Miscellaneous Record, No. 24, Madison County, Iowa

Farmers' Mutual Telephone Company, Pitzer
To
The Public

#1808
Fee $2.00

Filed for record the 1 day of May A.D. 1943 at 10:30 o'clock A.M.
Pearl E. Shetterly, Recorder

ARTICLES OF INCORPORATION FOR FARMERS' MUTUAL TELEPHONE COMPANY OF PITZER

We, the undersigned citizens of Madison County, Iowa, do hereby adopt the following Articles of Incorporation for the purpose of organizing a corporation under the provisions of Chapter 384, Title XIX of the Code of Iowa of 1939, and acts amendatory thereto.

ARTICLE ONE.

The name of this corporation shall be Farmers' Mutual Telephone Company of Pitzer, and its principal place of business shall be in Pitzer, Madison County, Iowa, and its post office address shall be Earlham, Iowa.

ARTICLE TWO.

This corporation shall commence business as soon as these Articles of Incorporation are filed with the Secretary of State of the State of Iowa, and the certificate of incorporation is issued by said Secretary of State, and shall continue for / the period of twenty years, unless sooner dissolved by a three-fourths vote of all the stockholders, which dissolution can only be had at the annual meeting of the stockholders, or at a special meeting called for that purpose. Written notice of the intention to move for a dissolution shall be given by publication in one of the official newspapers of Madison County, Iowa, at least two weeks prior to the holding of such meeting. This corporation shall have the privilege of renewal as provided by law.

ARTICLE THREE.

This corporation shall have and possess all of the rights, powers, and privileges granted and permitted by law, and such as are possessed by like corporations in general, including the right to take over, acquire, own, transfer and dispose of property, both real and personal, and to acquire, maintain and operate the telephone system heretofore operated by the Farmers' Mutual Telephone Company of Pitzer, with its principal place of business in Pitzer, in Madison County, Iowa, succeeding the Farmers' Mutual Telephone Company of Dexter, and which has been dissolved by operation of law, and any and all additions thereto, and to construct, maintain, operate and acquire such additional telephone lines in Madison County, Iowa, and in adjoining counties as a majority of the Board of Directors of said corporation shall determine, and shall have the power to make, perform and enforce contracts, to transact any lawful business to sue and to be sued, to render the interests of its stockholders transferable, and to do any and all acts necessary and proper to carry out the purposes of its organization, which powers and privileges may be possessed and exercised at any place within the State of Iowa, or elsewhere where it may lawfully transact its business. This corporation shall not have a corporate seal.

ARTICLE FOUR.

The general affairs of this corporation shall be managed by a Board of Directors, which shall consist of seven members elected by the stockholders at the annual meeting, and of the President, Vice-President, and Secretary-Treasurer, who shall be ex-officio members of the Board of Directors; said officers and directors shall be elected at the annual meeting of the stockholders, which shall be held on the 28th day of December, each year, at the office of the corporation, unless said day falls on Sunday, in which event said meeting shall be held on the day prior thereto.

ARTICLE FIVE.

The officers of this corporation shall be a President, Vice-President, and Secretary-Treasurer, who shall be elected by the stockholders at said annual meeting, and who, with the seven others elected, shall constitute the Board of Directors and who shall have all powers and authority usual in such cases, or as the laws shall prescribe, and they shall hold their office until the successors are elected and qualified. If a vacancy occurs, the Board of Directors shall make an appointment which shall continue until the next annual

J. B. WELCH PRTG. CO., DES MOINES, IOWA

meeting of stockholders. The officers who shall serve until the annual meeting of stockholders on December 28, 1943, and until their successors are elected and qualified are Harold L. Sewhill, Winterset, Iowa, President; Gail E. Finney, Earlham, Iowa, Vice-President; and Leona Mushrush, Earlham, Iowa, Secretary-Treasurer.

ARTICLE SIX.

The Board of Directors of this corporation until the annual meeting to be held on the 28th day of December, 1943, shall consist of the following named persons, to wit:

Harold L. Sewhill	, President,	P.O. Address, Winterset,	Iowa;
Gail E. Finney	, Vice-President,	P.O. Address, Earlham,	Iowa;
Leona Mushrush	, Secretary-Treasurer,	P.O. Address, Earlham,	Iowa;
William F. Easter	,	P.O. Address, Winterset,	Iowa;
Roy A. Imboden	,	P.O. Address, Earlham,	Iowa;
Geo. W. Crawford	,	P.O. Address, Dexter,	Iowa;
Chas. Scar	,	P.O. Address, Earlham,	Iowa;
Frank G. Jorgensen	,	P.O. Address, Dexter,	Iowa;
Earl E. Nelson	,	P.O. Address, Dexter,	Iowa;
Walter A. McCorkle	,	P.O. Address, Earlham,	Iowa.

ARTICLE SEVEN.

The authorized capital stock of this corporation shall be Four Thousand Five Hundred ($4,500.00) Dollars, divided into two hundred and twenty-five shares of par value of Twenty ($20.00) Dollars each; said shares shall be issued, one share each for each of one hundred fifty shares of stock of the Farmers' Mutual Telephone Company of Pitzer, for which Articles of Incorporation were executed on November 8, 1922, and which are recorded in Miscellaneous Record 20 in the office of the County Recorder of Madison County, Iowa, at Page 359, which has been operating the telephone system with its principal place of business in Pitzer, in Madison County, Iowa, formerly operated by the Farmers' Mutual Telephone Company of Dexter, which changed its name to Farmers' Mutual Telephone Company of Pitzer, as shown at Page 226 of Miscellaneous Record 20 in the office of the County Recorder of Madison County, Iowa, and such shares of Stock so issued are to be paid for by the rights, title and interests of such stockholders in the property of said Farmers' Mutual Telephone Company of Pitzer which has been operating said telephone business with its principal place of business in Pitzer, in Madison County, Iowa, which property has been taxed as the property of said Farmers' Mutual Telephone Company of Pitzer, and by the surrender of such shares of stock, and the shares of stock so issued are to be in full payment for all rights, title and interests in said property and for said shares of stock for which stock in this corporation is issued; and shares of stock shall be issued accordingly, provided authority therefor be given by the Executive Council of Iowa; additional shares of stock may be issued, in addition to those issued to those who have held stock in said Farmers' Mutual Telephone Company of Pitzer, up to the extent which will make 225 shares of all kinds issued by this corporation, but such additional shares shall be issued only for cash in full, at the par value of $20.00 per share, paid in to this corporation, and shall be issued only to parties owning or maintaining a telephone on a line owned by this corporation, and no sale or transfer of stock shall be valid or binding upon the corporation until such transfer shall have been entered upon the books of the corporation kept by the Secretary-Treasurer.

ARTICLE EIGHT.

Each stockholder shall be entitled to one vote upon any question before any meeting of stockholders, but no stockholder whose share, or shares, of stock has not been entered upon the books of the corporation by the Secretary-Treasurer shall be entitled to vote. Should any stockholder desire to dispose of his stock in this corporation, he shall at once notify to any person not owning stock the Secretary-Treasurer in writing of such fact, stating the price for which, and the party to whom, he desires to make such sale, whereupon this corporation or any of its stockholders shall have an option for the purchase of said stock for thirty days from the giving of said notice, at the said price, and no transfer of such stock shall be entered by the Secretary-Treasurer upon the books of the corporation unless this provision has been fully complied with.

ARTICLE NINE.

The highest amount of indebtedness for which this corporation shall at any time be liable shall be two-thirds of its capital stock actually paid up.

ARTICLE TEN.

Private property of the stockholders of this corporation shall in no event be liable for any debts or obligations of this corporation.

ARTICLE ELEVEN.

The Board of Directors may make and adopt by-laws not inconsistent with these Articles of Incorporation for the government and carrying on of the business of this corporation, shall determine the amount of the tolls and rentals to be paid by the stockholders and patrons of its lines, and when the same shall be paid, shall fix the penalties for failure to comply with the laws, rules and regulations, and shall have all necessary and proper power to carry out the purposes of this corporation, whether expressed or implied.

ARTICLE TWELVE.

Special meetings of the stockholders may be called at any time by the Board of Directors or upon written request of the holders owning the majority of the stock, and in either case a call for a special meeting shall state the substance and nature of the business to be transacted at such special meeting.

ARTICLE THIRTEEN.

Five members of the Board of Directors shall constitute a quorum to transact any business of the Board of Directors.

ARTICLE FOURTEEN.

This corporation shall have a prior lien upon the shares of stock and upon all moneys and property due any stockholder, for all sums unpaid upon stock, or owing by him to this corporation, and no assignment or transfer of stock shall be entered upon the books by the Secretary-Treasurer until all indebtedness and obligations of the holder of such stock due the corporation shall be satisfied.

ARTICLE FIFTEEN.

These Articles of Incorporation may be amended at any annual meeting of this corporation or at any special meeting called for that purpose, provided that in either case thirty days notice of the proposed amendment shall be given by mail by the Secretary-Treasurer to each stockholder. Any stockholder may file with the Secretary-Treasurer a proposed amendment, and it shall become the duty of the Secretary-Treasurer to notify the stockholders thereof.

Dated this 28th day of December, 1942.

		Chas Scar
Harold L Sawhill	William F Easter	Frank C. Jorgensen
Gail E. Finney	Roy A. Imboden	Earl E. Nelson
Leona Mushrush	Geo W Crawford	Walter A McCorkle

State of Iowa, Madison County, ss:

On this 28th day of December, 1942, before me, the undersigned, a Notary Public in and for Madison County, Iowa, personally appeared Harold L. Sawhill, Gail E. Finney, Leona Mushrush, William F. Easter, Roy A. Imboden, Geo. W. Crawford, Chas. Scar, Frank C. Jorgensen, Earl E. Nelson, and Walter A. McCorkle, to me personally known to be the persons whose names are affixed to the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed, for the punposes therein stated.

In testimony whereof, I have hereunto set my hand and affixed my seal on this 28th day of December, 1942.

(Notarial Seal)

Daniel J. Gallery, Notary Public in and for Madison County, Iowa

My Commission expires July 4, 1945

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book C-21, Page 630, April 28, 1943
Expires Apr. 28, 1973 Cert. No 7511 Receipt No. 417
Filed by Daniel J. Gallery, Esq., Winterset, Iowa
Filing Fee $25.00 Recording Fee $1.75 Wayne M. Ropes Secretary of State

COMPARED