

510492

**CERTIFICATE OF ORGANIZATION  
OF  
EBULLIENT LIVING, LLC**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 201 of the Revised Iowa Limited Liability Company Act, the undersigned, acting as organizer of the limited liability company, adopts the following Certificate of Organization for the limited liability company.

**ARTICLE I  
NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company is Ebullient Living, LLC (hereinafter, the "Company").

**ARTICLE II  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 502 Butler Street, Ackley, IA 50601. The initial registered agent at such address is The Presbyterian Village, dba Grand JiVante.

**ARTICLE III  
MEMBER; MANAGEMENT**

The sole member of the Company shall be The Presbyterian Village (the "Member"). The business of the Company shall be managed by the Member.

**ARTICLE IV  
PURPOSES**

The purpose for which the Company is formed, and the business and object to be carried on and promoted by it, is to engage in and conduct charitable and educational activities as contemplated and permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the framework and limitations of the foregoing, the Company is being formed and shall be operated to carry out the purposes of the Member, a nonprofit corporation formed to acquire, develop, manage, and operate one or more non-profit homes or other facilities for the elderly without regard to their race, creed, color, gender or national origin; to provide elderly persons with housing, board, medical, nursing and physical care, understanding, companionship and other services to help them lead satisfying lives in a Christian atmosphere and to provide such services at reduced cost to those in need, to the extent consistent with the continued vitality of the mission of the Member.

All references in this Certificate of Organization to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable to such section. All references in this Certificate of Organization to the Revised Iowa Limited Liability Company Act shall mean and include, as now enacted or as hereafter amended, Chapter 489 of the Code of Iowa, and any provision of Iowa law as is or may be applicable to such chapter.

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## **ARTICLE V NO PRIVATE INUREMENT**

The property of the Company is irrevocably dedicated to charitable and educational purposes and no part of the net earnings or assets of the Company shall ever be distributed to, or directly or indirectly inure to, the benefit of any officer, contributor or private individual, nor shall any part of the income or assets of the Company be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual; provided however, that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to the Member in furtherance of the purposes set forth in Article IV.

## **ARTICLE VI ACTIVITIES**

Notwithstanding any other provision of this Certificate, no substantial portion of the activities of the Company shall be any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization to which contribution are deductible under Section 170(c) of the Code. No substantial part of the activities of this Company shall be carrying on of propaganda, or otherwise attempting to influence legislation, except pursuant to an election under, and as permitted by, Section 501(h) of the Code, and this Company shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE VII LIMITATION OF LIABILITY; INDEMNIFICATION**

The liability of the Member of the Company shall be limited to the fullest extent permitted by law. The Company is authorized to indemnify (and advance expenses to) the Member and the Member's officers, directors and employees to the fullest extent permitted by law. The amendment, modification or repeal of this Article or the adoption of any provision in this Certificate inconsistent with this Article shall not adversely affect any right or protection with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

## **ARTICLE VIII DISSOLUTION**

In the event of the dissolution of the Company and the winding up of its affairs, or other liquidation of its assets, the Company's property, after the payment of the Company's debts, shall be conveyed or distributed to the Member, or its successor, provided it is then exempt from federal income taxes under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If it does not qualify, all such property shall be conveyed to the Synod of Lakes and Prairies of the Presbyterian Church (U.S.A.). Any such assets not disposed of shall be disposed of by the District Court for the county in which the principal office of the Company is then located, exclusively for such exempt purposes or to such organizations as the court may determine are organized and operated exclusively for exempt purposes described in Section 501(c)(3) of the Code.

**ARTICLE IX  
AMENDMENT**

This Certificate of Organization may be amended by the Member.

IN WITNESS WHEREOF, the undersigned organizer has caused the execution of this Certificate of Organization on this 2nd day of November, 2015.

  
Heather L. Campbell, Organizer

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IOWA  
SECRETARY OF STATE  
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