Madison Co.

NOV 8 1982

A179873

IND ✓
REC ✓
PAGE ✓

Compared

RECEIVED

FILED NO. 719
BOOK 34 PAGE 369

Nov 17 10 16 AM '82
SECRETARY OF STATE

1982 NOV 24 PM 3:46

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $12.00

ARTICLES OF INCORPORATION

OF

WILLIAM C. MITCHELL, LTD.

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions does hereby establish a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this corporation shall be William C. Mitchell, Ltd.

ARTICLE II.

STATUTE

The general nature and purpose of this corporation is as follows:

It shall have a general business purpose as authorized under Section 496A of the Iowa Code and laws amendatory thereof, and supplementary thereto.

In general said corporation shall have and exercise all powers conferred by the laws of the State of Iowa upon business corporations, it being hereby expressly provided that any enumerations of specific powers, if any, shall not be held to limit or restrict in any manner the general powers of this corporation.

ARTICLE III.

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE - REGISTERED AGENT

The location and post office address of the registered office of this corporation in Iowa shall be: 704 North 8th Avenue, Winterset, Iowa 50273, and the initial registered agent at such address shall be: William C. Mitchell.

ARTICLE V.

CAPITAL SHARES

The total authorized number of shares of this corporation shall be 1000 shares which are hereby designated Common Shares and the par value of each share shall be $1.00.

Such shares of stock shall be issued at such times and in such amounts and upon terms directed by the Board of Directors. At all elections of Directors, holders of such common shares shall be entitled to as many votes as shall equal the number of shares held, multiplied by the number of Directors to be elected and the holders may cast all of such votes for a single Director or may distribute them among the number to be voted for or two or more of them, as he or she may so vote.

ARTICLE VI

DIVIDENDS, CAPITAL ACCOUNTS

The holders of the common shares shall be entitled to receive from the net assets or surplus in excess of capital, if and when declared by the Board of Directors such dividends as may be, by said Board declared. Before the dedication of any of the net assets, surplus, or profits to the payment of dividends, there may be set apart such sum or sums as the Board of Directors may from time to time, in its absolute discretion, think proper as a reserve fund or surplus to meet contingencies, or for the additional capital or for such other purposes as it may deem proper. The Board of Directors may increase, diminish or vary such reserve fund, surplus or additional capital, provided, however, that nothing herein contained shall be construed to compel the declaration of dividends of any profit over and above the amount so reserved and which may at any time remain undistributed to any express purpose.

ARTICLE VII

AUTHORITY OF BOARD OF DIRECTORS

The Board of Directors shall have authority:

(a) To accept or reject subscriptions for and to allot shares of this corporation;

(b) To grant rights to convent any of the securities of the corporation, including shares of any class, into shares of the corporation of any class;

(c) To grant option to purchase or subscribe for shares of the corporation, and to issue share purchase or subscription warrants or other evidences of such option rights;

(d) To fix the terms, provisions and conditions of rights or options granted as provided in paragraphs (b) and (c) above, including the conversion basis or bases and the option price or prices at which shares may be purchased or subscribed for; and

(e) To make and alter the By-Laws of the corporation subject to the power of the shareholders to change or repeal such By-Laws.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Directors of this corporation are:

Name	Address
William C. Mitchell	704 North 8th Street Winterset, Iowa 50273
Sharon K. Mitchell	704 North 8th Street Winterset, Iowa 50273

The term of office of each of said Directors shall be for one year or until the First Annual Meeting of Shareholders.

ARTICLE IV

INCORPORATION

The name and post office addresses of the incorporators of this corporation are:

Name	Address
William C. Mitchell	704 North 8th Street Winterset, Iowa 50273

ARTICLE X

AMENDMENT OF ARTICLES - POWERS OF DIRECTORS

The holders of a majority of the Common Shares of this corporation then outstanding shall have the power to amend these Articles of Incorporation, to adopt as agreement or consolidation of

merger, and to authorize the Board of Directors to sell, lease, exchange, or otherwise dispose of all, or substantially all, of the property and assets of this corporation, including, its goodwill, upon such terms and conditions and for such consideration, which may be money, share, bonds or other instruments for the payment of money or other property, as the Board of Directors deems expedient.

ARTICLE XI

CORPORATE POWER

The corporation shall have all of the powers granted or available under the laws of the State of Iowa and laws amendatory and supplementary thereto.

IN WITNESS WHEREOF, I have hereto set my hand this 10th day of November, 1982.

William C. Mitchell

STATE OF IOWA)
) SS.
COUNTY OF MADISON)

On this 10th day of November, 1982, personally appeared before me William C. Mitchell, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged that he is a person of full age and that he executed the same for the uses and purposes therein expressed.

Notary Public

TERRITORY OF IOWA NOTARIAL SEAL

Dated: November 10, 1982

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book F-40, Page 564, Nov 17 1982
Expires Perpetuity Cert. No. 126975, Receipt No. —
Filed By Farmers & Merchants Valley Farmers' Merchants Bank Winterset, Ia. 50273
Filing Fee $ and Recording Fee —
Secretary of State
Mary Jane Odell