STATE OF IOWA, MADISON COUNTY, ss.

Inst. No. 824 Filed for Record this 21 day of Oct 1977 at 2:00 PM

Book 31 Page 601 Recording Fee 6.50 Mary E. Welty, Recorder, By mw Deputy

3pgs.

A 45476

Compared

ARTICLES OF INCORPORATION OF

KELLOGG PUBLICATIONS, INC.

SECRETARY OF STATE IOWA '77 OCT 6 PM 1:45 RECEIVED

The undersigned, acting as incorporators of a corporation under Chapter 496A of the Code of Iowa (1977) known as the Iowa Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the Corporation shall be Kellogg Publications, Inc.

ARTICLE II.

PURPOSES

The purpose for which the Corporation is organized is to engage in and do any lawful acts concerning any and all lawful business for which corporations may be organized under Chapter 496A, Code of Iowa (1977), as amended, known as the Iowa Business Corporation Act, and as said statute may hereafter be amended.

ARTICLE III.

AUTHORIZED SHARES

The aggregate number of shares which this Corporation shall have authority to issue is 1,000,000 shares of common stock with a par value of $1.00 per share. Each share shall have equal rights with each other share in respect of dividends, voting and liquidation.

ARTICLE IV.

BY-LAWS

The initial By-laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors shall have the power to alter, amend or repeal the By-laws or adopt new By-laws. The By-laws adopted by the directors may contain any provision restricting the transfer of shares.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1012 North 10th Street, Winterset, Madison County, Iowa 50273, and the name of the initial registered agent at such address is Richard C. Kellogg.

ARTICLE VI.

DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is two (2), but the number of directors may be increased or decreased by action of the shareholders pursuant to the By-laws of the Corporation. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall have qualified are:

NAME	ADDRESS
Richard C. Kellogg	1012 North 10th Street Winterset, Iowa 50273
Colleen K. Kellogg	1012 North 10th Street Winterset, Iowa 50273

ARTICLE VII.

PRE-EMPTIVE RIGHTS

The share holders shall have the pre-emptive right to acquire additional shares of the Corporation, both as to the treasury shares and authorized but unissued shares.

ARTICLE VIII.

INCORPORATORS

The incorporator of this Corporation is:

Richard C. Kellogg — 1012 North 10th Street, Winterset, Iowa 50273

ARTICLE IX.

CORPORATE EXISTENCE

The Corporation shall have a perpetual existence which shall begin on the date the Secretary of State issues the Certificate of Incorporation.

IN WITNESS WHEREOF, the aforesaid incorporator has caused the execution of the foregoing Articles of Incorporation on this 6th day of October, 1977, at Winterset, Iowa.

RICHARD C. KELLOGG

STATE OF IOWA)
)ss
MADISON COUNTY)

On this 6th day of October, 1977, before me, Beth Flander, a

Notary Public in and for said County and said State, personally appeared Richard C. Kellogg to me known to be the person who is named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Beth Flander

BETH FLANDER, NOTARY PUBLIC.

BETH FLANDER
Iowa
NOTARIAL SEAL

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book Y-32, Page 335, October 6, 1977
Expires Perpetual, Cert. No. 90718, Receipt No.
Filed By Flanda & Casper, Attys Winterset Iowa 50273
Filing Fee $20.00 Recording Fee $1.50 Secretary of State

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