections by the appointment of qualified persons to hold office for the remainder of the term.

Special meetings of the membership may be called at any time by the President or the Secretary giving ten days notice in writing to the membership and shall be called by either of said officers at any time upon the request of members representing fifty per cent (50%) of the total votes available according to the registry of membership kept by the Secretary, and in case of neglect or refusal of either of said officers to call such meeting, the parties making such requests may join in a call of the membership for such meeting, which meeting shall be the same as though called by the President or Secretary. The notice to be given hereunder may be served personally or mailed by restricted registered mail to the member at his address as shown on the membership registry of the corporation. At all meetings of the membership, each member shall be entitled to cast one vote for each one dollar (\$1.00) of annual membership dues, which in turn shall be calculated according to the following schedule:

1. Each member shall contribute annually ten dollars (\$10.00) as membership dues.
2. Each member shall, in addition, to the sum payable under paragraph 1

hereof, remit one dollar (\$1.00) each year for each separate dwelling unit owned, operated or managed by such member, provided, however, that no member shall in any event be required to pay more than one hundred dollars (\$100.00) per year under the requirements of this paragraph.

3. The above and foregoing provisions may be modified by amendment to the Bylaws of the corporation, which Bylaws may be amended by a majority vote of the Board of Directors.

Until the first annual meeting of the membership the following shall be the officers of said Corporation:

<u>NAME</u>	<u>ADDRESS</u>
Elwin Ronald Miles, President	205 -1st Avenue S. E., Cedar Rapids, Ia
Richard H. Rehman, Vice-President	2505 Brookland Dr., N. E., Cedar Rap Iowa
Lee Anne Wilcox, Secretary-Treasurer	2801 A Avenue N. E., Cedar Rapids, Ic

ARTICLE VI

MEMBERSHIP - CLASSES

The membership of the corporation shall consist of two classes:

1. Residential rental dwelling unit owners, principals, managers, and operators; and
2. Affiliate members who shall be suppliers and other persons actively involved in businesses associated with and convenient or necessary to the management of residential rental dwelling units. Affiliate members shall pay annually only the minimum ten dollars (\$10.00) membership dues, and shall not

by reason of payment of such minimum, be entitled to vote upon any of the business of the corporation, its officers or Directors.

ARTICLE VII

The registered office of this corporation shall be at 1702 I.E. Tower, Cedar Rapids, Iowa and the registered agent at such address shall be John M. Maher.

ARTICLE VIII

NONLIABILITY OF MEMBERS

The private property of the members of this corporation shall be absolutely exempt from any and all liability for any and all debt and obligations of the corporation. This article cannot be changed except with and by the written unanimous consent of all members of the corporation.

ARTICLE IX

BYLAWS

The corporation, acting by and through its Directors may adopt Bylaws or repeal or alter them at their pleasure or the members may adopt Bylaws at any regular or special meeting of the membership. Any Bylaws adopted by the members may not be repealed or altered except with the consent of the members.

ARTICLE X

## CORPORATE SEAL

This corporation shall not have a corporate seal.

ARTICLE XI

## EXECUTION OF WRITTEN INSTRUMENTS

All conveyances or encumbrances of the real estate of this corporation and all certificates of capital stock shall be executed by the President and the Secretary or as provided by the Bylaws. All notes, bonds, checks, drafts and all other papers or documents may be made, drawn, executed or accepted by the President, Secretary or Treasurer of the corporation, or as may otherwise be authorized by the Bylaws of the corporation.

ARTICLE XII

## INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESSES</u>
Elwin Ronald Miles	205-1st Avenue S.E., Cedar Rapids, Iowa
Richard H. Rehman	2505 Brookland Drive N.E., Cedar Rapids, Iowa
Lee Anne Wilcox	2801 A Avenue N.E., Cedar Rapids, Iowa
Judi McCoy	3507-1st Avenue S.E., Cedar Rapids, Iowa
Linda Nelson	550 Quail Court, S.W., Cedar Rapids, Iowa
Robert Johnston	416 Koser Street, Iowa City, Iowa
Larry Norenberg	1100 W. 15th Avenue, Marion, Iowa

Joyce Wallace

2232 Grande Avenue S.E., Cedar Rapids, Io

Mike Shaffer

544 Greenfield N.E., Cedar Rapids, Iowa

ARTICLE XIII

AMENDMENTS TO ARTICLES

These articles of Incorporation may be altered, amended or added to by a majority of the available votes of the membership, according to the membership registry, at any annual meeting of this corporation or at any special meeting of the members held or called for that purpose. Notice of special meeting to be given as required by statute.

IN WITNESS WHEREOF, we have hereunto affixed our names and addresses this 9<sup>th</sup> day of April, 1979.

Elwin Ronald Miles  
Elwin Ronald Miles, President  
205-1st Avenue S.E., Cedar Rapids,  
Iowa

Richard H. Rehman  
Richard H. Rehman, Vice-President  
2505 Brookland Drive N.E., Cedar  
Rapids, Iowa

Lee Anne Wilcox  
Lee Anne Wilcox  
2801 A Avenue N.E., Cedar Rapids,  
Iowa

Judi McCoy  
Judi McCoy  
3507-1st Avenue S.E., Cedar Rapids,  
Iowa

Linda Nelson  
Linda Nelson  
550 Quail Court S.W., Cedar Rapids,  
Iowa

Robert Johnston  
Robert Johnston  
416 Koser Street, Iowa City, Iowa



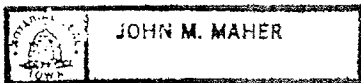
Larry Norenberg  
Larry Norenberg  
1100 W. 13th Avenue, Marion, Iowa

Joyce Wallace  
Joyce Wallace  
2232 Grande Avenue S.E., Cedar  
Rapids, Iowa

Mike Shaffer  
Mike Shaffer  
544 Greenfield N.E., Cedar Rapids,  
Iowa

STATE OF IOWA     )  
                          )     ss:  
COUNTY OF LINN    )

On this 9 day of April, 1979, before me, John M. Maher,  
a Notary Public in and for the State of Iowa, personally appeared Elwin Ronald  
Miles, Richard H. Rehman, Lee Anne Wilcox, Judi McCoy, Linda Nelson,  
Robert Johnston, Larry Norenberg, Joyce Wallace and Mike Shaffer to me known  
to be the persons named in and who executed the foregoing Articles of Incorpor-  
ation and acknowledged that they executed the same as their voluntary act  
and deed.



John M. Maher  
Notary Public in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE  
Iowa  
This instrument recorded as 8-E File No. 5 April 10 79  
Book Perpetual Page No. 101962 Receipt No. \_\_\_\_\_  
Filed by Chapman, Hatt & Maher, atty., Cedar Rapids,  
Filing Fee 1.02 Recording Fee 4.50 Secretary's Fee 5.40

FILED FOR RECORD  
9:49 am  
MAY 30 1979

CALL FOR FIRST MEETING  
OR INCORPORATORS AND WAIVER OF  
INCORPORATORS OF METROPOLITAN HOUSING ASSOCIATION, LTD.

We, the undersigned, being all the incorporators of Metropolitan Housing Association, Ltd., an Iowa corporation, do hereby call the first meeting of the incorporators of said corporation, waive all notice thereof whether provided by statute or otherwise, and consent and agree that such first meeting of incorporators shall be held at 1702 I.E. Tower, in the City of Cedar Rapids, on the 9<sup>th</sup> day of April, at the hour of 10 p. m., for the purpose of adopting Bylaws and transacting such other business as may lawfully come before such meeting.

Dated this 9<sup>th</sup> day of April, 1979.

Elwin Ronald Miles  
Elwin Ronald Miles

Richard H. Rehman  
Richard H. Rehman

Lee Anne Wilcox  
Lee Anne Wilcox

Judi McCoy  
Judi McCoy

Linda Nelson  
Linda Nelson

Robert Johnston  
Robert Johnston

Larry Norenberg  
Larry Norenberg

Joyce Wallace  
Joyce Wallace

Mike Shaffer  
Mike Shaffer

Being all of the incorporators of said corporation.

MINUTES OF FIRST MEETING OF  
INCORPORATORS OF METROPOLITAN HOUSING ASSOCIATION, LTD.

The first meeting of the incorporators of Metropolitan Housing Association, LTD, a corporation duly created and existing under and by virtue of the laws of the State of Iowa, was held at 205 1st Ave SE, in the City of Cedar Rapids, State of Iowa, on the 9<sup>th</sup> day of April, 1979, at 10 o'clock p.m., pursuant to call and notice by the incorporators

Upon motion duly made, seconded and unanimously carried, Elwin Ronald Miles was chosen as chairman and Lee Anne Wilcox was chosen as Secretary of the meeting.

The roll of incorporators was called and the following persons were present in person:

NAMES

Elwin Ronald Miles	Robert Johnston
Richard H. Rehman	Larry Norenberg
Lee Anne Wilcox	Joyce Wallace
Judie McCoy	Mike Shaffer
Linda Nelson	

The Chairman reported that the Secretary of State of Iowa had filed the Articles of Incorporation of the corporation in his office on April 10, 1979, and had issued a certificate of incorporation on said date.

The Articles of Incorporation of the corporation as filed in the office of the Secretary of State were presented and read to the meeting. On motion duly made, seconded and unanimously carried, it was:

Resolved, that the Articles of Incorporation of this corporation as filed in the office of the Secretary of State be and the same are hereby approved;

Resolved, that the Articles of incorporation of this corporation, together with the certificate of incorporation, be forthwith filed for record in the office of the Linn County Recorder.

The Secretary presented a form of bylaws prepared by counsel for the corporation, which was read article by article and as a whole unanimously adopted and was ordered to be entered in the book of minutes immediately following the Articles of Incorporation.

On motion duly made and seconded, it was ordered that the principal office of this corporation in the State of Iowa shall be at 205 1<sup>st</sup> Ave SE Street, Cedar Rapids, and that John Maher was appointed agent of the corporation in charge of the office upon whom process may be served.

There being no further business, the meeting was declared adjourned.

Elwin Ronald Miles  
Elwin Ronald Miles, Chairman

Lee Anne Wilcox  
Lee Anne Wilcox, Secretary

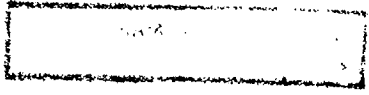
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CHIPOKAS, PLATT & MAHER, ATTYS  
SUITE 1702 IE TOWER  
CEDAR RAPIDS, IA 52401

NOV 19 1997

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B420

1997 NOV 19



CHIPOKAS, PLATT & MAHER, ATTYS  
SUITE 1702 IE TOWER  
CEDAR RAPIDS, IA 52401 \$27.00

*Pa*



BYLAWS  
OF  
~~METROPOLITAN HOUSING ASSOCIATION, LTD.~~  
Renamed LANDLORDS OF LINN COUNTY

ARTICLE I. MEMBERS

Section 1. Meetings of members shall be held at the principal place of business of the corporation . Annual meetings shall be held at 10:00 o'clock A.M. on the first Monday of September.

ARTICLE II. DIRECTORS

Section 1. The number of directors shall be ten (10).

Section 2. A regular meeting of the Board of Directors shall be held without notice immediately following the annual meeting of members and at the same place. The Board of Directors may provide for the holding without notice of additional regular meetings.

Section 3. Special meetings of the Board of Directors may be called by the president or any two directors on 24-hour notice given personally or by telephone or telegraph or on four days' notice by mail. Special meetings shall be held at the place fixed by the Board of Directors for the holding of meetings, or if no such place has been fixed, at the principal business office of the corporation.

ARTICLE III. OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, who shall be elected annually at the regular meeting of the Board of Directors held after the annual meeting

of members and shall hold office only so long as they are satisfactory to the Board of Directors.

Section 2. The president shall be the principal executive officer of the corporation to put into effect the decisions of the Board of Directors. Subject to such decisions, he shall supervise and control the business and affairs of the corporation. He shall preside at meetings of the members and directors.

Section 3. Subject to any specific assignments of duties made by the Board of Directors, the secretary and treasurer shall act under the direction of the president. The secretary shall perform the duties of the president when the president is absent or unable to act. The secretary shall prepare and keep minutes of the meetings of the members and the directors and shall have general charge of the stock records of the corporation. The treasurer shall have custody of the funds of the corporation and keep its financial records.

#### ARTICLE IV. MISCELLANEOUS

Section 1. The Board of Directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or be confined to specific instances.

#### ARTICLE V. ACTION WITHOUT MEETING

Section 1. Any action required or permitted to be taken by the Board



of Directors or the members at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors or members, as the case may be.

## ARTICLE VI. MEMBERS MEETINGS

Section 1. Place of Meetings. Meetings of the members shall be held at the principal place of business of the corporation or at any other place within or without the State of Iowa the board of Directors or members may from time to time select.

Section 2. Notice of Meetings. A written or printed notice of each members' meeting, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes of the meeting shall be given by the secretary of the corporation or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent at least five days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) to each member by United States mail or by telegram, charges prepaid, to his address appearing on the books of the corporation.

Section 3. Waiver of Notice. A shareholder, either before or after a members' meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a members' meeting, either in person or by proxy, of a person entitled to notice shall constitute

a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or conveyed.

Section 4. Proxies. A member entitled to vote may vote in person or by proxy executed in writing by the member or by his attorney-in-fact. A proxy shall not be valid after \_\_\_\_\_ months from the date of its execution unless a longer period is expressly stated in it.

Section 5. Quorum. . The presence, in person or by proxy, of the holders of one-half or more of the available votes according to the membership registry shall constitute a quorum at meetings of the shareholders. At a duly organized meeting shareholders present can continue to do business until adjournment even though enough shareholders withdraw to leave less than a quorum.

Section 6. Adjournments. Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 7. Informal Action by members. Any action that may be taken at a meeting of members may be taken without a meeting if a consent

in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed with the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a members' meeting.

#### ARTICLE VII. AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors or by the members.

## ARTICLE VIII. ELECTIONS

### Section 1.

- a. There shall be a nominating committee composed of the three (3) members elected by the Board of Directors. It shall be the duty of the nominating committee to select at least one nominee for each office of the Board of Directors, and for each Corporate Office. Candidates for all offices must be a residential rental dwelling unit owner, principal, manager or operator member in good standing.
- b. The committee shall solicit the membership, consider recommendations and shall nominate at least one candidate for each office to be filled unless otherwise set forth in this Article. The committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for election and upon direction of the President perform other appropriate duties.

### Section 2.

- a. The organization directors shall be selected at the annual meeting of the membership. The Corporation Officers shall be elected at the first Board of Directors meeting after the annual meeting. The nominating committee shall submit its report at such meetings. Additional nominations may be made from the floor.
- b. Whenever only one nomination for an elective office is presented, the election shall be by voice vote. Whenever more than one nomination is presented, the vote shall be by secret ballot. The President shall appoint two (2) tellers who shall make a tabulation of the ballots and report to the meeting the result of the votes. Nominees receiving a majority of the votes shall be declared elected and the tellers shall so certify in writing to the Secretary, giving the number of ballots cast for each nominee. If more than two candidates are named for an office, a majority of the members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates.

### Section 3.

The President shall direct the chairman of the nominating committee to preside at the general membership meeting during that portion of the meeting concerned with the election of officers and other elected representatives of this association. This policy shall apply to the activities of the annual election meeting and except where in conflict with any provisions that follow Roberts' Rules of Order shall prevail.

### Section 4. Balloting - President, Vice-President, Treasurer and Secretary;

The President, the Vice President, the Treasurer, and Secretary shall be elected by individual ballots. The candidates must receive fifty percent (50%) plus one (1) more of the ballots cast to be declared the winner. Balloting shall continue until a winner is declared.

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### Corporation Summary

Searched **Landlords of Linn County**

Print Certificate of

Legal Name: LANDLORDS OF LINN COUNTY CODE 504 REVISED DOMESTIC NON-PROFIT  
 Chapter: 6  
 Expiration Date: PERPETUAL  
 Type: Legal  
 Effective Date: Apr 10, 1979  
 State of Inc.: IA  
 Filing Date: Apr 10, 1979  
 Status: Active

#### Names (viewing 2 of 2)

Type	Status	Modified	Name
Legal	Active	No	LANDLORDS OF LINN COUNTY
Legal	Inactive	No	METROPOLITAN HOUSING ASSOCIATION, LTD.

#### Registered Agent or Reserving Party

Full Name	LAURA O'LEARY
Address	470 QUAIL CT SW
City, ST, Zip	CEDAR RAPIDS, IA, 52404

#### Home Office

Full Name	
Address	P. O. BOX 851
City, ST, Zip	CEDAR RAPIDS, IA, 524060851

*Corporation # 60810*

