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BOOK 39 PAGE 724

90 OCT 26 PM 1:10

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee $25.00

ARTICLES OF INCORPORATION

OF

ONIONS ST. INC.

1989 OCT 12 AM 10:39

RECEIVED
SECRETARY OF STATE

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 ONIONS ST. INC.

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 have all the powers given to corporations not for pecuniary profit under the provisions of Chapter 504A of the 1989 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 A. Zane Blessum, 113 N. John Wayne Drive, 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 ONIONS ST. INC. which shall consist of 8 members.

Section II. Until the next annual meeting of the ONIONS ST. INC. the following shall constitute the initial Board of Directors of this Corporation:

NAME	ADDRESS
Jeanne Henrichsen	1151 W. Washington, Winterset, IA 50273
Vicki Buttolph	410 E. Washington, Winterset, IA 50273
Chris Madison	R.R. 1 Winterset, IA 50273
Wendy VanGorp	612 S. 3rd Street, Winterset, IA 50273
Janelle Thompson	619 S. 3rd Street, Winterset, IA 50273
Janet Blessum	517 W. Jefferson, Winterset, IA 50273
Ann Chase	716 S. 6th Avenue, Winterset, IA 50273
Diane Leford	309 E. Green, Winterset, IA 50273

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:

Jeanne Henrichsen	President
Vicki Buttolph	Vice President
Janelle Thompson	Vice President
Diane LeFord	Vice President
Ann Chase	Vice President
Chris Madison	Secretary/Historian
Wendy VanGorp	Treasurer
Janet Blessum	Parliamentarian

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 2nd Saturday in March of each year. Notification of the annual meeting shall be the responsibility of the President, or in her 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, ONIONS ST. INC.

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 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:

NAME	ADDRESS
Jeanne Henrichsen	1151 W. Washington, Winterset, IA 52073

Dated this 11th day of October, 1990.

Jeanne Henrichsen Jeanne Henrichsen

STATE OF IOWA :
:ss
MADISON COUNTY:

On this 12th day of October, 1990, before me, a Notary Public in and for the State of Iowa, personally appeared Jeanne Henrichsen to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that she executed the same as her voluntary act and deed.

A. ZANE BLESSUM Iowa NOTARIAL SEAL

A. Zane Blessum
Notary Public in and for the
State of Iowa

FILED in the Office of the Secretary of State of Iowa
By A. Zane Blessum, (Atty) 113 1st St.
(October 12, 1990) PO Box 309, Winterset, IA
Cert. No. C1162937 ELAINE BAXTER, Secretary of State 50273

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