

Madison

004424

ARTICLES OF INCORPORATION

OF

1989 JUN 30 AM 11: 20

YOUNG EXPLORERS DAY CARE - PRESCHOOL, INC. RECEIVED SECRETARY OF STATE

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BE IT KNOWN BY THESE ARTICLES: That Stephen T. Hess and Eleanor D. Hess, the undersigned persons acting as incorporators of a corporation organized under Chapter 496A, Code of Iowa, 1987, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is YOUNG EXPLORERS DAY CARE - PRESCHOOL, INC.

ARTICLE II

The corporation shall have unlimited power to engage in or do any lawful act concerning any and all lawful business for which corporations may be organized under this chapter.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is one thousand shares which are to consist of one class only and that all such shares are to be without par value.

ARTICLE IV

When the board of directors so determine, the issuance of any treasury stock shall first be offered at the price set by the directors pro rata to the present stockholders of the corporation and no shareholder shall be denied this pre-emptive right.

ARTICLE V

Any shareholder desiring to sell, transfer or alienate any or all of his shares of stock of the corporation shall first offer such stock to the other shareholders and the corporation before a shareholder is free to transfer his stock without any restriction.

ARTICLE VI

The officers of this corporation shall be a president, a vice-president, a secretary and a treasurer and such other officers as shall be provided for in the by-laws, one person may hold two or more offices at the same time. All conveyances and mortgages of real property made by the corporation shall be executed by the president and countersigned by the secretary, and all releases of mortgages, liens, judgments or other claims that are required to be made of record may be executed by the president, vice-president, or secretary of the corporation.

ARTICLE VII

The annual meeting of the stockholders shall be held at the office of the corporation on the 31st day of December of each year beginning with the year 1989, at which time the stockholders shall elect a board of directors and transact such other business as may lawfully come before them.

Compared

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MARY E. WELTY  
RECORDER  
MADISON COUNTY, IOWA  
Fee \$15.00

#2. Articles of Incorporation

ARTICLE VIII

The address of the initial registered office of the corporation is 201 Walnut Street, Earlham, Madison County, Iowa, and the name of the initial registered agent at such address is:

Eleanor D. Hess

ARTICLE IX

The number of directors constituting the initial board of directors shall be two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and shall qualify are:

Stephen T. Hess, 201 Walnut Street, Earlham,  
IA 50072.

Eleanor D. Hess, 201 Walnut Street, Earlham,  
IA 50072.

ARTICLE X

The names and addresses of the incorporators are:

Stephen T. Hess, 201 Walnut Street, Earlham,  
IA 50072.

Eleanor D. Hess, 201 Walnut Street, Earlham,  
IA 50072.

ARTICLE XI

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent whatever nor shall the shareholders be held for any corporate liability except to the extent of the value of their shares therein.

ARTICLE XII

Amendments to the Articles of Incorporation shall be made in the manner as specified in Chapter 496A, Code of Iowa, 1987.

ARTICLE XIII

The corporate seal of the corporation shall consist of a circular design on which is inscribed the name of the corporation, Young Explorers Day Care - Preschool, Inc., and the words "Corporate Seal, 1989-State of Iowa".

ARTICLE XIV

The corporate life of this corporation shall begin on the date of the issuance of the certificate of incorporation by the Secretary of State of the State of Iowa, and shall have perpetual succession unless dissolved by the provisions of Chapter 496A, Code of Iowa, 1987.

Dated this 9<sup>th</sup> day of June, 1989.

Stephen T. Hess  
(Stephen T. Hess)

Eleanor D. Hess  
(Eleanor D. Hess)

#3. Articles of Incorporation

STATE OF IOWA :  
                  : SS  
MADISON COUNTY :

On this 9<sup>th</sup> day of June, 1989, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Stephen T. Hess and Eleanor D. Hess to me known to be the identical persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.

Dean Nelson  
Notary Public in and for the  
State of Iowa.



**FILED** in the Office of the Secretary of State of Iowa  
By: Dean Nelson & Gerald Attn Dean Nelson  
June 30, 1989 705 Main St, Box 370, Earlham, IA  
Cert. No. 0125493 ELAINE BAXTER, Secretary of State <sup>50072</sup>