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BOOK 31 PAGE 386
1977 APR -6 AM 10: 13
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
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SECRETARY OF STATE
IOWA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KEITH BELL MOTORS, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 58 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I

The name of the corporation is Keith Bell Motors, Inc. The effective date of its incorporation was the 1st day of January 1960.

II

The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on December 30, 1976, in the manner prescribed b y the Iowa Business Corporation Act:

"Resolved to amend the articles of incorporation of Keith Bell Motors, Inc. in the following manner:

1. To change the name of the corporation in Article I to FARRELL'S FORD-MERCURY, INC.

2. Add to Article VIII: "The duration of the corporation shall be perpetual."

3. Add to Article XII: "The by-laws of the corporation may state the provisions pertaining to the transfer to stock issued by the corporation.

4. Add Article XIII: "That the stock of the corporation shall be issued in accordance with a plan pursuant to Section 1244 of the United States Internal Revenue Code and in series corresponding with the authorization by the Board of Directors.

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III

The number of shares of the corporation outstanding at the time of such adoption was 454; and the number of shares entitled to vote thereon was 454.

IV

The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
one	454

V

The number of shares voted for such amendment was 454; and the number of shares voted against such amendment was 0.

VI

The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

NONE

VII

The manner in which such amendment effects a change in which any exchange, reclassification, or cancellation os issued shares provided for in the amendment shall be effected, is as follows:

NO CHANGE

VIII

The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment as as follows:

NO CHANGE

Dated December 31, 1976.

KEITH BELL MOTORS, INC.

BY Farrell Leonard
President

BY Farrell Leonard
Secretary

STATE OF IOWA)
) SS
COUNTY OF POLK)

On this 3rd day of January 1977, before me, James R. Maggert, a Notary Public in and for said county, personally appeared Farrell K. Leonard, to me personally known, who being by me duly sworn did say that he is President of said corporation, that the corporation has no seal and that said Articles of Amendment were signed on behalf of the said corporation by authority of its board of directors and the said Farrell K. Leonard acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.

James R. Maggert
NOTARY PUBLIC IN AND FOR SAID COUNTY

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Perpetual Cut no. 3326 Ankeny, Iowa 50021
James Maggert atty Ankeny, Iowa
$ 2.00 Recording Fee 1.50
Secretary of State

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