FILED NO. 719
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1981 NOV -9 PM 1:00

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $9.00

ARTICLES OF INCORPORATION OF OTTAWA CARE CENTER, INC.

NOV 2 2 13 PM '81
SECRETARY OF STATE

TO: The Secretary of State
of the State of Iowa:

I, the undersigned, acting as incorporator of a corporation under the Iowa Business Corporation Act, Chapter 496A, Code of Iowa 1979 as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I.

Name of Corporation

The name of the corporation is OTTAWA CARE CENTER, INC.

ARTICLE II.

This corporation shall have perpetual duration.

ARTICLE III.

PURPOSES AND POWERS

The 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 the Iowa Business Corporation Act.

ARTICLE IV.

Stock

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares, consisting of a single class, and of a single series. Each share shall have a par value of One Dollar ($1.00).

The corporation and shareholders may enter into such contracts, agreements or arrangements restricting, limiting, or otherwise qualifying the transferability of Common Stock as the Board of Directors by resolution shall deem advisable and in the best interests of the corporation.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 220 N. 9th Street, Winterset, Iowa 50273, and the name of the initial registered agent at such address is: Billy W. Farlow.

LEO G. NOPOULOS
ATTORNEY AT LAW
DEXTER, IOWA 50070
515-769-4242

ARTICLE VI.

Directors

The number of Directors constituting the original Board of Directors is four (4), 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 qualified are:

Billy W. Farlow, 220 N. 9th St., Winterset, Iowa 50273
Kathryn A. Farlow, 220 N. 9th St., Winterset, Iowa 50273
Franklin W. Farlow, 220 N. 9th St., Winterset, Iowa 50273, and
John Howe, 4737 Hillscrest Drive, Topeka, Kansas

ARTICLE VII

Officers

The names and addresses of the persons who are to serve as officers until the first meeting of the Board of Directors are:

Office	Name	Address
President/Treasurer	Billy W. Farlow	220 N. 9th St., Winterset, IA
Vice President	Kathryn A. Farlow	220 N. 9th St., Winterset, Ia
Secretary	John Howe	4737 Hillscrest Drive Topeka, Kansas

ARTICLE VIII

Incorporation

The name and address of the Incorporator is: Billy W. Farlow, 220 N. 9th Street, Winterset, Iowa 50273.

ARTICLE IX

Voting Rights

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The cumulative method of voting shall not be allowed.

ARTICLE X

Pre-emptive Rights

The shareholders shall have the pre-emptive right to acquire additional shares of the corporation, either as a treasury shares, or authorized, but unissued shares of the corporation.

ARTICLE XI

QUORUM

Fifty-one (51) per cent of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at any meeting

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of the shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by the Iowa Business Corporation Act.

Dated at Dexter, Dallas County, Iowa, this 29th day of October, 1981.

Billy W. Farlow

Billy W. Farlow, Incorporator

STATE OF IOWA)
) ss
DALLAS COUNTY)

Be it remembered, that on this 29th day of October, 1981, before me, a Notary Public in and for said County and State, personally appeared Billy W. Farlow, to me personally known to be the person named in and who executed the foregoing instrument, and acknowledged to me that he executed the same as his voluntary act and deed.

LEO G. NOPOULOS NOTARIAL SEAL Iowa

Leo G. Nopoulos

Leo G. Nopoulos, Notary Public
My commission expires 9-30-82

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book V-38 Page 571 November 2 19 81
Expires Perpetual Cert. No. 12235 Receipt No. —
Filed By Billy W. Farlow, Winterset Iowa 50273
Filing Fee 50.00 Recording Fee —
Mary Jane Odell Secretary of State

LEO G. NOPOULOS
ATTORNEY AT LAW
DEXTER, IOWA 50070
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