The Bull Dog Floor Clip Co., Inc.

To

The Public.

#195

Fee $1.80 ✓

Filed for record the 12th day of January, A. D. 1934 at 11:20 o'clock A.M.

Maggie Reese Hobbs, Recorder.
Jessie Allgeyer, Deputy.

ARTICLES OF INCORPORATION

OF

THE BULL DOG FLOOR CLIP COMPANY, INC.

We, whose names are hereto subscribed, hereby associate ourselves into a body corporate under the provisions of Chapter 384 of the 1931 Code of the State of Iowa, and Acts amendatory thereof; assuming all the powers, rights and privileges granted to such body corporate under said chapter and title, and do adopt the following Articles of Incorporation, to wit:

ARTICLE 1

NAME AND PLACE OF BUSINESS

Section 1. The name of this corporation shall be The Bull Dog Floor Clip Company, Inc., and its principal place of business shall be in the Town of Winterset, in Madison County, in

the State of Iowa. It may establish such branch offices and agencies as the Board of Directors shall deem necessary or of advantage in the conduct of its business, in any part of the World.

ARTICLE II

BUSINESS AND POWERS

The objects for which the corporation is formed are: To purchase, lease or otherwise acquire lands and buildings in this state or elsewhere for the erection and establishment of a manufactory or manufactories and workshops with suitable plant, engines and machinery with a view to manufacture, buy, sell, import and export, or otherwise deal in, either directly or indirectly, through the medium of agents or otherwise; in particular to acquire the business now carried on by W. C. Krabiel, under the name and style of The Bull Dog Floor Clip Company, Inc., with the land and buildings, plant, stock and other properties connected with the business, to purchase or otherwise acquire patents, patent rights and privileges, improvements or secret processes for or in any way relating to all or any of the objects aforesaid, and to grant licenses for the use of, or to sell or otherwise deal with any patents, patent rights and privileges, improvements or secret processes acquired by the company; to sell, mortgage, lease or otherwise deal with real and personal property of the company.

To act as agent or representative of corporations, firms, and individuals, and as such to develope and extend the business interests of firms, corporations and individuals.

To acquire, own, lease, occupy, use or develope any lands containing coal or iron, stone or other ores, or oil, and any wood-lands or other lands for any purpose of the company.

To apply for, obtain, register, purchase, lease, or otherwise to acquire and to hold, use, own, operate, and introduce, and to sell, assign or otherwise dispose of any trade marks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters patent of the United States, or elsewhere, or otherwise; and to use, exercise, develope, grant licenses in respect of, or otherwise to turn to account any such trade marks, patents, licenses, processes, and the like, or any such property or rights.

This corporation shall have power to acquire and carry on all or any part of the business or property of any corporation, co-partnership or individual, or individuals, engaged in a business similar to any business authorized to be conducted by this company, and to undertake in conjunction therewith any liability of any person, firm, association or corporation possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as the consideration for the same to pay cash or obligations of this company or to issue its capital stock in accordance with the laws of the State of Iowa.

This corporation shall have power to purchase and own its own capital stock and when so purchased it may re-issue the same; to hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or bonds, debentures, or other evidences of indebtedness created by other corporation or corporations, and, while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon; to purchase, own, lease, and sell real estate of every kind and operate the same in any way desired by the corporation; to borrow money and execute its notes or other obligations therefor; to sell, convey, pledge, or mortgage any or all of its property; it may make all kinds of contracts of guaranty, endorsements and acceptances, including those for accommodation; and shall have all the powers that are by law conferred on corporations for pecuniary profit.

ARTICLE III

CAPITAL STOCK

Section 1. The total authorized capital stock of this corporation is Ten Thousand Dollars

($10,000.00), divided into one hundred (100) shares of the par value of One Hundred Dollars ($100) each. Said shares of stock shall be issued in accordance with the laws of Iowa and when issued said stock shall be forever non-assessable. The authorized capital stock of this corporation may be increased from time to time in accordance with the laws of the State of Iowa, whenever such increase is voted for by a majority of the outstanding stock.

Section 2. Shares of stock shall be transferable upon the books of the corporation upon production of the certificate properly endorsed, and upon entering such transfer the old certificate shall be cancelled and new certificate issued. No transfer of shares shall be valid or bind the corporation until properly entered upon the books of the corporation.

Section 3. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him to be cast by the stockholder in person or by proxy authorized by writing filed with the secretary.

Section 4. The corporation shall have a first lien on the shares of any stockholder for any debt or liability owing by such stockholder to the corporation, and said lien may be enforced as provided in Chapter 524 of the Code of Iowa, 1927.

ARTICLE IV

COMMENCEMENT AND DURATION

This corporation shall commence on the date when the certificate of incorporation is issued by the Secretary of State of the State of Iowa, and shall terminate twenty years thereafter, with the right of renewal as provided by law. This corporation may be dissolved at any time by a two-thirds vote of its stockholders.

ARTICLE V

DIRECTORS AND OFFICERS

Section 1. The affairs of this corporation shall be conducted by a board of directors consisting of not less than one (1) nor more than five (5) directors, who shall be elected by the stockholders at the annual meeting of the corporation, and shall hold office for one year and until their successors are duly elected and qualified. Vacancies on the board of directors may be filled by the board until the next annual stockholders' meeting.

Section 2. The officers of this corporation shall be a president, a vice-president, or more than one vice-president, a secretary and a treasurer, which officers shall be elected by the board of directors each year at the annual directors' meeting. A director may be elected to and hold more than one office. The board of directors may create an Executive Committee to consist of such number of directors as may be determined by the board. The board of directors shall also appoint such managers, superintendents and such other officers and agents as may be authorized by the By-Laws or by resolution of the board of directors.

Section 3. The duties of the officers shall be such as are specified in the By-Laws or by resolution adopted by the board of directors.

Section 4. Until the annual meeting of stockholders in the year 1934, the sole director shall be W. C. Krabiel of Winterset, Madison County, Iowa, and W. C. Krabiel shall also be the president, vice-president, secretary and treasurer.

ARTICLE VI

MEETINGS

Section 1. The annual meeting of the stockholders shall be at the office of the corporation in Winterset, Iowa, at 10:00 o'clock A. M. on the first Tuesday in February in each year.

Section 2. Special meetings of the stockholders may be held as provided in the By-Laws.

Section 3. The annual meeting of the board of directors shall be held after the annual stockholders' meeting and on the same day as the annual stockholders' meeting, or as soon thereafter as is convenient.

Section 4. Special meetings of the board of directors may be held as provided in the By-Laws.

ARTICLE VII

STOCKHOLDERS' LIABILITY

The private property of the stockholders shall be exempt from liability for corporate debts and liabilities.

ARTICLE VIII

BY-LAWS

Section 1. The stockholders of this corporation may at any regular or special meeting adopt By-Laws not inconsistent with these Articles and may alter, amend or repeal such By-Laws or any By-Law adopted by the board of directors.

Section 2. The board of directors may from time to time adopt By-Laws not inconsistent with these Articles or with By-Laws adopted by the stockholders; and may alter, amend or repeal such By-Laws, but shall not have power to alter, amend or repeal any By-Law adopted by the stockholders.

ARTICLE IX

AMENDMENTS

These Articles may be amended at any regular meeting of the corporation, or at any special meeting called for that purpose, by a majority vote of the outstanding stock, except that in the particulars in which the law of Iowa requires an affirmative vote other than a majority vote, then any such amendment shall be adopted by such vote as is required by law.

ARTICLE X

SEAL

This corporation shall have no seal.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18 day of December, A. D. 1933.

W. C. Krabiel

STATE OF IOWA :
:ss.
COUNTY OF POLK :

BE IT REMEMBERED: That on this 18" day of December, A. D. 1933, before me E. B. Carpenter, a Notary Public in and for said county and state, personally appeared W. C. Krabiel, personally to me known to be the identical person who signed the foregoing instrument as maker and acknowledged the same to be his voluntary act and deed for the purposes therein set forth.

WITNESS my hand and notarial seal the day and year last above written.

NOTARIAL SEAL

E. B. Carpenter
Notary Public in and for said
County, Iowa.