



Document 2013 1007

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Revenue Tax:

LISA SMITH RECORDER

Madison County, Iowa

INDX ✓  
ANNO  
SCAN  
CHEK

**Type of Document:** AFFIDAVIT REGARDING MERGER  
CERTIFICATE OF COMPANY OFFICER

Matthew Clark, Kum & Go L.C., 6400 Westown Parkway, West Des Moines, IA 50266

Preparer Information: (Individual's Name, Street Address, City, Zip, Phone)

Chieftain Corp., 6400 Westown Parkway, West Des Moines, IA 50266

Taxpayer Information: (Individual/Company Name, Street Address, City, Zip)

Cris Kallas, First American Title, 1900 Nicollet Mall, #1900, Minneapolis, MN 55402

Return Document to: (Individual/Company Name, Street Address, City, Zip)

**Legal Description:**

Lot One (1) and Lot Two (2) except the West Sixty-one (61) of Lot Two (2), in Block One (1) of the Original Town of Truro, (formerly Ego), Madison County, Iowa.

Document or instrument number of previously recorded documents:

NCS-~~793978~~-1-MPL (CK)

## CERTIFICATE OF COMPANY OFFICER

I, Craig A. Bergstrom, do hereby certify that I am now and at all times mentioned herein have been the duly elected, qualified and acting Treasurer and Chief Financial Officer of Chieftain Holdings, L.L.C. an Iowa limited liability company (the "Company"). As such officer, I have access to the records of the Company.

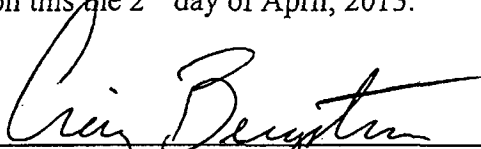
I hereby certify as follows:

1. As of December 2009, I was the Treasurer and Chief Financial Officer of both Chieftain Corp., an Iowa corporation, and the Company.

2. On December 21, 2009, the Board of Directors and Shareholder of Chieftain Corp. approved the merger of Chieftain Corp. into the Company as reflected in the "Minutes of a Joint Special Meeting of the Board of Directors and Shareholder of Chieftain Corp.", which are attached as **Exhibit A**.

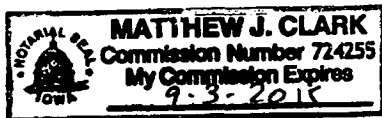
3. On December 30, 2009, Chieftain Corp. merged into the Company, with the Company being the surviving entity in such merger, as reflected in the attached copies of the Articles of Merger filed with the Iowa Secretary of State attached hereto as **Exhibit B**.

**IN WITNESS WHEREOF**, I have set forth my signature as the Treasure and Chief Financial Officer of Chieftain Holdings, L.L.C. on this the 2<sup>nd</sup> day of April, 2013.

  
\_\_\_\_\_  
Craig A. Bergstrom, Treasure and CFO  
Chieftain Holdings, L.L.C.

STATE OF IOWA, COUNTY OF DALLAS

This instrument was acknowledged before me on April 2, 2013, by Craig A. Bergstrom as the Treasure and Chief Financial Officer of Chieftain Holdings, L.L.C., an Iowa limited liability company.



  
\_\_\_\_\_  
Notary Public

"Exhibit A"


**MINUTES OF A JOINT SPECIAL MEETING  
OF THE BOARD OF DIRECTORS AND SHAREHOLDER  
OF CHIEFTAIN CORP.**

A joint special meeting of the Board of Directors and the shareholder of Chieftain Corp. (the "Company") was duly held on the 21<sup>st</sup> of December, 2009, at 1:00 P.M. CDT at the Krause Gentle Building, 6400 Westown Parkway, West Des Moines, Iowa 50266, pursuant to due notice given by the Secretary of the Company. Kyle J. Krause, the sole director and shareholder, was found to be present in person and by his presence did waive any further notice of the time, place and purpose of the meeting. Charles W. Campbell and James J. Brandt were also present at the meeting. Kyle J. Krause acted as chairman of the meeting and Charles W. Campbell acted as Secretary Pro-tem. The chairman stated that the meeting was duly called and held and that a quorum was present for the transaction of any business which might be brought before a joint special meeting of the Board of Directors and the shareholder.

The first and only item of business was to approve a resolution with respect to the merger of the Company into Chieftain Holdings, L.L.C., an Iowa limited liability company, wholly owned by Krause Holdings, Inc., upon the terms and conditions presented at the special meeting and as set forth in the Plan of Merger between Chieftain Corp. and Chieftain Holdings, L.L.C. Upon motion duly made by the chairman, the director and shareholder voted affirmatively to approve the following resolution, to-wit:

**BE IT RESOLVED** that the shareholder and the director hereby approve the Plan of Merger between Chieftain Corp. and Chieftain Holdings, L.L.C., and further instruct the executive officers to execute any and all documents required to effectuate the Plan of Merger.

There being no further business brought before the meeting, the same was adjourned at  
1:30 p.m. on the 21<sup>st</sup> day of December, 2009.



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Charles W. Campbell, Secretary Pro-tem

**ARTICLES OF MERGER**

of

**CHIEFTAIN CORP.**

with and into

**CHIEFTAIN HOLDINGS, L.L.C.**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA;

Pursuant to §1106 of the Iowa Business Corporation Act and §1004 of the Revised Uniform Limited Liability Company Act, the undersigned organizations hereby adopt the following Articles of Merger.

**ARTICLE I.**

**PARTIES TO MERGER**

The constituent organizations participating in the merger (the "Merger") are:

- A. CHIEFTAIN CORP., an Iowa corporation governed by the Iowa Business Corporation Act ("Target"); and
- B. CHIEFTAIN HOLDINGS, L.L.C., an Iowa limited liability company governed by the Iowa Revised Uniform Limited Liability Company Act.

**ARTICLE II.**

**SURVIVING ORGANIZATION**

The name of and the Surviving Organization is CHIEFTAIN HOLDINGS, L.L.C., an Iowa limited liability company governed by the Iowa Revised Uniform Limited Liability Company Act ("Surviving Organization").

SECRETARY OF STATE  
IOWA

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94983-NS

517272 MERG \$50.00

ARTICLE III.

APPROVAL AND ADOPTION

A. The Agreement and Plan of Merger has been duly approved and adopted by the board of directors and shareholders of the Target in the manner required by the Iowa Business Corporation Act, Target's Articles of Incorporation and By-laws.

B. The Agreement and Plan of Merger has been duly approved and adopted by the board of managers and unitholders of the Surviving Organization in the manner required by the Iowa Revised Uniform Limited Liability Company Act, Surviving Organization's certificate of organization and operating agreement.

ARTICLE IV.

CERTIFICATE OF ORGANIZATION

The certificate of organization of CHIEFTAN HOLDINGS, L.L.C., as now in force and effect, shall be the certificate of organization and operating agreement of the Surviving Organization until further amended or changed pursuant to the provisions of applicable law.

ARTICLE V.

EFFECTIVE DATE AND TIME

The effective time and date of the Merger is 11:59 P.M., Central Standard Time, on December 30, 2009.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed on the 28th day of December, 2009.

CHIEFTAIN CORP.

CHIEFTAIN HOLDINGS, L.L.C.

By: James J. Brandt  
James J. Brandt, Vice President

By: James J. Brandt  
James J. Brandt, Manager

FILED  
IOWA  
SECRETARY OF STATE  
12/28/09  
1:44 pm  
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