A 3957

ARTICLES OF INCORPORATION

of

LAUER BROS. MOTORS, INC.

RECEIVED
77 JUN 28 AM 8 38
SECRETARY OF STATE
IOWA

We, whose names are hereunto subscribed, acting as incorporators of a corporation under the Iowa Business Corporation Act, as provided in Chapter 496A of the 1977 Code of Iowa, adopt the following Articles of Incorporation:

Compared

FILED NO. 111
BOOK 31 PAGE 522
1977 JUL 21 AM 11:57
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee #10 50
5 pgs.

ARTICLE I

NAME

The name of this corporation is:

LAUER BROS. MOTORS, INC.

ARTICLE II

COMMENCEMENT and DURATION

The corporate existence of this corporation shall commence on July 1, 1977.

This corporation shall have perpetual duration.

ARTICLE III

PURPOSE

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

ARTICLE IV

AUTHORIZED SHARES

This corporation shall have authority to issue 5,000 shares of $100 par value per share common stock, such shares to consist of one class only.

No capital stock shall be issued until the corporation has received payment in full therefor, either in cash or in property and accepted at a stated value by the Board of Directors.

The capital stock authorized may be increased by a two-thirds majority vote of all stock entitled to vote, and an Amendment to these Articles of Incorporation, as provided by the law.

ARTICLE V

ISSUANCE and TRANSFER OF CORPORATE SHARES

The issuance and transfer of shares of this corporation shall be subject to the restrictions contained in the Bylaws of this corporation.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of not less than two (2) nor more than five (5) Directors. Subject to this limitation, the number of Directors may be increased or decreased, from time to time, by an Amendment to the Bylaws; but no such decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a provision in the Bylaws fixing the number of Directors, the number shall be two (2).

A Director need not be a shareholder of this corporation.

The number of Directors constituting the initial Board of Directors is two (2), and the names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until the Directors' successors are elected and shall qualify, are:

Name	Address
Dean Lauer	Route 3 Winterset, Iowa 50273
Dennis Lauer	Route 3 Winterset, Iowa 50273

ARTICLE VII

OFFICERS

The Board of Directors shall elect a President, Vice-President,

Secretary and a Treasurer, and such other officers as the Board of Directors may see fit, or as may be provided by the Bylaws of this corporation, any of which offices may be served by one and the same person.

An officer need not be a shareholder of this corporation.

ARTICLE VIII

ELECTION

The annual election of Directors and Officers shall be held at the annual meeting of the corporation which shall be held on the second Saturday of January of each year unless that day shall fall on a holiday, in which event the annual meeting will be held on the next following Saturday.

The Directors shall be elected by the corporate shareholders, and the corporate Officers shall be elected by the corporate Directors. The election of Directors shall precede the election of Officers.

At all meetings of the shareholders, each shareholder shall be entitled to one vote on each voted issue, proposition or office, for each share of stock held by the shareholder, which vote may be cast in person or by written proxy.

ARTICLE IX

BYLAWS

This corporation shall adopt Bylaws for the regulation and management of the shares of the corporation. The Bylaws shall set out any restrictions and /or prohibitions governing the issuance and transfer of the corporate shares. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation which are not inconsistent with the Articles of Incorporation or the Iowa Business Corporation Act.

The Bylaws may be altered, amended, repealed or new Bylaws

adopted by either a two-thirds vote of all corporate Directors, or by a two-thirds majority vote of all stock eligible to vote. Any such action by a two-thirds majority vote of the shareholders shall take precedence over such vote by the Directors, and shall not be subject to change or countermand by action of the Board of Directors until subsequent to the next following annual meeting of the shareholder.

ARTICLE X

EXECUTION OF DOCUMENTS

All Leases, Transfers, Deeds, Mortgages or other conveyances of real estate entered into by this corporation shall be executed by either the President or Vice-President and also by the corporation's Secretary or Treasurer.

All releases of mortgages, liens, judgments, or other claims that are required by law to be of record may be executed by the President or Vice-President or Secretary or Treasurer of the corporation.

ARTICLE XI

LIABILITY EXEMPTION

The private property of the shareholders shall be exempt from corporate liability.

This Article XI shall not be changed except by unanimous consent and vote of all shareholders, nothing herein to the contrary withstanding.

ARTICLE XII

CORPORATE SEAL

This corporation shall not adopt a corporate seal.

ARTICLE XIII

REGISTERED AGENT and REGISTERED OFFICE

The name of this corporation's initial registered agent is:

Dean Lauer

The address of this corporation's initial registered office is:

Route 4 - Highway 92 West
Winterset, Madison County, Iowa 50273

ARTICLE XIV

The names and addresses of the incorporators of this corporation are:

Name	Address
Dean Lauer	Route 3 Winterset, Iowa 50273
Dennis Lauer	Route 3 Winterset, Iowa 50273

Dated this 25th day of June, 1977.

Dean Lauer

Dennis Lauer

STATE OF IOWA)
) ss:
CLARKE COUNTY)

BE IT REMEMBERED, that on this 25 day of June, 1977, before me, a Notary Public in and for the State of Iowa, personally appeared Dean Lauer and Dennis Lauer, to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and who acknowledged the execution of the same to be their voluntary act and deed for the uses and purposes therein expressed.

WITNESSETH my hand and notarial seal this 25 day of June, 1977.

L. P. Van Werden

L. P. Van Werden, Notary Public
in and for the State of Iowa

My Commission expires September 30, 1978

L. P. VAN WERDEN NOTARIAL SEAL Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book P-32, Page 91, June 28 1977
Expires Perpetual, Cert. No. 88662, Receipt No.
Filed By Reynolds, Van Werden, Timmons, Reynolds & Pugh, Osceola, Iowa 50213
Filing Fee 20.00 Recording Fee 2.50
Secretary of State

95