Pearl E. Shetterly, County Recorder of Madison County, Iowa.

The MADISON COUNTY ABERDEEN ANGUS CATTLEMEN'S ASSOCIATION #2999
To
The Public
Fee $2.20

Filed for record the 15 day of September A.D. 1944 at 9:55 o'clock A.M.

Pearl E. Shetterly, Recorder

APPROVED
Sept 12 1944
Wayne E.Ropes Secretary of State
By T. S. Herrick

ARTICLES OF INCORPORATION

THE MADISON COUNTY ABERDEEN ANGUS CATTLEMEN'S ASSOCIATION

We, the undersigned, Breeders of Aberdeen Angus Cattle in the County of Madison, State of Iowa, do hereby associate ourselves together for the purpose of forming a corporation, not for pecuniary profit, under the provisions of Chapter 394 of the 1939 Code of Iowa as amended, and we hereby accept and adopt the following articles of incorporation:

ARTICLE I

Section 1. The name of this corporation shall be

THE MADISON COUNTY ABERDEEN ANGUS CATTLEMEN'S ASSOCIATION.

ARTICLE II

Section 1. The principal place of business of this corporation shall be the City of Winterset, in Madison County, State of Iowa.

ARTICLE III

Section 1. The object and purpose of this corporation shall be the promotion of the industry of raising Aberdeen Angus cattle within the County of Madison, State of Iowa; the advancement and improvement of such cattle; the scientific breeding and production thereof; the general advancement of the condition and interest of the breeders of such cattle; the promotion of ways and means for the disposition thereof and methods and means of the breeders acquiring such cattle; the carrying on of work and educational campaigns for the purpose of creating markets for Aberdeen Angus cattle owned in said County and adjoining territory; to create a unity of action among breeders of such cattle raised within said County; and to do all things desirable or necessary in the judgment of the members of the corporation to carry out the objects and purposes of the corporation as above described.

ARTICLE IV

Section 1. There shall be no capital stock of this corporation, no dividends, no distribution of property among the members thereof.

ARTICLE V

Section 1. The corporate period of this corporation shall begin on the date the Secretary of the State of Iowa issues a certificate of incorporation to this corporation, and shall terminate at the expiration of fifty (50) years from said date, with the right of renewal as

provided by law, unless sooner dissolved by a three-fourths vote of the members at any annual meeting, or at a special meeting called for that purpose, or by unanimous consent as provided by law.

ARTICLE VI

Section 1. The corporation shall have all of the powers and privileges that corporations not for pecuniary profit may have under the laws of the State of Iowa now existing or which may hereafter be created and may own and dispose of such property as by its board of directors is considered necessary for the transaction of the corporation's business.

ARTICLE VII

Section 1. Any person, persons, corporation, or partnership engaged in the business of breeding or raising Aberdeen Angus cattle in Madison County, Iowa, whose standing as such breeder or raiser is deemed acceptable by the board of directors, shall be eligible for membership in this corporation.

ARTICLE VIII

Section 1. This corporation shall be affiliated with the Iowa Beef Producers' Association and members of this corporation shall be members of the Iowa Beef Producers' Association.

ARTICLE IX

Section 1. The business of this corporation shall be conducted by a board of directors consisting of the officers of this corporation and six directors, said six directors to be elected from the membership of this corporation as herein provided. The term of office of a director shall be two years except that the directors first elected shall serve for terms of one year, and two years respectively, said terms to be determined by the drawing of numbers. A director shall hold office until his successor has been elected and has qualified.

Section 2. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and the office of Secretary and Treasurer may be held by one person, and such officers shall be elected as hereinafter provided. All such officers shall be members of this corporation and shall hold office for the term of one year or until their successors are duly elected and qualified. Said officers shall by virtue of their office be ex officio members of the board of directors during their term of office and until their successors are elected and qualified.

Section 3. The annual meeting of the members and board of directors of this corporation shall be the first Tuesday in February of each year at Winterset, Madison County, Iowa, and at such annual meeting the officers for the ensuing year and directors to fill expiring terms shall be elected by a majority vote of the members present, and such other business shall be transacted as may rightfully come before such meeting. Until the first such annual meeting which will be held on the first Tuesday in February, 1945, the following persons shall be the officers of this corporation:

President	-	R. R. Gillespie
Vice President	-	J. Earl Greves
Secretary	-	F. M. Lenocker
Treasurer	-	C. T. Wembold

The following persons shall be directors:

H. V. Huntoon
Ray Bond
C. E. Cain

who shall serve until their successors are elected at the annual meeting to be held in 1945 and have qualified, and,

Ralph O. Mills
Lyle Ramsey
G. W. Mullins

who shall serve until their successors are elected at the annual meeting to be held in 1946 and have qualified. Said terms having been determined as set forth in Section 1 of this article.

Section 4. Vacancies occurring on the board of directors or among the officers of this

corporation shall be filled for the unexpired term by a majority vote at the next meeting of the board of directors.

Section 5. The officers and directors of this corporation shall receive no compensation for their services.

ARTICLE X

Section 1. The membership fee in this corporation shall be $2.00 payable at the time membership is applied for.

Section 2. The annual membership dues in this corporation shall be $2.00, payable in advance on the first day of January of each year for members owning not in excess of ten head of Aberdeen Angus cattle; and $5.00 payable in advance on the first day of January of each year for members owning over ten head of Aberdeen Angus cattle.

ARTICLE XI

Section 1. The board of directors of this corporation shall have the power to:

(a) To make and amend by-laws, not contrary to any provisions of these Articles of Incorporation, for this corporation which by-laws or amended by-laws shall stand until revoked, altered, or amended by the board of directors or by a majority of the members of the corporation present at any meeting.

(b) Any three directors may call a special meeting of the members of the corporation.

(c) Any three directors may call a meeting of the board of directors.

(d) To terminate the membership of any person, persons, corporation, or partnership, by a majority vote at a meeting of said board of directors where at least two-thirds of the members are present, at any time it is considered that the standing of such person, persons, corporation, or partnership, as a breeder or raiser of Aberdeen Angus cattle is deemed unacceptable or contrary to the object and purpose of this corporation.

(e) To meet at its convenience for the transaction of the business of this corporation.

ARTICLE XII

Section 1. The President of this corporation shall have the authority to call a meeting of the Board of directors, or a meeting of the members of the corporation, and to fix the time and place of any such meeting. Any meeting of the members of the corporation shall be called by directing a notice, fixing the time and place of such meeting, to the members of the corporation and depositing the same in the Post Office not less than five (5) days prior to the date set for such meeting. The President shall have such other powers and authority as may from time to time be delegated to him and such as are usual to the chief executive officer of a corporation of this character. It shall be the duty of the President to act as chairman at the meetings of the board of directors and at the meetings of the members of this corporation.

Section 2. The Vice President shall, in the absence or the ineblility of the President, act for and in the place of the President.

Section 3. The Secretary shall keep full and complete minutes of all the meetings of the members and all the meetings of the board of directors of the corporation and perform such other duties as are usual to the office of Secretary.

Section 4. The Treasurer shall receive all funds belonging to this corporation and shall disburse same only upon authority of the board of directors, and shall keep a strict and accurate accounting of all such receipts and disbursements. The Treasurer shall also have the duty of maintaining a membership roster of the corporation in such form as to show at any time which members are paid up and in good standing and which members are delinquent and not in good standing, and perform such other duties as are usual to the office of Treasurer.

ARTICLE XIII

Section 1. The members of this corporation are all powerful and can at any meeting, by a majority vote of those members present, amend any rule or by-law and rescind and set aside

any action taken by the board of directors, remove any of its officers, or dismiss any employee with or without cause.

ARTICLE XIV

Section 1. These Articles of Incorporation may be amended by a majority vote of the members present at any annual meeting of the members, or at a special meeting of the members called for that purpose, as provided in Section 8839 of the 1939 Code of Iowa.

ARTICLE XIV (Cont'd.)

Section 2. Notice in writing must be given to all members of any proposed change in these Articles of Incorporation and such notice must be mailed in the Post Office not less then seven days prior to the date of the meeting at which such proposed change will be voted upon.

ARTICLE XV

Section 1. The members of this corporation and its officers shall not be liable personally for the debts of the corporation.

ARTICLE XVI

Section 1. It is mutually understood between the Iowa Aberdeen Angus Breeder's Association and The Madison County Aberdeen Angus Cattlemen's Association that the executive committee of the Iowa Aberdeen Angus Breeder's Association shall have the power to name one member of the Sales Committee of The Madison County Aberdeen Angus Cattlemen's Association.

ARTICLE XVII

Section 1. Any member may withdrew from this corporation by giving written notice to the Board of Directors of the corporation. No reimbursement of any kind shall be given the withdrawing member for funds or services rendered prior to the date of such withdrawal from membership.

Dated this 9th day of August 1944.

Incorporators	Address
W J Beeler	Winterset, Iowa
R. R. Gillespie	Dexter, Iowa
J Earl Graves	Winterset, Ia
John H. Burch	Winterset, Ia
Clarence T Wambold	Winterset, Iowa
Worth Ramsey	Winterset, Iowa
C. E. Cain	" "
C. H. Taylor	Dexter, Iowa
Frank G. Jorgensen	Dexter, Iowa
H. V. Huntoon	Winterset, Iowa
G. W. Mullins	" "
Lyle Ramsey	" "
Geo P Durend	Prole "

STATE OF IOWA MADISON COUNTY)ss.

BE IT REMEMBERED, that on this 9th day of August, 1944, before me a Notary Public in and for said County and State personally appeared W. J. Beeler, R. R. Gillespie, J. Earl Graves, John H. Burch, Clarence T. Wambold, Worth Ramsey, C. E. Cain, C. H. Taylor, Frank G. Jorgensen, H. V. Huntoon, G. W. Mullins, Lyle Ramsey, said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and Notarial Seal at Winterset in the County of Madison, State of Iowa, the day and year last above written.

Geo. P. Durand
(Notarial Seal) Notary Public in and for Madison County, Iowa.

STATE OF IOWA MADISON COUNTY)ss.

On the 8th day of September, A.D. 1944, before the undersigned, a Notary Public in and for Madison County, State of Iowa, came Geo. P. Durand, to me personally known to be the identical person whose name is subscribed to the foregoing instrument as maker thereof, and acknowledged the execution of the same to be his voluntary act and deed.

Witness my hand and Notarial Seal, the day and year last above written.

Ernestine M. Handel
(Notarial Seal) Notary Public in and for Madison County, Iowa.

Miscellaneous Record, No. 24, Madison County, Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 1-C, Page 647, Sept. 12-1944. Expires Sept. 12-1984,
Cert. No 571, Receipt No. 1492 Filed by H. V. Huntoon Esq. Winterset, Ia Filing Fee 5.00
Recording Fee ✓ COMPARED Wayne M. Ropes Secretary of State