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BOOK 32 PAGE 115

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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee 8 50

ARTICLES OF INCORPORATION

OF

EARLHAM HARDWARE CO.

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SECRETARY
OF STATE

The undersigned person, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the 1977 Code of Iowa, and all acts amendatory thereof or supplemental thereto, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Earlham Hardware Co.

ARTICLE II

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE III

The corporation's existence shall begin on July 1, 1978, and shall be perpetual in duration.

ARTICLE IV

Section 1. The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares of common stock of a par value of $100.00 per share.

Section 2. No shareholder shall have any pre-emptive right to acquire unissued shares of the corporation.

Section 3. The Bylaws may contain provisions restricting the transfer of the stock of the corporation. No shareholder shall sell, assign, transfer, dispose of or encumber any shares of stock in violation of any condition stated in the Bylaws.

Section 4. The corporation shall have a first lien upon the shares of any stockholder for any debt or liability owing by such stockholder to the corporation.

ARTICLE V

The address of the initial registered office of the corporation in the State of Iowa is 420 Chestnut, Earlham, Madison County, Iowa, and the name of its initial registered agent at such address is Richard L. Petersen.

ARTICLE VI

The number of directors constituting 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 shall qualify are:

Name	Address
Bruce Koboldt	Earlham, Iowa
Richard L. Petersen	Earlham, Iowa

After the initial board of directors, the board shall consist of such number of directors as shall be fixed by the Bylaws of the corporation.

Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified, unless removed from office by a majority vote of the shareholders represented at a special meeting of shareholders properly called and held in accordance with the Articles and Bylaws of the corporation.

ARTICLE VII

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such assistant officers as shall be named by the Board of Directors. The initial officers of the corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify are:

Office	Name
President	Bruce Koboldt
Vice President	Richard L. Petersen
Secretary	Richard L. Petersen
Treasurer	Bruce Koboldt

ARTICLE VIII

No contract or other transaction between the corporation any any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firm, or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE IX

The corporation shall indemnify each present and future director and officer of the corporation against, and each such director and officer shall be entitled without further act on his part to indemnity from the corporation for, all expenses (including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to corporation itself) reasonably incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation or of any company or corporation which he serves as a director or officer at the request of the corporation, whether or not he continues to be such director or officer at the time of incurring such expenses; provided, however, that such indemnity shall not include any expenses incurred by any such director or officer (a) in respect of matters as to which he shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, to an amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion; provided, further, that in no event shall anything herein contained be so construed as to protect, or to authorize the corporation to indemnify, such director or officer against any liability to the corporation or to its security holders to

which he would otherwise be subject by reason of his willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office as such director or officer. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each such director or officer and shall be in addition to all other rights to which such director or officer may be entitled as a matter of law.

ARTICLE X

The name and address of the incorporator is Richard W. Baskerville, 1200 Register and Tribune Building, Des Moines, Polk County, Iowa.

ARTICLE XI

All conveyances and mortgages of and leases relating to real property made by the corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or an Assistant Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any officer of the corporation. This corporation shall not have a corporate seal.

Dated June 26, 1978.

Richard W. Baskerville
Richard W. Baskerville

STATE OF IOWA :
: ss.
COUNTY OF POLK:

On this 26th day of June, 1978, before me, personally appeared Richard W. Baskerville, to me known to be the identical person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

DIXIE McGREW
Iowa
NOTARIAL SEAL

Dixie McGrew
Dixie McGrew Notary Public
in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book C-34, Page 291, June 27 1978
Expires Perpetual - 4, Cert. No. 96158, Receipt No.
Filed By Dwight, Brown & Winick, attys, Des Moines, Iowa 50309
Filing Fee 20.00 Recording Fee 2.00 Secretary of State

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