FILED NO. 698
BOOK 33 PAGE 784
1981 NOV -4 PM 2:20
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $15.00

ARTICLES OF INCORPORATION

OF

CIRCLE B CASHWAY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, have formed a body corporate under the laws of the State of Iowa, and to that end have adopted the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be Circle B Cashway, Inc.

ARTICLE II

STATUTE

The corporation is organized under the provisions of Chapter 496A of the Code of Iowa.

ARTICLE III

DURATION

This corporation shall have perpetual duration.

ARTICLE VI

POWERS

This corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be organized under Chapter 496A of the Code of Iowa.

ARTICLE V

CAPITAL STOCK

This corporation shall have authority to issue two thousand (2,000) shares of capital stock of one class, each share to have a par value of one hundred dollars ($100).

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at

209 E. Madison Street
Winterset, Madison County, Iowa,

and the initial registered agent at such address shall be

John B. Reed.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors of the initial board of directors is two (2) 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 duly qualified are:

Herbert T. Reed	Rural Route 4 Winterset, Iowa 50273
John B. Reed	1152 W. Washington Winterset, Iowa 50273

ARTICLE VIII

INCORPORATOR

The incorporator of this corporation is as follows:

John B. Reed	1152 W. Washington Winterset, Iowa 50273

IN WITNESS WHEREOF, I have signed and executed these Articles of Incorporation by the terms of which I agree to be bound, this 26 day of October, 1981.

John B. Reed
John B. Reed

STATE OF IOWA :
: ss
COUNTY OF MADISON :

Now on this 26 day of October, 1981, before me, a Notary Public in and for Madison County, State of Iowa, personally appeared John B. Reed, to me personally known, who by me being duly sworn, did say that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal the day and year last-above stated.

Jerrold B Oliver
Notary Public in and for the State of Iowa

JERROLD B. OLIVER
MY COMMISSION EXPIRES
September 30, 1982

CONSENT TO USE OF CORPORATE NAME
AND
CONSENT TO FORMATION OF NEW CORPORATION

Circle -B- Cashway of Perry, Inc., Circle B Cashway of Carroll, Inc., Circle "B" Cashway, Inc., Circle "B" Cashway of Indianola, Inc., Circle B Cashway of Newton, Inc., Circle B Cashway of Denison, Inc., Circle B Cashway of Osceola, Inc., Circle B Cashway of Fairfield, Inc., Circle B Cashway of Washington, Inc. and Circle B Cashway of Mt. Pleasant, Inc. hereby consent and agree that a new corporation to be formed pursuant to Chapter 496A of the Code of Iowa shall be known and called Circle B Cashway, Inc. Said corporations hereby consent to the use of the name Circle B Cashway, Inc. by said new corporation.

CIRCLE -B- CASHWAY OF PERRY, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF DENISON, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE "B" CASHWAY, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF OSCEOLA, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE "B" CASHWAY OF INDIANOLA, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF FAIRFIELD, INC.

BY _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF CARROLL, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF WASHINGTON, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF NEWTON, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

CIRCLE B CASHWAY OF MT. PLEASANT, INC.

By _____
John B. Reed, President

By _____
Michael L. Unger, Secretary

NOTE: On this same date, Articles of Amendment have been filed to change the name of Circle "B" Cashway, Inc. to Circle B Cashway of Winterset, Inc.

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 26 day of October, 1981, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared John B. Reed and Michael L. Unger, to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of said corporations executing the within and foregoing instrument, that no seal has been procured by the said corporations; that said instrument was signed on behalf of said corporations by authority of their Board of Directors; and that the said John B. Reed and Michael L. Unger, as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporations; by them voluntarily executed.

Jerrold B Oliver
Notary Public in and for the State of Iowa

JERROLD B. OLIVER
MY COMMISSION EXPIRES
September 30, 1982

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I, John B. Reed, hereby state that I am the incorporator of Circle B Cashway, Inc., and that I am, on or about the same time, filing Articles of Incorporation with the Secretary of State, for two (2) additional corporations to be known as Circle B Cashway of Ames, Inc. and Circle B Cashway of Creston, Inc. I hereby consent and agree to the use of the three (3) corporate names as follows: Circle B Cashway, Inc., Circle B Cashway of Ames, Inc. and Circle B Cashway of Creston, Inc. by said new corporations.

John B. Reed

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 26 day of October, 1981, before me, the undersigned, a Notary Public in and for said County and said State, personally appeared John B. Reed, to me known to be the identical person named in and who executed the foregoing instrument, and acknowledged that he executed the same as his voluntary act and deed.

Jerrold B. Oliver
Notary Public in and for the State of Iowa

JERROLD B. OLIVER
MY COMMISSION EXPIRES
September 30, 1982

This instrument recorded in Book W-38, Page 199 October 27 1981
Cert. No. 12184 Receipt No. 60243
Expires
Filed By
Recording Fee $5.00