FILED NO. 948
BOOK 32 PAGE 214
1978 NOV -1 AM 10:30
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee 9 00

RESTATED ARTICLES OF INCORPORATION OF THE WINTERSET CEMETERY IMPROVEMENT ASSOCIATION, INC.

The undersigned, acting pursuant to the unanimous direction of the Board of Directors of the Corporation, do hereby restate the Articles of Incorporation of such Corporation pursuant to Chapter 504A.39 of the Code of Iowa (1977):

ARTICLE I
Name

The name of the Corporation shall be the Winterset Cemetery Improvement Association, Inc.

ARTICLE II
Purposes

The Corporation is organized under Chapter 504A of the Code of Iowa (1977) in order to care, manage, improve and adorn the cemetery at and near Winterset, Madison County, Iowa and to act as Trustee under Chapter 566 of the Code of Iowa (1977) and to receive or obtain any and all moneys or property that may be donated, bequeathed or otherwise acquired by the Corporation in any manner and invest, manage, control and expend the same for the cemetery purposes as provided by law.

ARTICLE III
Duration

The Corporation shall have a perpetual duration.

ARTICLE IV
Registered Office and Agent

The address of the initial registered office of the Corporation is 223 East Court Avenue, Winterset, Madison County, Iowa 50273 and the name of the initial registered agent at such address is Leonard M. Flander.

ARTICLE V
Initial Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is four (4), but the number of directors may be changed by amendment of the bylaws. The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Clair Burd	321 S. 1st Avenue Winterset, Iowa 50273
Doyle Frank	906 West Jefferson Winterset, Iowa 50273
Marguerite Gallery	710 West Green Winterset, Iowa 50273
Peg Wheeler	715 West Washington Winterset, Iowa 50273

ARTICLE VI
Membership

The Bylaws of the Corporation may provide for one or more classes of members.

ARTICLE VII
Voting

The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied by the Bylaws of the Corporation.

ARTICLE VIII
Verification

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore or hereby amended and these Articles have been duly adopted as required by law and these Restated Articles supersede fully and in all respects the original Articles of Incorporation and any and all amendments thereto.

IN WITNESS WHEREOF, George L. Montross and Mary Jane Benoit, President and Secretary respectively of Winterset Cemetery Improvement Association, Inc., do hereby cause this instrument to be executed on this 29th day of ~~November~~ SEPTEMBER, 1978 at Winterset, Iowa.

George L. Montross

STATE OF IOWA)
) ss
MADISON COUNTY)

Mary Jane Benoit

I, George L. Montross, being first duly sworn on oath, hereby depose and state that I am the President of Winterset Cemetery Improve-

Restated Articles of Incorporation of Winterset Cemetery Improvement Association, Inc. Page -3-

ment Association, Inc. and that the foregoing Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation which has no outstanding membership at this time, and that I have read the foregoing Restated Articles and know its contents and verify the same as those duly adopted as aforesaid.

INCORPORATOR George L. Montross

George L. Montross

Subscribed and sworn to before me a Notary Public on the 29 day of ~~November~~ SEPTEMBER, 1978.

Notary Public

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 7-7, Page 73 September 29 1978
Expires Perpetual Cert. No. 98243 Receipt No. —
Filed By Leonard M. Glander, Winterset, Iowa 50273
Filing Fee $10.00 Recording Fee $15.00 Secretary of State