Notary Public in and for Madison County, Iowa.

MADISON COUNTY MEMORIAL HOSPITAL ASSOCIATION
To
The Public

#1532
Fee $ 3.20

Filed for record the 18 day of May A.D. 1945 at 9:56 o'clock A.M.
Pearl E. Shetterly, Recorder

ARTICLES OF INCORPORATION
OF
MADISON COUNTY MEMORIAL HOSPITAL ASSOCIATION.

We, the undersigned, for the purpose of creating an association under the provisions of Chapter 394 of the Code of Iowa of 1939 and the laws amendatory thereto, for the benefit of a hospital to be established in Madison County, Iowa, have associated, and do hereby associate ourselves together, and have adopted the following Articles of Incorporation:

ARTICLE ONE.

The name of this corporation shall be Madison County Memorial Hospital Association.

ARTICLE TWO.

The principal place of business of this corporation shall be at Winterset in Madison County, Iowa.

ARTICLE THREE.

The business and objects of this corporation shall be as follows:

Whereas, it is contemplated that a county public hospital may be established in Madison County, Iowa, to be located in the City of Winterset, Iowa, or in the immediate vicinity of said city, but has not yet been established, and there are persons who have expressed a desire to make gifts and other provisions to aid the same, and it is believed that there will be other persons and corporations, partnerships, associations, groups or organizations of various kinds desirous of making provisions by gift, deed, will or otherwise, for the benefit of the establishment of such a hospital, including the acquiring of a site therefor, or for the benefit of the equipping or maintenance thereof, or operation thereof, or the enlarging or adding thereto, or for the benefit thereof in some other way, and there has been no other

A. B. HELM PTG. CO., DES MOINES, IOWA

authorized recipient of such gifts or other provisions to aid such hospital, and
APPROVED MAY 9 1945 WAYNE M ROPES
499 Secretary of State By T.S. Herrick
it is desirable and proper that provision be made for the acceptance of the same, therefore, the business and objects of this corporation shall be to accept property, both real and personal property, including money, by gift, devise, bequest or otherwise, for the benefit of the establishment of a county public hospital in Madison County, Iowa, to be located in the City of Winterset, Iowa, or in the immediate vicinity of said city, including the acquiring of a site therefor, or for the benefit of equipping or maintenance thereof, or operation thereof or the enlarging or adding thereto, or for the benefit thereof in some other way, and to hold, manage and control such property, to rent any of such property which is subject to rental, and collect the rents, profits and income therefrom, to make and pay for repairs, upkeep and improvements thereto and pay insurance premiums therefor, and to exchange any such property, if not in conflict with the terms under which it was received, and to invest any funds on hand and to change the form of investment from time to time, if not in conflict with the terms under which received, and this corporation shall have power to own real estate and to sell and convey or exchange the same, either under power granted by the terms under which such real estate is received by this corporation, or for the purpose of converting the same into money for the benefit of such county public hospital, if not in conflict with the terms under which such real estate is received by this corporation, and shall have power, and it shall be the duty and part of the business and objects of this corporation, to convey any real estate received or held by it and transfer any personal property of any kind received or held by it, whenever such county public hospital is established and the Board of Trustees thereof is duly appointed, qualified and organized in accordance with the provisions of law governing the establsihment of county public hospitals now in effect, or in accordance with the provisons of law amendatory thereto which may be in effect at such time, and in the event there shall be any change in the laws of Iowa so as to provide for acceptance of property by anybody other than the Board of Trustees of such county public hospital, then any conveyance made shall be made to whomsoever may be authorized to accept the same under the laws in effect at such
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time; the purpose of this corporation shall be accomplished when all property held by it is transferred and conveyed to the Board of Trustees of such county public hospital, when established, or in the event of a change in the laws of Iowa so as to provide for the acceptance of property by anybody other than such Board of Trustees, then when all such property is transferred and conveyed to whomsoever may be authorized to accept the same under the laws in effect at such time; if no such county public hospital is ever established within the period of the existence of this corporation, then all money and property owned or held by this corporation shall be turned back to those entitled to receive the same, either under provisions for disposition of the same in any instrument under which the money or property was received by this corporation, or in any instrument made thereafter, or under any provisions of inheritence or testamentary disposition, or any other provisions of law controlling the same, except that such money or property which has been properly used or expended under the powers of this Corporation need not be returned.

ARTICLE FOUR.

There shall be no capital stock of this corporation, but each natural person who makes a contribution for the purpose of this corporation of the value of $100.00, or more, shall, by reason of such contribution, become a member of this corporation, and each member of this corporation shall have one vote in any meeting of members of this corporation; if the contribution is any form other than money, the valuation thereof, for the purpose of this article, shall be determined by the Board of Directors; nothing shall prevent the acceptance of contributions of smaller valuation than $100.00, but anybody who does not make a contribution

of at least $100.00 in value shall not be entitled to vote in any affairs of this corporation, except that each person who signes these articles of incorporation as an incorporator becomes a charter member and entitled to vote in any affiars of this corporation, without regard to whether such incorporator makes any contribution or not.

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ARTICLE FIVE.

This corporation shall not have a corporate seal.

ARTICLE SIX.

The affairs of this corporation shall be managed by a Board of Directors, consisting of nine members, all of whom shall be members of this corporation and shall be residents of Madison County, Iowa, and shall be elected at the annual meeting of the members of this corporation, and shall hold office for a period of one year, and until their successors are elected and assume the duties of the directorship. No director shall receive any compensation for his services. The directors elected at each annual meeting on the third Tuesday of January, in each year, shall meet immediately following the close of that annual meeting at which they are elected. At such meeting they shall elect the new officers of this corporation. Until the first annual meeting of the members of this corporation, which meeting shall be held on the 15th day of January, 1946, the following persons shall be directors of this corporation:

Ed M. Smith,	Address	Winterset, Iowa
J. Earl Graves,	Address	Winterset, Iowa
A. A. Richards,	Address	Winterset, Iowa
H. L. Paull,	Address	Winterset, Iowa
A. D. Beeler,	Address	Peru , Iowa
Loleh Sheerer,	Address	Winterset, Iowa
Mrs. Chas. A. Martin,	Address	Patterson, Iowa
Helen K. Kelleher,	Address	Winterset, Iowa
Mrs. Carl Downs,	Address	St. Charles, Iowa
—	Address	—
—	Address	—
—	Address	—

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ARTICLE SEVEN.

The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer, all of whom shall hold office for a period of one year, and until their successors are elected and assume the duties of office. Said officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation in each year. Said officers shall be elected from the membership of the Board of Directors and shall also serve on the Board of Directors and be entitled to vote as members of the Board of Directors. The president shall be the presiding officer of the Board of Directors, and in his absence or inability to act the vice-president shall be the presiding officer thereof, and in the absence or inability of both the president and vice-president, the presiding officer during such absence or inability to act shall be chosen from the other members of the Board of Directors. Any vacancy occuring in any office shall be filled by the Board of Directors for the period until such office is filled by election at the next meeting of the Board of Directors first following the next annual meeting of the members. No officer shall receive any compensation for his services. Until the election of officers following the first annual meeting of the corporation, the officers of this corporation shall be as follows:

President,	Ed. M. Smith,	Address,	Winterset, Iowa
Vice-President	J. Earl Graves,	Address,	Winterset, Iowa
Secretary,	A. A. Richards,	Address,	Winterset, Iowa
Treasurer,	H. L. Paull,	Address,	Winterset, Iowa.

ARTICLE EIGHT.

The Treasurer of this corporation shall give bond in such amount as it shall be deemed by the Board of Directors. The amount of the bond shall be based upon the money and personal property to be secured. During any time when there may be no money or property to secure, no bond need be required. A bond provided by the Treasurer may be either personal surety

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bond or surety company bond, and if surety company bond is furnished this corporation shall pay the reasonable cost of the premiums thereon, and any funds in the possession of the corporation may be used for such purpose. Any bond furnished shall be approved by the Board of Directors. No other officer shall be required to furnish bond.

ARTICLE NINE.

The President and Secretary of this corporation shall execute, in behalf of this corporation, all deeds or other instrument conveying or encumbering any property of this corporation, and in the absence or inability of the President to act, the Vice-President may execute any such instrument with the same power and effect as the President.

ARTICLE TEN.

An Annual meeting of the members of this corporation shall be held on the third Tuesday of January in each year, commencing at 8 P.M., beginning in the year 1946, and shall be held in Winterset, Iowa, at such place as may be determined by the Board of Directors. Notice of such annual meeting shall be given by the Secretary by mailing to each member, at his last-known address, at least ten days prior to such meeting, a notice signed by the Secretary, or by two publications in some daily or weekly newspaper in general circulation in Madison County, Iowa, the last publication of such notice shall be not less than ten days prior to the date of said meeting and all such notices shall state the place in the City of Winterset, Iowa, where the meeting shall be held.

ARTICLE ELEVEN.

A special meeting of the members of this Corporation may be called at any time by the President or Secretary or by a majority of the Board of Directors, and it shall be called by the President upon written request therefor made by at least ten members of this Corporation, such request shall state the purpose or purposes of the meeting. The same notice shall be given for a special meeting as is provided in these Articles for the annual meeting of the members of this Corporation.

504 ARTICLE TWELVE.

By-laws for this Corporation may be made and adopted by the members of this Corporation at any meeting of the members and may also be made and adopted by the Board of Directors, but no by-law shall be in conflict with the express purpose of the Articles of Incorporation or any provision of law governing this Corporation.

ARTICLE THIRTEEN.

The Board of Directors may determine the time and place of meeting, and may provide for regular meetings and special meetings of the Board of Directors as may be seen fit, either by by-laws or by resolution or motion entered in the records of the meeting of the Board of Directors.

ARTICLE FOURTEEN.

This Corporation may borrow money for purposes necessary or proper to carry out its purposes, when authorized by the Board of Directors, but the indebtedness of this Corporation shall not at any time exceed $1,000.00.

ARTICLE FIFTEEN

This Corporation may expend money, out of any funds in the control of the Corporation, for maintaining an office, hiring necessary clerical help, purchasing supplies, paying for expenses of mailing and printing, paying bond premiums for the Treasurer, and expenses in connection with the deeds or other instruments involving property of the Corporation and any other expense proper for the purposes of this Corporation, but the same must be ordered or approved by the Board of Directors.

ARTICLE SIXTEEN.

The private property of the members of this Corporation shall be exempt from liability for the debts of this Corporation. The private property of any contributor to this Corporation,

although not a member, shall be exempt from liability for the debts of this Corporation.

ARTICLE SEVENTEEN.

This Corporation may amend its Articles of Incorporation by a vote of a majority of its members and may amend the same at any regular meeting or special meeting called for that purpose by the President or Secretary or a majority of the Board of Directors. The same
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notice of any meeting for the purpose of amending the Articles of Incorporation shall be given as is provided in these Articles for the annual meeting of members and special meeting of the members of this Corporation.

ARTICLE EIGHTEEN.

This Corporation shall commence business as soon as authorized by law and shall endure for fifty years unless sooner dissolved by a three-fourths vote of all the members of this corporation or by act of the General Assembly or by operation of law.

ARTICLE NINETEEN.

This Corporation may be dissolved by a three-fourths vote of all the members of this Corporation, at a meeting of all the members called for that purpose, which may be a special meeting of the members of the Corporation, or the annual meeting of the members of the Corporation, provided the same notice of contemplated action on dissolution is given to all members entitled to vote at a meeting of members as provided in these Articles for the annual meeting of members and for special meetings of members of this Corporation.

ARTICLE TWENTY.

It is the thought of the incorporators of this corporation that the hospital, which this corporation is organized to aid, may be a memorial to all those who served in World War II, but establishment and operation of this Corporation and the carrying out of the objects of this Corporation shall not be limited to a hospital which is specifically dedicated as such a memorial, but the benefit of this corporation shall extend to any such county public hospital as is established within the contemplation of these Articles of Incorporation, whether specifically dedicated as such memorial, or not.

Signed and subscribed by the undersigned incorporators this 1st day of May, A.D. 1945.

	Arling E Smith,	Address	Winterset, Iowa
	H L Paull,	Address	Winterset, Ia
	Ed M Smith,	Address	Winterset, Iowa
506	A D Crow,	Address,	Macksburg, Ia
	Chas Rowe,	Address,	Winterset, Iowa
	F A Bonham,	Address,	Macksburg, Iowa
	Chas. Beeler,	Address,	Winterset, Iowa
	Carl Brown,	Address,	Winterset, Iowa
	J W Bunker,	Address,	Winterset, Iowa
	Erwin M Howell,	Address,	Prole, Iowa
	Asa P. Dowler,	Address,	St Charles, Ia
	Geo P Durend,	Address,	Prole, Iowa
	R Edward Baur,	Address,	Van Meter, Ia
	J Earl Graves,	Address,	Winterset, Iowa
	Chas. A. Martin,	Address,	Prole, Iowa
	O. Dale Simmons,	Address,	Winterset, Iowa
	Paul L. Griffith,	Address,	Winterset, Iowa
	H. C. Fosher,	Address,	Winterset, Iowa
	Emery Sheerer,	Address,	Winterset, Ia
	A A Richards,	Address,	Winterset, Iowa
	Mrs. C.P. Shepard,	Address,	Earlham, Iowa
	Mrs. Helen K. Kelleher,	Address,	Winterset, Iowa
	Clayton Paul Shepard,	Address,	Earlham, Ia
	Clifford J Miller,	Address,	Winterset, Iowa
	Mrs. Carl Downs,	Address,	St Charles, Ia
	Mrs Loleh Sheerer,	Address,	Winterset, Ia
507	Mrs Chas. A. Martin		Patterson Iowa (Crawford Twp.)
	E W Cummins		Winterset, Iowa (Center Twp)
	W. A. Samp		Winterset, Iowa (Center Twp)
	A. D. Beeler		Peru, Iowa (Walnut Twp)
	Myles Young III		Winterset, Iowa
	C A Guenther		Winterset, Ia

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STATE OF IOWA MADISON COUNTY)SS

On this 1st day of May, A.D., 1945, before me, a notary pbulic in and for said County,

personally came Arling E. Smith, H. L. Paull, Ed M. Smith, C. G. Crow, Chas. Rowe, F. A. Bonham, Chas. Beeler, Carl Brown, J. W. Bunker, Erwin M. Howell, Asa P. Dowler, Geo. P. Durand, R. Edward Baur, J. Earl Graves, Chas. A. Martin, O. Dale Simmons, Paul L. Griffith, H. C. Fosher, Emery Shearer, A. A. Richards, Mrs. C. P. Shepard, Mrs. Helen K. Kelleher, Clayton Paul Shepard, Clifford J. Miller, Mrs. Carl Downs, Mrs. Lolah Shearer, Mrs. Chas. A. Martin, W. A. Samp, A. D. Beeler, Myles Young III, C. A. Guenther, personally to me known to be the identical persons named in and who executed the above and foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed for the purposes therein expressed.

WITNESS my hand and official seal the date last above written.

(Notarial Seal)

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

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 1-F, Page 499, May 9-1945 Expires May 9-1995 Cert.No 1150, Receipt No 1113 Filed by Daniel J. Gallery, Esq. Winterset, Iowa Filing Fee 5.00 Recording Fee

Wayne M. Ropes Secretary of State.

COMPARED

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