

**Restated Articles of Incorporation
of
Local Government Services, Inc.**

Original Articles adopted November 18, 2005
Amended November 16, 2006
Amended January 23, 2008
Restated February 11, 2008

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RESTATED ARTICLES OF INCORPORATION

OF

LOCAL GOVERNMENT SERVICES, INC.

ARTICLE I.

The name of the corporation is LOCAL GOVERNMENT SERVICES, INC.

ARTICLE II.

The corporation shall have perpetual duration.

ARTICLE III.

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under the Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 100,000, all of which shall be common shares with no par value.

All stock issued shall be nonassessable and additional shares of authorized stock may from time to time be issued provided that it is first offered to the existing holders of common stock in proportion to their respective holdings.

ARTICLE V.

The address of the registered office of the corporation is 6000 Grand Avenue, Des Moines, Iowa 50312-1417, and the name of the registered agent at such address is Ronald M. Rice.

ARTICLE VI.

There shall be seven (7) directors to conduct the business and affairs of the corporation. The Executive Director of the Iowa Association of School Boards shall, at all times, be one (1) of such seven (7) directors and shall be designated the Chair of the Board of Directors. One (1) of such seven (7) directors shall be the Treasurer of the Iowa Association of School Boards. Vacancies on the Board of Directors shall be filled in accordance with the Bylaws. The following person(s) shall serve as director(s) of the corporation:

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Ronald M. Rice—*Chair*
IASB Executive Director
6000 Grand Avenue
Des Moines, IA 50312

Scott Hansen—*Vice Chair*
104 Mannavista Lane
Griswold, Iowa 51535

Paul Brooks
409 ½ East Fifth Street
Muscatine, IA 52761-4217

Richard VandeKieft
IASB Treasurer
3100 Shady Lane
Cedar Falls, IA 50613

Russ Wiesley
805 Walnut Ridge Drive
Waukee, IA 50263

Bill Morain
901 West Main Street
Lamoni, IA 50140

Marcia DeZonia
4021 Eisenhower
Ames, IA 50010

ARTICLE VII.

A director shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. A director is, however, liable for any breach of the director's loyalty to the corporation or its stockholders for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, for a transaction from which the director derives an improper personal benefit, or under §490.833 (Code of Iowa, 2005).

This provision does not eliminate or limit the liability of a director for an act or omission occurring prior to the date when the provision in the Articles becomes effective.

ARTICLE VIII.

The Annual Meeting of Shareholders shall be held annually at the time and date as fixed in the Bylaws.

ARTICLE IX.

The private property of the shareholders, directors and officers of the corporation shall be absolutely exempt from any and all corporate debts, obligations and liability whatsoever.

ARTICLE X.

The Articles of Incorporation of this corporation may be amended or added to by a unanimous vote of the shareholders of this corporation at the annual meeting or at a special meeting called for that purpose.

ARTICLE XI.

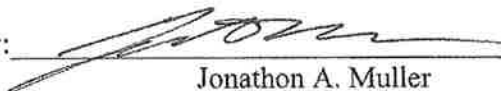
Deeds, mortgages, leases and/or other instruments affecting or relating to real estate may only be executed by the President of this corporation.

ARTICLE XII.

The corporation shall not have a seal.

DATED this 29th day of February, 2008.

By:



Jonathon A. Muller

Its: President

STATE OF IOWA)
) ss:
COUNTY OF POLK)

On this 29 day of February, 2008, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Jonathon A. Muller to me personally known to be the identical person whose name is subscribed to and who executed the foregoing Restated Articles of Incorporation of Local Government Services, Inc., and acknowledged execution thereof to be his free and voluntary act and deed.

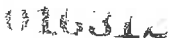
WITNESS by hand and notarial seal at Des Moines, Iowa, the day and year first above written.



Notary Public in and for the Sta

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**Local Government Services, Inc.
Board Members & Officers
2011**

| | | | |
|----------------|---|---------------|---|
| Chairman: | Veronica Stalker | President: | |
| Address: | Iowa Association of School Boards 6000 Grand Avenue Des Moines, IA 50312-1417 | Address: | Iowa Association of School Boards 6000 Grand Avenue Des Moines, IA 50312-1471 |
| Phone: | 515-288-1991 (work) | Phone: | 515-288-1991 (work) |
| Fax: | 515-243-4992 (work) | Fax: | 515-243-4992 (work) |
| Email: | dstalker@ia-sb.org | Email: | |
| Vice Chairman: | Scott Hansen | Board Member: | Marcia DeZonia |
| Address: | Griswold Community Schools 104 Mannavista Lane PO Box 456 Griswold, IA 51535 | Address: | Gilbert Community Schools 4021 Eisenhower Ames, IA 50010 |
| Phone: | 712-778-2237 (home) 712-789-0738 (cell) | Phone: | 515-232-3447 (home) 515-268-6624 (work) 515-291-0713 (cell) |
| Email: | scotth@netins.net | Email: | mdezonia@mchsi.com |
| Term: | 2010, 2011, 2012 | Term: | 2009, 2010, 2011 |
| Secretary : | Jim Green | Board Member: | Russ Wiesley |
| Address: | Grant Wood AEA 377 Cambridge Drive NE Cedar Rapids, IA 52402-1400 | Address: | Waukee Community Schools 805 Walnut Ridge Drive Waukee, IA 50263-9619 |
| Phone: | 319-377-4073 (home) 319-389-9867 (cell) | Phone: | 515-224-0227 (home) 515-238-3937 (cell) |
| Email: | jcgreen5@mchsi.com | Email: | rwiesley@mchsi.com |
| Term: | 2010, 2011, 2012 | Term: | 2010, 2011, 2012 |
| Treasurer: | Dick Vande Kieft | | |
| Address: | Cedar Falls Community Schools 3100 Shady Lane Cedar Falls, IA 50613-5818 | | |
| Phone: | 319-266-0833 (home) | | |
| Fax: | 319-277-0614 (home) | | |
| Email: | rlvandekieft@cfu.net | | |
| Term: | 2010, 2011, 2012 | | |