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BOOK 38 PAGE 562

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Madison

1988 NOV 14 AM 8:00

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee \$30.00

ARTICLES OF INCORPORATION

1988 OCT 11 PM 3:55

G & G PROPERTIES, INC. RECEIVED
SECRETARY OF STATE

1011881550D.CAD01 18554ARTA SOS \$50.00

The undersigned, acting as incorporators of a Corporation under the Iowa Business Corporation Act, Chapter 496A of the Code of Iowa, adopt the following Articles of Incorporation for the Corporation:

ARTICLE I

The name of the Corporation is G & G PROPERTIES, INC.

ARTICLE II
PURPOSES

The purposes for which the Corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Iowa Business Corporation Act. The Corporation shall have unlimited power to engage in and transact, and to do any lawful act concerning or incidental to, any or all such business. The provisions of this Article shall be liberally construed.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares of common stock, and said shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the Corporation is P. O. Box 287, 1012 N. 10th Street, Winterset, Madison County, Iowa 50273; and the name of its initial registered agent at such address is, Roger T. Gifford.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two; and the names and addresses of the persons who

(C)

shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Roger T. Gifford	R.R. 1, Box 247 St. Charles, IA 50240
Geoffrey D. Israel	3000 Grand Avenue, Apt. 815 Des Moines, Iowa 50312

ARTICLE VI
NAMES AND ADDRESSES OF INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Roger T. Gifford	R.R. 1, Box 247 St. Charles, IA 50240
Geoffrey D. Israel	3000 Grand Avenue, Apt. 815 Des Moines, Iowa 50312

ARTICLE VII
RESTRICTIONS ON STOCKHOLDERS' SALE OF STOCK

By unanimous agreement, the stockholders may provide restrictions upon the sale and transfer of issued outstanding stock in the Corporation by the holders thereof, giving to other holders of issued and outstanding shares of stock in the Corporation, or to the Corporation itself, rights to purchase any such shares as may be sought to be sold or transferred. The Corporation may become a party to any such agreement. Any such agreement shall be recorded in the minute book of the Corporation, on file in the principal office of the Corporation and open to inspection by any person having a legitimate interest in the provisions thereof, whether as a holder of, one interested in any way in, or one interested in purchasing or otherwise acquiring interests in shares of stock of the Corporation or warrants, options or other instruments evidencing rights to subscribe for, purchase or otherwise acquire such shares. The existence of any such agreement and its availability for inspection shall be stated upon each certificate representing the shares issued by the Corporation.

ARTICLE VIII
PERSONAL LIABILITY AND INDEMNIFICATION

Section 8.1. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary

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damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of the law, (c) for a transaction from which the director derives an improper benefit or (d) under Section 496A.44 of the Iowa Business Corporation Act. If the Iowa Business Corporation Act is amended to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Business Corporation Act, as so amended. Any repeal or modification of the provisions of this Section 8.1 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Section 8.2. Any person who was or is a party or witness, or is threatened to be made a party or witness, or is involved in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director, officer, employee, agent, partner or trustee (or in a similar position) of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent authorized or permitted by the Iowa Business Corporation Act and any other applicable law, as the same exist or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change permits the Corporation to provide broader indemnification rights than the law permitted the Corporation to provide prior to such amendment or change). Indemnification shall be against all costs, charges, expenses (including attorneys' fees), judgments, fines (including ERISA excise taxes or penalties), and amounts paid in a compromise settlement actually and reasonably incurred by him or her in connection with such action or suit, or in connection with the appeal thereof. However, except as provided in Section 8.3 of this Article VIII with respect to proceedings seeking to enforce rights of indemnification, no director or officer of the Corporation shall be indemnified or held harmless by the Corporation against any amounts paid, including expenses actually and necessarily incurred in connection therewith, unless the board of directors of the Corporation, by a majority vote of the directors of the Corporation who are not parties to such settlement, shall first have approved the proposed settlement; and further, except as provided in Section 8.3 of this Article VIII, the Corporation shall indemnify any such person in connection with any

action, suit or proceeding (or part thereof) by, on behalf of or in the interest of the Corporation, initiated by such person only if the initiation of such action, suit or proceeding (or part thereof) was authorized by the board of directors. Approval or disapproval of any proposed compromise settlement by the Corporation shall not subject the Corporation to any liability to or require indemnification or reimbursement of any party whom the Corporation would not otherwise have been required to indemnify or reimburse. The right to indemnification conferred in this Section 8.2 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in connection with any such action, suit or proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in advance of the final disposition of such suit, action or proceeding shall be made only in a manner consistent with the Iowa Business Corporation Act.

Section 8.3. Any indemnification or advancement of expenses required under this Article VIII shall be made promptly, and in any event within thirty (30) days, on the written request of the person entitled thereto. If the Corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days of the date such request is received by the Corporation, the person seeking indemnification or advancement of expenses as granted by this Article VIII may at any time within the applicable statute of limitations bring suit against the Corporation in any court of competent jurisdiction to establish such person's right to indemnity or advancement of expenses. Such person's cost and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action or proceeding shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of expenses pursuant to this Article VIII where the written affirmation of good faith and undertaking to repay as required by the Iowa Business Corporation Act have been received by the Corporation) that the claimant has not met the standard of conduct set forth in the Iowa Business Corporation Act, but the burden of proving such defense shall be on the Corporation.

Neither the failure of the Corporation (including the board of directors, independent legal counsel or the shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Iowa Business Corporation Act, nor the fact that there has been an actual determination by the Corporation (including the board of directors, independent legal counsel or the shareholders) that the claimant has not met such

applicable standard of conduct shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 8.4. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such a person. Any repeal or modification of the provisions of these Sections 8.2, 8.3 or 8.4 of this Article VIII shall not affect any obligations of the Corporation or any rights regarding indemnification and advancement of expenses of a director or officer with respect to any threatened, pending or completed action, suit or proceeding for which indemnification or the advancement of expenses is requested, in which the alleged cause of action accrued at any time prior to such appeal or modification.

Section 8.5. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII, the Iowa Business Corporation Act or otherwise.

Section 8.6. If this Article VIII or any portion thereof shall be invalidated on any grounds by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer of the Corporation as to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation a grand jury proceeding and any action, suit or proceeding by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article VIII that shall not have been invalidated, whether by the Iowa Business Corporation Act or by any other applicable law.

Section 8.7. By action of the board of directors, the Corporation may provide in its bylaws indemnification to

employees and agents of the Corporation, up to the full extent and effect provided to directors and officers by this Article VIII.

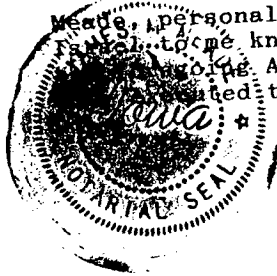
DATED this 10th day of October, 1988.

Roger T. Gifford
ROGER T. GIFFORD,
Incorporator

Geoffrey D. Israel
GEOFFREY D. ISRAEL,
Incorporator

STATE OF IOWA, COUNTY OF POLK) ss:

On this 10th day of October, 1988, before me, James M. Meade, personally appeared Roger T. Gifford and Geoffrey D. Israel, to me known to be the persons named in and who executed the Articles of Incorporation, and acknowledged that the same as their voluntary act and deed.



James M. Meade
NOTARY PUBLIC IN AND FOR
THE STATE OF IOWA

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA			
This instrument recorded in Book _____	Page <u>Oct 11 1988</u>		
Expires <u>perp</u>	Cert. No. <u>C104803</u>	Receipt No. _____	
Filed by <u>Birkwood + Meade Law Office</u>	<u>6963</u>		
Filing Fee <u>50.00</u>	Recording Fee _____	E. James Baxter Secretary of State	

attn: James M. Meade

University
Des Moines, Ia
50311