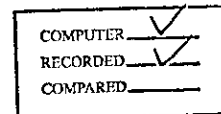


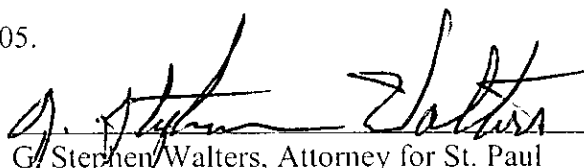
MICHELLE UTSLER. COUNTY RECORDER
MADISON IOWA



Certification

The undersigned, as Attorney for St. Paul Evangelical Lutheran Church of Winterset, Iowa, does hereby certify that the attached document is a true and authentic copy of the Restated, Amended and Substituted Articles of Incorporation of St. Paul Evangelical Lutheran Church of Winterset, Iowa, signed on July 14, 2002.

Dated this 20th day of September, 2005.


G. Stephen Walters, Attorney for St. Paul
Evangelical Lutheran Church of Winterset,
Iowa

Preparer Information: G. Stephen Walters
Jordan, Oliver & Walters, P.C.
Farmers & Merchants State Bank Bldg.
P.O. Box 230
Winterset, Iowa 50273
Telephone: 515-462-3731
Fax: 515-462-3734

✓ Return Document to: G. Stephen Walters
Jordan, Oliver & Walters, P.C.
Farmers & Merchants State Bank Bldg.
P.O. Box 230
Winterset, Iowa 50273
Telephone: 515-462-3731
Fax: 515-462-3734

Grantors:
St. Paul Evangelical Lutheran Church
of Winterset, Iowa

Grantees:
St. Paul Evangelical Lutheran Church
of Winterset, Iowa

RESTATED, AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION

OF

ST. PAUL EVANGELICAL LUTHERAN CHURCH OF WINTERSET, IOWA

Pursuant to the provisions of Section 39 of Chapter 504A of the 2001 Code of Iowa, St. Paul Evangelical Lutheran Church of Winterset, Iowa, hereby adopts the following Restated, Amended and Substituted Articles of Incorporation.

Article I

NAME OF CORPORATION

This corporation shall be known and designed as "St. Paul Evangelical Lutheran Church of Winterset, Iowa," and its principal place of business shall be in Winterset, Madison County, Iowa.

Article II

SEAL

This corporation shall have no corporate seal.

Article III

OBJECT OF CORPORATION

The object of the corporation shall be to maintain a church for the use of the present congregation of St. Paul Evangelical Lutheran Church of Winterset, Iowa, and for their successors, subject to the rules and discipline and confessions of faith established by the Evangelical Lutheran Church in America, and its successors.

Article IV

POWERS OF CORPORATION

This corporation shall have the power to acquire property by gift, bequest or purchase for purposes appropriate to its creation and shall have the power to acquire and hold all real estate and personal property necessary to carry out the objects of this corporation, and may enter into contracts for the construction of the Church edifice, parsonage and/or school, and may borrow money therefore and may pledge or mortgage any of its property to that end and the sale or mortgage of any real estate owned by this corporation may be made providing a majority of the members of the church present at any regular or special meeting authorize the same. This corporation shall have such further and different powers as are provided for corporations under Iowa Code Chapter 504A.

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Article V
MEMBERSHIP

No capital stock shall be issued, but all members in good standing of the congregation of St. Paul Evangelical Lutheran Church of Winterset, Iowa, shall be members of this corporation.

Article VI
TRUSTEES

The business of the corporation shall be managed by a Board of Trustee, also known as Directors, who shall be chosen at a regular meeting or a special meeting of the members of the corporation. The current Trustees, who shall continue to serve until their successors are elected and take office, are Christopher W. Blanchard, Ted McDonald, and Paul Groth.

Article VII
REGULAR MEETING

The regular annual meeting of the membership of the corporation shall be held in January of each year. The time and place of the meeting shall be fixed by the Trustees and notice of the time and place of the said meeting shall be given to the members of the corporation at two regular Sunday services held immediately prior to the date set for the said meeting.

Article VIII
SPECIAL MEETINGS

In addition to the regular meetings of the corporation, there may be special meetings called by the Pastor, or by five members of the corporation. Notice of these special meetings shall be given at a regular Sunday service, which shall be at least three days prior to the date set for the said special meeting.

Article IX
QUORUM

Ten per cent of the members of the Church shall constitute a quorum at any regular or special meetings of the corporation, and are authorized to transact any business of the corporation, and a majority of those present, if a quorum is present, whether at a regular or special meeting, shall have the power to transact any business of the corporation.

Article X
AMENDMENTS

These Articles may be amended at any regular or special meeting of the corporation's members.

Article XI
BY-LAWS

The Trustees shall have the power to adopt such by-laws as they deem to be appropriate.

Article XII
TERM OF EXISTENCE

This corporation shall have perpetual existence and duration.

Article XIII
504A

This corporation henceforth adopts, and elects to be governed under Chapter 504A of the 2001 Code of Iowa.

Article XIV
CORRECT STATEMENT OF ARTICLES

These Restated, Amended and Substituted Articles of Incorporation of St. Paul Evangelical Lutheran Church of Winterset, Iowa, set forth the provisions of the Articles of Incorporation as amended, and which have been duly adopted as required by law, and all previous Articles of Incorporation are hereby stricken.

Dated: July 14, 2002.

St. Paul Evangelical Lutheran Church of Winterset, Iowa

By David L. Van Horn
David L. Van Horn, President

By Linda J. Kirkland
Linda J. Kirkland, Secretary

State of Iowa)

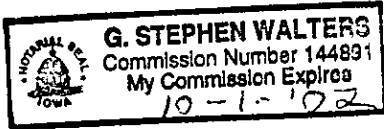
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SS

County of Madison)

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On this 14th day of July, 2002, before me, the undersigned a Notary Public in and for said State, personally appeared David L. Van Horn and Linda J. Kirkland to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of said corporation; that (no seal has been procured by the said) (~~the seal affixed thereto is the seal of said~~) corporation that said instrument was signed (~~and sealed~~) on behalf of said corporation by authority of its Board of Trustees (Directors); and that the said President and Secretary as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily-executed.



G. Stephen Walters
Notary Public in and for the State of Iowa