Madison Co.

FILED
NOV 1 - 1982

A179651

ARTICLES OF INCORPORATION
OF
CASS OF IOWA, Inc.

The undersigned incorporators of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the 1981 Code of Iowa, hereby adopt the following Articles of Incorporation for this corporation.

1982 NOV 15 AM 10 23
SECRETARY OF STATE
FILED

FILED

ARTICLE I

Name

The name of the corporation shall be "CASS OF IOWA, Inc."

ARTICLE II.

Purposes

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be organized under Chapter 496A of the 1981 Code of Iowa.

ARTICLE III.

Authorized Shares

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock with a par value of $100 per share. Each share shall have equal rights with each other share in respect to dividends, voting and liquidation.

ARTICLE IV.

Registered Office and Registered Agent

The initial registered office of the corporation shall be 110 North 1st Avenue, Winterset, Madison County, Iowa 50273. The name of the initial registered agent at this address is Jean Swartz.

ARTICLE V.

Board of Directors

The number of directors constituting the initial Board of Directors shall be six (6), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Compared

STATE OF IOWA, MADISON COUNTY, ss.

Inst. No. 692 Filed for Record this 19 day of November 19 82 at 3:15 PM
Book 34 Page 359 Recording Fee 15.00 Mary E. Welty, Recorder, By Shirley L. Henry Deputy

430

Name	Address
Eldon R. Cole	524 North 3rd Ave. Winterset, Iowa 50273
Velva J. Cole	524 North 3rd Ave. Winterset, Iowa 50273
S. James Smith	Rural Route 2, Box 101 Earlham, Iowa 50072
Linda Jean Smith	Rural Route 2, Box 101 Earlham, Iowa 50072
Gregory Swartz	Rural Route 1 Winterset, Iowa 50273
Jean Swartz	Rural Route 1 Winterset, Iowa 50273

ARTICLE VI

By-Laws

The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws shall be vested in the Board of Directors.

ARTICLE VII

Restricting Transfer of Shares

The By-Laws may contain any provision restricting the transfer of shares.

ARTICLE VIII

Officers

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

Iowa 50273

President	Eldon R. Cole, 524 North 3rd Ave., Winterset
Vice President	S. James Smith,R.R.2, Box 101, Earlham,Iowa
Vice President	Gregory Swartz.R.R.1, Winterset, Iowa
Vice President	Linda Jean Smith,R.R.2, Box 101,Earlham,Iowa
Secretary	Velva J. Cole,524 N. 3rd Ave.,Winterset,Iowa
Treasurer	Jean Swartz, R. R. 1, Winterset, Iowa

ARTICLE X

Corporate Seal

The corporation shall have no corporate seal.

ARTICLE XI

The incorporators of this corporation are the following individuals with the addresses set opposite their respective names:

Name	Address
Eldon R. Cole	524 North 3rd Ave. Winterset, Iowa 50273
Velva J. Cole	524 North 3rd Ave. Winterset, Iowa 50273
S. James Smith	Rural Route 2, Box 101 Earlham, Iowa 50072
Linda Jean Smith	Rural Route 2, Box 101 Earlham, Iowa 50072
Gregory Swartz	Rural Route 1 Winterset, Iowa 50273
Jean Swartz	Rural Route 1 Winterest, Iowa 50273

IN WITNESS WHEREOF, the above-named incorporators have caused the execution of the foregoing Article of Incorporation on this 5th day of November, 1982.

Eldon R. Cole

Velva J. Cole

S. James Smith

Linda Jean Smith

Gregory Swartz

Jean Swartz

432

STATE OF IOWA :
:ss
MADISON COUNTY

On this 5th day of November, 1982, before me, a Notary Public in and for the State of Iowa, personally appeared Eldon R. Cole, Velva J. Cole, S. James Smith, Linda Jean Smith, Gregory Swartz and Jean Swartz, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed these Articles of Incorporation as their voluntary acts and deeds.

G. STEPHEN WALTERS Iowa NOTARIAL

G. Stephen Walters
Notary Public in and for the State of Iowa

CONSENT TO USE OF CORPORATE NAME

Cass Motors, Inc., of Onawa, Iowa, hereby consents to the use of the name CASS OF IOWA, Inc. by another corporation with a registered office in Winterset, Madison County, Iowa.

Dated October 13, 1982.

Cass Motors, Inc.

By Robert L. Cass Pres.
Robert L. Cass, President

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book F-40, Page 430, Nov. 15 1982
Expires Perpetual, Cert. No. 126887, Receipt No. —
Filed By D. Steven Walters atty, Farmers & Merchants Bank, Winterset Ia. 50273
Filing Fee 5.12 5.12 Recording Fee —
Mary Jane Odell Secretary of State

434

- Consent -