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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
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SECRETARY OF STATE

# ARTICLES OF INCORPORATION

OF

# WINTERSET T.V. AND APPLIANCE, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a Corporation orgainzed under the Iowa Business Corporation Act, Chapter 496A, Iowa Code (1979), hereby adopt the following Articles of Incorporation for such Corporation:

I. The name of the Corporation is Winterset T.V. and Appliance, Inc.

II. Corporate existence shall commence on March 1, 1980 and shall continue in perpetuity.

III. The purpose which the Corporation is authorized to pursue is, or includes, the transaction of any or all lawful business for which the Corporation may be incorporated under the Iowa Business Corporation Act.

IV. The aggregate number of shares which the Corporation has authority to issue is:

| Class | Number of Shares | Value |
|---|---|---|
| Common | 10,000 | No Par Value |

V. The address of the initial registered office of the Corporation is 65 Jefferson Street, Winterset, Madison County, Iowa 50273, and the name of its initial registered agent at such address is Noel E. Godfrey.

VI. The number of directors constituting the initial Board of Directors of the Corporation 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 shall qualify are:

| Name | Address |
|---|---|
| Noel E. Godfrey | 605 North First Street, Winterset, Iowa 50273 |
| Patricia A. Godfrey | 605 North First Street, Winterset, Iowa 50273 |

VII. The initial officers of the Corporation who shall serve as such until the next annual meeting or until their successors are elected and qualify are:

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| Names | Officer |
|---|---|
| Noel E. Godfrey | President |
| Chris E. Harban | Vice-President |
| Patricia A. Godfrey | Secretary |
| Patricia A. Godfrey | Treasurer |

VIII. The names and addresses of the Incorporators are:

| Name | Address |
|---|---|
| Noel E. Godfrey | 605 North First Street, Winterset, Iowa 50273 |
| Patricia A. Godfrey | 605 North First Street, Winterset, Iowa 50273 |

IX. Shareholder's Pre-emptive Rights - Except as in this Article provided, shareholders shall possess pre-emptive rights to acquire unissued shares, outstanding shares and /or treasury shares of the Corporation; and for obligations of the Corporation convertible in such shares, whether then or thereafter authorized. Shareholders with holdings of less than 5% of the outstanding stock of the Corporation (excluding any treasury stock) shall not possess any pre-emptive rights.

X. The shares of the Corporation shall be represented by certificates signed by the President or Vice-President and the Secretary or Assistant Secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof.

XI. The By-Laws of the Corporation may provide for any lawful provisions restricting the transfer and ownership of shares of stock of the Corporation.

Dated this 28th day of February, 1980.

Noel E. Godfrey, Incorporator

Patricia A. Godfrey, Incorporator

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book M-36, Page 448, Feb 29 1980
Expires Perpetual, Cert. No. 108655, Receipt No. —
Filed By Ellis, Ling & Chickering, Attys, Winterset, Ia. 50273
Filing Fee 20.00 Recording Fee 1.00 Secretary of State

STATE OF IOWA )
) SS
MADISON COUNTY )

On this 28th day of February, 1980, before me personally appeared Noel E. Godfrey and Patricia A. Godfrey, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

GORDON K. DARLING, JR.
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Notary Public in and for Iowa