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

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SECRETARY OF STATE

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
EARLHAM INSURANCE SERVICES, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 496A.58, Code Iowa, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is Earlham Insurance Services, Inc. The effective date of its incorporation was September 13, 1978.

ARTICLE II

The following amendment to the corporation's Articles of Incorporation was adopted by the shareholders of the corporation on the 12th day of July, 1982, in the manner prescribed by the Iowa Business Corporation Act, Chapter 496A, Code of Iowa, as amended:

> BE IT RESOLVED that the Articles of Incorporation of the corporation be amended by the deletion of ARTICLE IV from said Articles of Incorporation and the substitution of the following ARTICLE IV therefor:

ARTICLE IV

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The aggregate number of shares of capital stock which the corporation shall have authority to issue is One Hundred Forty Thousand (140,000) shares, in two classes designated Common Stock and Non-Cumulative Preferred Stock, as follows:

A. The corporation may issue One Hundred Thousand (100,000) shares of voting Common Stock with no par value. The Board of Directors may, from time to time, fix the consideration for which such shares shall be issued and sold.

B. The corporation may issue Forty Thousand (40,000) shares of nonvoting Non-Cumulative Preferred Stock with par value of One Dollar ($1.00) per share. The Board of Directors may, from time to time, fix the consideration for which such shares shall be issued and sold. The relative rights with respect to such Non-Cumulative Preferred Stock shall be as follows:

(1) Holders of the Non-Cumulative Preferred Stock shall be entitled to receive preferential dividends at the rate of ten per cent (10%) per annum non-cumulative from the date of issuance on the par value thereof payable annually on a date set by the Board of Directors, which dividends shall be preferred as to the Common Stock. Dividends upon the Non-Cumulative Preferred Stock shall be non-cumulative, whether or not in any fiscal year there shall be net income or surplus available for the payment of dividends in such fiscal year, so that if in any fiscal year or years, dividends in whole or in part are not paid upon the Non-Cumulative Preferred Stock, unpaid dividends shall not accumulate as against the holders of the Common Stock; so that no sums in any later years shall be paid to the holders of the Non-Cumulative Preferred Stock with respect to any prior year or years when dividends were not paid; and so that in no event shall the holders of the Non-Cumulative Preferred Stock receive dividends of more than ten per cent (10%) in any fiscal year. Except for the ten percent (10%)

non-cumulative dividend described in this paragraph, the holders of the Non-Cumulative Preferred Stock shall not participate in the earnings or profits of the corporation.

(2) In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Non-Cumulative Preferred Stock shall first be paid out of the net assets of the corporation the par value of their shares. The balance of the assets, if any, thereafter remaining shall be divided and distributed to the holders of the Common Stock pro rata according to their respective shares.

(3) The corporation shall have the right at the option of the Board of Directors to redeem the whole or any part of the outstanding Non-Cumulative Preferred Stock at par on any dividend date upon sixty day notice by mail to the holders of record of such stock by paying for each share of Non-Cumulative Preferred Stock $1.00 in cash, it being understood that no payment shall be made for any declared and unpaid dividends thereon.

(4) The holders of the Non-Cumulative Preferred Stock shall have no voting power whatsoever; nor shall they be entitled to notice of any meeting of the shareholders of the corporation, the voting power being vested exclusively in the holders of the Common Stock.

ARTICLE III

The number of shares of the corporation outstanding at the time of such adoption was 10,000 shares, all of which were of one class; and the number of shares entitled to vote thereon was 10,000.

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ARTICLE IV

The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common Stock	10,000

ARTICLE V

The number of shares voted for such amendment was 10,000, and no shares voted against such amendment.

ARTICLE VI

The number of shares of each class entitled to vote thereon as a class and voted for and against such amendment, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common Stock	10,000	-0-

ARTICLE VII

The amendment does not provide for an exchange, reclassification or cancellation of issued shares, and therefore, the manner in which the same shall be effected is not set forth herein or in the amendment.

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ARTICLE VIII

The amendment does not effect a change in the amount of stated capital of the corporation.

Dated the 25th day of October, 1982.

EARLHAM INSURANCE SERVICES, INC.

By Roger Howell
Roger Howell, President

(No Seal)

By Cindy Howell
Cindy Howell, Secretary

STATE OF IOWA)
) SS:
COUNTY OF MADISON)

On this 25th day of October, A.D. 1982, before me, Samuel H. Braland, a Notary Public in and for said county, personally appeared Roger Howell and Cindy Howell, to me personally known, who being by me duly sworn did say that they are President and Secretary of said corporation, that the corporation has no seal, and that said Articles of Amendment were signed and sealed on behalf of the said corporation by authority of its Board of Diretors and the said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.

SAMUEL H. BRALAND Iowa NOTARIAL SEAL

Samuel H. Braland
Notary Public in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book E-40 Page 560 October 26 1982
Expires Perpetual Cert. No. 43597 Receipt No.
Filed By Ahlers Law Office 300 Liberty Bldg. Des Moines, Iowa 50309
Filing Fee 50.00 Recording Fee XX Mary Jo Odell Secretary of State

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