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SECRETARY OF STATE

RESTATED AND SUBSTITUTED ARTICLES OF INCORPORATION

OF

THE WINTERSET YOUTH CENTER ASSOCIATION,

AN IOWA CORPORATION NOT FOR PECUNIARY PROFIT

ARTICLE I

NAME

The name of the Corporation shall be GREEN VALLEY WRESTLING CLUB, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual duration unless dissolved as provided by law or by the Laws of this corporation.

ARTICLE III

PURPOSE

The purpose for which this corporation is formed is to promote all forms of wrestling activities and for any other purpose in which a corporation not for pecuniary profit may engage.

ARTICLE IV

OFFICE AND AGENT

The address of the registered office of the corporation is 223 East Court Avenue, Winterset, Madison County, Iowa, and the name of the registered agent at such address is Leonard M. Flander.

ARTICLE V

DIRECTORS

The property and business of this corporation shall be managed and controlled by a Board of Directors consisting of three (3) persons. The names and addresses of the persons who are to serve as Directors until the next Annual Meeting of the corporation are:

Don Bolton	624 South 8th Avenue	Winterset, Iowa 50273
Leonard M. Flander	Rural Route 2	Winterset, Iowa 50273
Gary Christensen	1009 West South	Winterset, Iowa 50273

STATE OF IOWA, MADISON COUNTY, ss.

Inst. No. 414 Filed for Record this 22 day of Sept. 19 80 at 2:00 PM

Book 33 Page 216 Recording Fee $9.00 Mary E. Welty, Recorder, By Shirley H. Heasy Deputy

ARTICLE VI

MEMBERS

This corporation shall have no members, except the Directors herein referred to; shall have no capital stock and shall have no corporate seal.

ARTICLE VII

DISPOSITION OF PROPERTY

No part of the income or property of this corporation may be loaned to; no compensation, other than a reasonable allowance for salaries or other compensation, for personal services actually rendered, may be paid by the corporation to; no part of the services of the corporation may be made available on a preferential basis to; no substantial purchase of securities or any other property may be made by the corporation from; and no substantial part of the securities or any other property of the corporation may be sold to; any person who has made a substantial contribution to, or any any officer, or director of, the corporation, or any member of the family of any such person, or to a corporation controlled by any such person through the ownership, directly or indirectly, of fifty per centum (50%) or more of the total combined voting power of all members entitled to vote. No part of the assets or earnings of this corporation shall inure to the benefit of any individual, director, contributor or for any private, personal or selfish purpose. No part of the assets of the corporation or the income derived therefrom shall be given to or inure to the benefit of any person, corporation or organization not tax exempt under Chapter 1 of the Internal Revenue Code of the United States. In the event of dissolution of this corporation none of its property shall be distributed to any person, corporation or organization not tax exempt under Chapter 1 of the Internal Revenue Code of the United States but all of its property shall be distributed solely for the purposes set out in Article III hereof.

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Jim Morrissey	223 South 1st	Winterset, Iowa
W. L. Chaney	303 West Court	Winterset, Iowa
F. O. Winjum	116 South 10th	Winterset, Iowa

ARTICLE IX

CONTROLLING STATUTE

This corporation is formed under the provisions of the Iowa Non-Profit Corporation Act, Chapter 504A of the Code of Iowa, 1979.

ARTICLE X

OTHER

These substituted and restated Articles of Incorporation restate and set forth the provisions of the Articles of Incorporation as heretofore adopted or hereby amended; that they have been adopted by the unanimous vote of the Directors at a duly called meeting as required by law and they supersede the original Articles of Incorporation.

IN WITNESS WHEREOF we have heretofore set our hands and seals this 1st day of August, 1980.

BETH FLANDER NOTARIAL SEAL IOWA

Don Bolton
Don Bolton

Leonard M. Flander
Leonard M. Flander

STATE OF IOWA)
) ss
MADISON COUNTY)

Be it remembered that on this 1ST day of August, 1980, before me a Notary Public in and for Madison County, Iowa personally appeared Don Bolton and Leonard M. Flander to me personally known to be the identical persons named and who executed the foregoing instrument as President and Secretary of the above named corporation and whose signature and names are affixed thereto and acknowledged that they executed the above and foregoing Substituted and Restated Articles of Incorporation as their voluntary act and deed.

Beth Flander
Notary Public

CERTIFICATION

I, Leonard M. Flander, being the duly elected, qualified and acting Secretary of the Winterset Youth Center Association do hereby certify that the above and foregoing substituted and restated Articles of Incorporation were duly adopted by the unanimous vote of all of the Trustees of the Winterset Youth Center Association in office at the time of a duly called meeting held on the 1st day of August, 1980. I further certify that the Winterset Youth Center Association has no members having voting rights as provided in the original Articles of Incorporation.

Leonard M. Flander
Leonard M. Flander

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OFFICE OF THE SECRETARY OF STATE

This instrument recorded in Book 8-Q, Page 54, August 4, 1980
Expires Perpetual, Corp. No. 111871, Receipt No. —
Filed By Flander and Casper, Attys, Winterset, Iowa
Filing Fee 10.00 1.00 Recording Fee 1.50
Secretary of State