Iowa.

St. Charles Telephone Exchange #703 / Filed for record the 6 day of March A. D. 1945 at 10:45 o'clock A. M.

To Fee $1.90 / Pearl E. Shetterly, Recorder

The Public Wilma M. Wade, Deputy

CERTIFICATE OF RENEWAL AND AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION.

Certificate of Renewal.

BE IT REMEMBERED that at a special meeting of the stockholders of the St. Charles Telephone Exchange, a corporation duly orgenized and existing under the laws of the State of Iowa, having its place of business at St. Charles, Madison County, Iowa, held on the 6th day of February, 1945, commencing at 8:00 P. M., after due and proper notice had been given the stockholders thereof, and at which meeting the requisite number of shares of stock of said corporation was represented, in accordance with the articles of incorporation and the laws of the State of Iowa, the following resolution was adopted by the following vote of stockholders:

Total number of shares voted in favor thereof 18

Total number of shares voted against the same 0

Resolution.

BE IT RESOLVED that the corporate period of St. Charles Telephone Exchange, a corporation, of St. Charles, Madison County, Iowa, expiring according to its certificate of incorporation on November 8, 1944, but with right of renewal at any time within three monthe after said date, is hereby extended for a period of twenty years from and after November 8, 1944, unless sooner dissolved by voluntary action of the stockholders, or by law.

Be it further resolved, that the renewal amended and substituted articles of incorporation submitted to the stockholders at this meeting, which are attached hereto, be and the same are hereby adopted as the articles of incorporation of said corporation under the
290
renewal herein provided for.

Be it further resolved, that the members of the Board of Directors and the President and Secretary-Treasurer of said Corporation be and they are hereby authorized and directed to sign, swear to and acknowledge a certificate showing the proceedings resulting in the renewal of said Corporation and file with the Secretary of State and have recorded there the said Amended and Substituted Articles of Incorporation and do any and all other things required by law to execute, complete and carry into effect the renewal of said Corporation in accordance with law.

It is hereby certified that the above and foregoing is a true and correct statement of proceedings for renewal of St. Charles Telephone Exchange, a Corporation, of St. Charles,

Iowa, at the above referred to special meeting and election.

Truman Johnston
President of said corporation
presiding at said special meeting
and election.

Weede Martin
Secretary-Treasurer of said
Corporation presiding at said
special meeting and election.

C. G. Ray,
President of said Corporation under
the renewal of said Corporation.

Weede Martin
Secretary-Treasurer of said Corporation
under the renewal of said Corporation.

Truman Johnston
C. G. Ray.
Sam W. Martin
Directors of said Corporation
Prior to Renewal.

C G Ray,
Sam W Martin
R A Scrivner
Directors of said Corporation under
the renewal of said Corporation.

891

STATE OF IOWA. MADISON COUNTY,)SS:

Subscribed and sworn to before me by the said Truman Johnston, Weede Martin, C. G. Ray, Sam W. Martin, and R. A. Scrivner this 6th day of February, 1945, and on this 6th day of February, 1945, before me, the undersigned, a Notary Public in and for Madison County, Iowa personally appeared Truman Johnston, Weede Martin, C. G. Ray, Sam W. Martin, R. A. Scrivner to me personally known and to me personally known to be the persons signing their names to the above and foregoing resolution and acknowledged that they executed the same as their voluntary act and deed in the capacities set out in connection with the execution of the same, and acknowledged the execution of the same to be their voluntary act and deed.

Witness my hand and Notarial Seal this 6th day of February, A. D., 1945.

(NOTARIAL SEAL)

Geo. D. Smith,
Notary Public in and for
Madison County, Iowa.

892

ST. CHARLES TELEPHONE EXCHANGE

to

THE PUBLIC

AMENDED AND SUBSTITUTED
ARTICLES OF INCORPORATION

Whereas, on November 8, 1924, a certificate of incorporation was issued to St. Charles Telephone Exchange, a Corporation, of St. Charles, Iowa, the Articles of Incorporation of which are recorded in Miscellaneous Record 20 of the County Recorder's Office of Madison County, Iowa, at page 473; and

Whereas said Corporation is subject to renewal for an additional period of twenty years from and after November 8, 1944,

Now, for the purpose of such renewal, we, the undersigned, and all other persons who have or who may hereafter become purchasers of stock of said Corporation, do by these presents, associate ourselves together under and by virtue of Chapter 384, Title XIX of the Code of Iowa of 1939, and acts amendatory thereto, and do adopt the following Amended and Substituted Articles of Incorporation:

ARTICLE 1. The name of this Corporation shall be St. Charles Telephone Exchange, and its principal place of business shall be St. Charles, Madison County, Iowa; and the general nature of its business shall be to operate telephone exchange and telephone toll lines, and to conduct such other business in connection with the telephone exchange and toll line business as may be from time to time authorized by the Board of Directors.

ARTICLE 2. The Corporation commenced its Corporate existence on November 8, 1924 and expired on November 8, 1944 and is hereby renewed for another period of twenty years from November 8, 1944 or until November 8, 1964, with the right of renewal unless sooner dissolved by a three-fourths vote of all the stock subscribed, at a stockholders meeting.

ARTICLE 3. The authorized capital stock of this Corporation shall be Two Thousand ($2,000.00) Dollars, divided into four hundred (400) shares of Five ($5.00) Dollars each, of which two hundred and twenty-six (226) shares have been sold and paid for in full, said unissued stock to be issued at such times 293 and in such amounts as the board of directors may order, no stock, however, to be issued until the corporation has received the full par value thereof in money or property, and if in anything other then money, the issuance thereof shall be approved by the Executive Council of the State of Iowa as provided in Chapter 385 of the 1939 Code of Iowa.

ARTICLE 4. The affairs of this Corporation shall be conducted by a Board of Directors to be elected at the first meeting of stockholders to be held on the first Tuesday of January, 1946, and shall be elected, one for a period of one year; one for a period of two years and one for a period of three years. Their successors shall each serve for a period of three years.

ARTICLE 5. The annual meeting for the election of Directors shall be held at such place in the Town of St. Charles, Madison County, Iowa, as may be fixed by the Board of Directors, on the first Tuseday of January, 1946, and on the first Tuesday of each Jamuary thereafter. This corporation is to do the telephone exchange work for several privately owned mutual farm telephone lines, each of which lines is interested in the property of said telephone exchenge. The stockholders in each of said lines shall select one representative of each of such lines who shall represent such lines at the stockholders meeting.

ARTICLE 6. The directors may call a meeting of the representatives of the stockholders at any time they see proper, and shall do so upon the written request of the stockholders owning a majority of the stock of said corporation.

ARTICLE 7. Until the election on the first Tuesday of January, 1946, the directors of this Corporation shall consist of the following named persons: C. G. Ray, St. Charles, Iowa; Sam W. Martin, St. Charles, Iowa; and R. A. Scrivner, St. Charles, Iowa, and the directors shall, at their first meeting after the annual election, elect a president from their number, and may elect a secretary-treasurer as they may choose,which officers shall be entitled to hold their offices until the election on the first Tuesday of January, next after their appointment or election. Any director may hold two of said offices, and said directors shall have the right to fill any vacancies occurring in the offices of said corporation. Until the election by the directors after the annual meeting on the first Tuesday 294
of January, 1946, the officers of this corporation shall be: C. G. Ray, St. Charles, Iowa, President; Weede Martin, St. Charles, Iowa, Secretary-Treasurer.

ARTICLE 8. The private property of the stockholders of this corporation shall be exempt from liability for the debts of this corporation.

ARTICLE 9. The indebtedness of this Corporation shall not at any time exceed two-thirds of its capital stock subscribed and paid.

ARTICLE 10. No alternation or amendment shall be made to these Amended and Substituted Articles of Incorporation, unless the same be adopted by a majority vote of the stockholders present at a meeting of the stockholders called for that purpose.

C. G Ray (C. G. Ray)	Address, St. Charles Ia
Sam W Martin (Sam W. Martin)	Address, St. Charles, Iowa
R A Scrivner (R. A. Scrivner)	Address, St. Charles, Iowa
W H Breeding (W. H. Breeding)	Address, St. Charles, Iowa
Carl F Downs (Carl F. Downs)	Address, St. Charles, Iowa

STATE OF IOWA MADISON COUNTY) SS:

On this 6th day of February, A. D., 1945, before me, a Notary Public in and for said County, personally came C. C. Ray, Sam W. Martin, R. A. Scrivner, W. H. Breeding, Carl F. Downs, personally to me known to be the identical persons whose names are affixed to the above and foregoing instrument as grantors and severally acknowledged the execution of the same to be their voluntary act and deed for the purposes therein expressed.

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

Geo. D. Smith
Notary Public in and for
Madison County, Iowa.

(NOTARIAL SEAL)

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book X-11, Page 290, Feb. 20 1945
Expires Nov. 8, 1944, Cert. No. 8303, Receipt No. 431.
Filed by Daniel J. Gallery, Winterset, Ia.
Filing Fee 25.00 Recording Fee 1.50 Wayne M. Ropes Secretary of State

295 COMPARED