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BOOK 39 PAGE 291

ARTICLES OF INCORPORATION

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OF

MARY E. WELTY MADISON COUNTY ELDERLY SERVICES, INC.  
RECORDER  
MADISON COUNTY, IOWA  
Fee \$25.00

TO THE SECRETARY OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a corporation not for pecuniary profit under Chapter 504A of the Code of Iowa (1989), hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Madison County Elderly Services, Inc. The effective date of this corporation shall be July 1, 1989.

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 her Certificate of Articles of Incorporation.

ARTICLE IV.

The purpose or purposes for which the corporation is organized is not for pecuniary profit, but for the promotion of the common good, general welfare, civic betterment and social improvement of the Winterset Community and its surrounding area.

ARTICLE V.

This corporation, through its Board of Directors, shall

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have all the powers given to corporations not for pecuniary profit under the provisions of Chapter 504A of the 1987 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.

The address of the registered office of this corporation in the State of Iowa is 113 N. John Wayne Drive, P.O. Box 309, Winterset, Iowa 50273, and the name of the registered agent at such address is A. Zane Blessum

ARTICLE VII.

Section I. The business of this corporation shall be managed, controlled and directed by the regularly elected Board of Directors of Madison County Elderly Services, Inc. which shall consist of 6 members.

Section II. Until the next annual meeting of the Madison County Elderly Services, Inc. the following shall constitute the initial Board of Directors of this Corporation:

<u>NAME</u>	<u>ADDRESS</u>
James Welch	504 Cherry Street Earlham, IA 50072
Frank Beasley	R. R. 3, Box 54 Earlham, IA 50072
Mayme Wolfe	326 South 7th Avenue Winterset, IA 50273

Judy James

R. R. 3  
Winterset, IA 50273

Beverly Sanderson

709 East South  
Winterset, IA 50273

Gary Kiernan

R.R. 1, Box 100  
Booneville, IA 50038

Section III. The annual meeting of the Board of Directors may be held immediately after the annual meeting of the members of the corporation. The annual meeting of the Board of Directors shall be held within ten (10) days after the annual meeting of the corporation.

#### ARTICLE VIII.

Until the election and qualification of their successors, the following shall serve as officers of the corporation:

James Welch  
Beverly Sanderson  
Judy James  
Frank Beasley

President  
Vice President  
Secretary  
Treasurer

#### ARTICLE IX.

The annual meeting of the corporation for the election of the Board of Directors, and for the transaction of other business, shall be held on the 3rd Tuesday in October of each year. Notification of the annual meeting shall be the responsibility of the President, or in his absence by the Vice-President.

#### ARTICLE X.

This corporation shall have the power at any annual meeting to adopt, amend or repeal the By-laws or these Articles of Incorporation by a majority vote of those present at any

annual meeting or special meeting of the corporation. Notice of all proposed revisions shall be mailed to each member of the Board of Directors and membership by the President at least ten (10) days prior to the meeting at which such revisions are to be considered.

ARTICLE XI.

The title to all property of the corporation regardless of nature shall be taken, acquired and held in the name of the corporation, Madison County Elderly Services.

ARTICLE XII.

This corporation shall have no seal.

ARTICLE XIII.

In the event of the liquidation or dissolution of the corporation, whether voluntary or by operation of laws, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XIV.

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

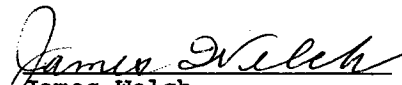
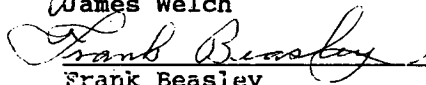
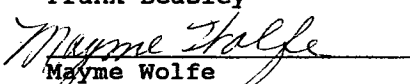
and the private property of the members, officers, and members of the Board of Directors of the corporation shall not be liable for any of the debts or liabilities of this corporation.

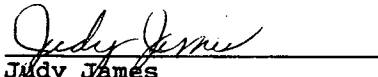
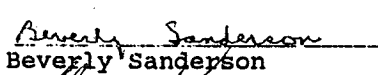

ARTICLE XV.

The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
James Welch	504 Cherry Street Earlham, IA 50072
Frank Beasley	R. R. 3, Box 54 Earlham, IA 50072
Mayme Wolfe	326 South 7th Avenue Winterset, IA 50273
Judy James	R. R. 3 Winterset, IA 50273
Beverly Sanderson	709 East South Winterset, IA 50273
Gary Kiernan	R.R. 1, Box 100 Booneville, IA 50038

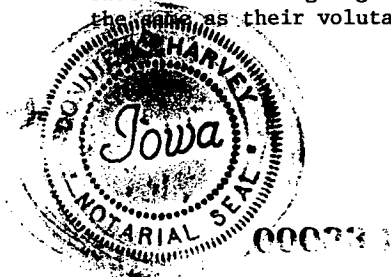
Dated this 13th day of June, 1989.

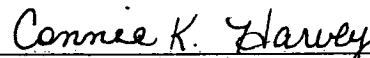
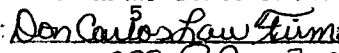
  
James Welch  
  
Frank Beasley  
  
Mayme Wolfe

  
Judy James  
  
Beverly Sanderson  
  
Gary Kiernan

STATE OF IOWA, MADISON COUNTY: ss

On the 13th day of June, 1989, before me, a Notary Public in and for the State of Iowa, personally appeared James Welch, Frank Beasley, Mayme Wolfe, Judy James, Beverly Sanderson and Gary Kiernan to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their volutary act and deed.



  
NOTARY PUBLIC IN AND FOR THE STATE OF IOWA  
**FILED** in the Office of the Secretary of State of Iowa  
By:   
June 24, 1989 - P.O. Box 309, Winterset, IA 50273  
Cert. No. 0126159 ELAINE HARTER, Secretary of State