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Madison

COMPARED

STATE OF IOWA, MADISON COUNTY, ss.
Filed for Record this 25 day of August 19 92 at 9:00 AM
Recording Fee $ 10.00 Michelle Uisler, Recorder, By Shirley A. Henry Deputy
Book 41 Page 112 Insl. No. 512

ARTICLES OF INCORPORATION
OF
WINTERSET EXCHANGE FRIENDSHIP GROUP, INC. (WEFG)

TO THE SECRETARY OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a nonprofit corporation under Chapter 504A of the Code of Iowa (1991), hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Winterset Exchange Friendship Group, Inc. The effective date of this corporation shall be July 14, 1992.

ARTICLE II

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

ARTICLE III

This corporation shall endure perpetually from the date the Secretary of State of the state of Iowa issues the Certificate of Articles of Incorporation.

ARTICLE IV

The purpose or purposes for which the corporation is organized is not for profit, but for the promotion of the common good, general welfare, civic betterment and social improvement of the Town of Winterset and other communities in this country and other countries of the world.

ARTICLE V

This corporation, through its Board of Directors, shall have all the powers given to nonprofit corporations under the provisions of Chapter 504A of the 1991 Code of Iowa and acts amendatory thereto, and without limiting the foregoing powers shall have the power to borrow money and transfer property, give security in the form of mortgage, pledge or otherwise, to issue securities, including annuity contracts, and to enter into contracts. It shall also have the power to take by gift, purchase, devise or bequest, real, personal or mixed property for purposes appropriate to its creation.

ARTICLE VI

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the

federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

The address of the registered office of this corporation in the State of Iowa is 621 W. Benton, Madison County, Winterset, Iowa, and the name of the registered agent is Susan K. Janssen.

ARTICLE VIII

This corporation shall have no seal.

ARTICLE IX

The acts and actions of the incorporators performed for the corporation prior to the issuance of the Certificate of Incorporation are hereby adopted as the acts of the corporation and the private property of the members, officers, and members of the Board of Directors of the corporation shall not be liable for any of the debts or liabilities of this corporation.

ARTICLE X

The initial Board of Directors shall consist of three Directors. The names and addresses of the initial Directors and Incorporators are as follows:

NAME	ADDRESS
Susan K. Janssen	621 W. Benton, Winterset, IA 50273
Carol J. Ward	605 W. Court, Winterset, IA 50273
Susan Hollen	515 W. Buchanan, Winterset, IA, 50273

FILED in the Office of the Secretary of State of Iowa
By: S.K. Janssen & C. Chickering & Janssen
621 W. Benton, Winterset, IA 50273
Cert. No. 60554 ELAINE BAXTER, Secretary of State

Dated this 14 day of JULY, 1992.

Subscribed and sworn to before me on this 14 day of JULY, 1992, by the said Susan K. Janssen, Carol J. Ward and Susan Hollen known to me to be the same and identical persons who executed the foregoing document.

Chet R. Chickering
Notary Public in and for the State of Iowa

CHET R. CHICKERING
22 SEP 1995

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