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ARTICLES OF INCORPORATION

OF

VANCE & HOCHSTETLER, P.C.

A 51821

We, the undersigned, being persons legally competent to enter into contracts, being duly licensed professional engineers qualified to practice pursuant to the laws of the State of Iowa, and desiring to associate ourselves together for the purpose of becoming a professional corporation which will not be terminated by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement, or explusion of any one or more of its shareholders, or the happening of any other event that under the laws of this state would work a dissolution of a partnership, and which will have the advantages of continuity of life, transferability of interests, limited liability, centralized management, and management control common to a corporate form of organization, do hereby form this professional corporation under Chapter 496C of the Code of Iowa and the Iowa Business Corporation Act and adopt the following Articles of Incorporation:

1. NAME. The name of the Corporation is Vance & Hochstetler, P.C.

2. NATURE OF BUSINESS, PURPOSES, AND OBJECTS. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a professional engineer, duly licensed under the laws of the State of Iowa, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Iowa to practice engineering within this state.

(b) To own real and personal property necessary or appropriate for the rendering of the professional engineering or land surveying services and to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment whatsoever.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of the purposes and objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objects of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes or objects shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

The Corporation elects to be governed by the Iowa Professional Corporation Act.

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MADISON COUNTY, IOWA 5pgs.
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3. PRINCIPAL OFFICE. The principal office for the transaction of business of the Corporation shall be in the City of Winterset, County of Madison, State of Iowa, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within or without the state in the discretion of the Board of Directors. The post office address of the present registered office is 71 East Jefferson, Winterset, Iowa, and the registered agent at that address is James M. Hochstetler.

4. CAPITAL STOCK. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any one time shall be 1,000 shares of stock of no par value, all of which shall be common stock of the same class.

All common stock issued shall be fully paid and nonassessable. Stock of the Corporation shall be issued only to professional engineers or registered land surveyors duly licensed to practice in the State of Iowa.

5. INITIAL SHAREHOLDERS. The names and post office addresses of the initial shareholders, and the number of shares of common stock subscribed for by each, are as follows:

Name	Address	Number of Shares Subscribed For
James M. Hochstetler	Rural Route #4 Winterset, Iowa 50273	300
Charles T. Vance	323 South 7 Avenue Winterset, Iowa 50273	300

6. BOARD OF DIRECTORS. The names and post office addresses of the initial members of the Board of Directors of the Corporation are as follows:

Name	Address
James M. Hochstetler	Rural Route #4 Winterset, Iowa 50273
Charles T. Vance	323 South 7 Avenue Winterset, Iowa 50273

7. OFFICERS. The names, post office addresses of the initial officers of the Corporation, and the offices to which they have been elected are as follows:

Name	Address	Office
James M. Hochstetler	Rural Route # 4 Winterset, Iowa 50273	President and Treasurer
Charles T. Vance	323 South 7 Avenue Winterset, Iowa 50273	Vice President and Secretary

8. CONTINUITY. The Corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement, or explusion of any one or more of the shareholders

or by a vacancy on the Board of Directors or by any changes in the engineering staff of the Corporation or by the happening of any other event which under the laws of the State of Iowa would work a dissolution of a partnership. No shareholder shall have the power to dissolve the Corporation by his independent act of any kind.

9. DURATION. The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the then-existing shareholders of the Corporation at any regular meeting or at a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply to Corporation's assets, first, to the payment of the debts of the Corporation, and, second, pro rata to the shareholders of the Corporation.

10. RIGHTS RELEASED AND RETAINED. Shareholders of the Corporation may also be employees of the Corporation and subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of a stock interest in the Corporation. All professional employees of the Corporation and those persons who may hereafter become professional employees shall forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of the Corporation.

11. RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP.

(a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

(b) No shareholder may sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock in this Corporation to another individual without having first complied with the regulatory and restrictive provisions referred to in subparagraph (a) and set forth in the Bylaws of this Corporation, and such purchaser must be duly licensed to practice engineering or surveying in the State of Iowa and actively engaged in such practice unless disabled.

(c) Shares held by a deceased or retired shareholder shall within six months after the date of death or retirement be either redeemed or cancelled by the Corporation or transferred to a person or persons authorized to hold the shares in accordance with subdivision (b) of this Article.

Shares held by a shareholder who becomes legally disqualified from practicing as a professional engineer or registered land surveyor, shall be so redeemed, cancelled or transferred within 90 days after the disqualification becomes final.

Shares not redeemed or transferred within the required period of time shall be cancelled on the books of the Corporation at the termination of such period.

12. ADDITIONAL POWERS: In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Iowa, and of the purposes and objects stated in paragraph 2, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

(b) To purchase and acquire any or all of its stock owned and held by any shareholder who should desire to sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.

(c) To purchase and acquire the stock owned and held by any shareholder who may die, retire, or become disqualified, in accordance with the provisions of Article II, subdivision (b) and Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.

(d) To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

13. BYLAWS. The dates on which the shareholders' annual meetings shall be held, the number of members of the Board of Directors and their terms of office, and the terms of office and the powers and duties of the officers shall be fixed by the Bylaws of the Corporation. The shareholders shall have power to make Bylaws for the regulation and government of the Corporation, its Board of Directors, officers, employees, agents, servants, and for all other purposes not in conflict with the laws of the State of Iowa and to further amend or alter such Bylaws at any time by the agreement of two-thirds of the shareholders present at any regular meeting or at a special meeting of the shareholders called for that purpose.

14. PURCHASE PRICE OF SHARES. The Bylaws of the Corporation shall fix a price for which the Corporation may purchase the stock of a deceased, disabled, retired, or disqualifed shareholder or a shareholder whose employment by the Corporation has been terminated.

15. GENERAL MANAGEMENT AND CONTROL. Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

16. DIVIDENDS. The Board of Directors may from time to time declare dividends upon the common stock of the Corporation from the earned surplus arising from the business of the Corporation and from the current year's earnings of the Corporation determined in accordance with generally accepted accounting principles.

17. CONTRACTS. No contract or other transaction between the Corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the Corporation are interested in or are members, shareholders, governors, directors, or officers of such firm, association, or corporation; and no contract, act, or transaction of the Corporation with any individual, firm, association, or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the Corporation are parties to or interested in such contract, act, or transaction or are in any way connected with such individual, firm, association, or corporation. Each and every individual who may become a member of the Board of Directors of the Corporation is hereby relieved from any liability that might otherwise exist by reason of contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested.

18. AMENDMENTS. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of the then-existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this reservation.

19. SEVERANCE. If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

In witness whereof we the undersigned, being all of the associates of the Corporation, do hereunto sign our names, this 30th day of December, 1977.

James M. Hochstetler, Incorporator

Charles T. Vance, Incorporator

STATE OF IOWA)
)ss:
Dallas COUNTY)

On this 30th day of December, 1977, before me, the undersigned personally appeared James M. Hochstetler and Charles T. Vance, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

Arlene B. Cook
Notary Public in and for the State of Iowa

ARLENE B. COOK

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

187

This instrument recorded in Book I-33, Page 183 January 3 1978
Expires Perpetual, Cert. No. 92621, Receipt No. —
Filing Fee $20.00, Recording Fee 2.50, Van Werden and Hulse, Attys, Adel, Iowa 50003
Secretary of State