FILED NO. 1689
BOOK 30 PAGE 8
1972 NOV 29 AM 11:50
RECORDER
MADISON COUNTY, IOWA
3 pgs.
Fee $6.50 M.M.

1972 NOV -1 PM 1:39
SECRETARY OF STATE
RECEIVED

RESTATED

ARTICLES OF INCORPORATION

OF

PIONEER PLACE, INC.

Pioneer Place Inc. for the purpose of Restating Articles of Incorporation, under the provisions of Chapter 504 A, Code of Iowa 1971, assuming and claiming all powers, rights, privileges and immunities granted or permitted bodies corporate under said laws, and do hereby adopt the following Restated Articles of Incorporation as amended.

ARTICLE I.

The name of this Corporation shall be PIONEER PLACE, INC.

ARTICLE II.

The principal place of business of this Corporation shall be EARLHAM, Madison County, Iowa.

ARTICLE III.

The purpose of the said Corporation is to provide for senior citizens in the rural area around Earlham, Iowa, economically designed and constructed rental housing and related facilities suited to their special needs and living requirements.

ARTICLE IV.

The Corporation shall have perpetual duration for an unlimited period of time.

ARTICLE V.

The address of its registered office in the State of Iowa is 705 Main Street in the City of Earlham, County of Madison, and the name of its initial registered agent at such address is Dean R. Nelson.

ARTICLE VI.

The affairs of this Corporation shall be governed and managed by a Board of Seven Directors who shall elect a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may see fit or as may be provided by the bylaws of the corporation. The offices of Secretary and Treasurer may be combined. The directors shall be elected annually by members of the Corporation until the annual meeting, and until their successors are duly elected and qualified, the following shall serve as Directors:

John Moreland	Earlham, Iowa
Sam Buck	Earlham, Iowa
R. B. Hunter	Earlham, Iowa
Hazel Ross	Earlham, Iowa
L. O. Patten	Earlham, Iowa
Roy Harris	Earlham, Iowa
Earl Schalkle	Earlham, Iowa

Succeeding Directors shall be elected by the members present at the annual meeting of the Corporation.

#2. RESTATED ARTICLES OF INCORPORATION
PIONEER PLACE INC.

ARTICLE VII.

Until their successors are duly elected and qualified, the following shall serve as Officers:

President ---------- L. O. Patten
Vice President ---------- John Moreland
Secretary ---------- Hazel Ross
Treasurer ---------- Sam Buck

ARTICLE VIII.

The annual meeting of the Corporation and the annual meeting of its Directors shall be held at Earlham, Madison County, Iowa, on the first Monday in July of each year. The annual election shall be held on the same day. Notice of such meeting shall be mailed to each member, at his last known address at least ten (10) days prior thereto.

ARTICLE IX.

The members of this Corporation shall consist of all persons owning or holding membership certificates and paying therefor a fee of Twenty-five Dollars ($25.00). No certificate of membership shall be issued except upon approval of the Board of Directors. Each member shall have at any meeting of the membership of said Corporation, only one vote, regardless of the number of such membership certificates held by him.

ARTICLE X.

The Corporation shall have a seal.

ARTICLE XI.

These Restated Articles of Incorporation as Amended correctly set forth the provisions of the Articles of Incorporation as theretofore enacted and as amended hereby, that they have been duly adopted as required by law and they supersede the original Articles of Incorporation of this Corporation filed with the Office of the Secretary of State of Iowa in Book 4-Q Page 409 on May 25, 1965.

Signed and verified by the undersigned officers of Pioneer Place Inc., this 30th day of October, 1972.

L. O. Patten (President)

Hazel Ross (Secretary)

#3. RESTATED ARTICLES OF INCORPORATION
PIONEER PLACE INC.

STATE OF IOWA :
: SS
COUNTY OF MADISON :

I, Hazel Ross, Secretary of Pioneer Place, Inc., of Earlham, Iowa, hereby verify and certify and state that on the 30th day of October, 1972, at a special meeting of the members of Pioneer Place, Inc., with L. O. Patten presiding as President and with Hazel Ross present as Secretary of said Pioneer Place, Inc., the above Restated Articles of Incorporation, were duly passed and adopted on said 30th day of October, 1972.

Hazel Ross
Hazel Ross (Secretary)

On this 30 day of October, 1972, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Hazel Ross to me known to be the identical person named in and who executed the foregoing instrument, and acknowledged that she executed the same as her voluntary act and deed.

Dean R. Nelson
Notary Public in and for the
State of Iowa.

DEAN R. NELSON NOTARIAL SEAL (S E A L)

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book 6-E, Page 329, November 1, 1972
Expires Perpetual, Cert. No. 60988, Receipt No. —
Filed By H. Schmidt Peer Atty. Earlham Iowa 50072
Filing Fee $10.00 Recording Fee $1.50 Secretary of State

FILED NO. 1689
BOOK 30 PAGE 8
1972 NOV 29 AM 11:50
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
3 pgs.
Fee $ 6.50 M.M.

RECEIVED
1972 NOV -1 PM 1:39
SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION OF PIONEER PLACE, INC.

Pioneer Place Inc. for the purpose of Restating Articles of Incorporation, under the provisions of Chapter 504 A, Code of Iowa 1971, assuming and claiming all powers, rights, privileges and immunities granted or permitted bodies corporate under said laws, and do hereby adopt the following Restated Articles of Incorporation as amended.

ARTICLE I.

The name of this Corporation shall be PIONEER PLACE, INC.

ARTICLE II.

The principal place of business of this Corporation shall be EARLHAM, Madison County, Iowa.

ARTICLE III.

The purpose of the said Corporation is to provide for senior citizens in the rural area around Earlham, Iowa, economically designed and constructed rental housing and related facilities suited to their special needs and living requirements.

ARTICLE IV.

The Corporation shall have perpetual duration for an unlimited period of time.

ARTICLE V.

The address of its registered office in the State of Iowa is 705 Main Street in the City of Earlham, County of Madison, and the name of its initial registered agent at such address is Dean R. Nelson.

ARTICLE VI.

The affairs of this Corporation shall be governed and managed by a Board of Seven Directors who shall elect a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may see fit or as may be provided by the bylaws of the corporation. The offices of Secretary and Treasurer may be combined. The directors shall be elected annually by members of the Corporation until the annual meeting, and until their successors are duly elected and qualified, the following shall serve as Directors:

John Moreland	Earlham, Iowa
Sam Buck	Earlham, Iowa
R. B. Hunter	Earlham, Iowa
Hazel Ross	Earlham, Iowa
L. O. Patten	Earlham, Iowa
Roy Harris	Earlham, Iowa
Earl Schalkle	Earlham, Iowa

Succeeding Directors shall be elected by the members present at the annual meeting of the Corporation.

#2. RESTATED ARTICLES OF INCORPORATION
PIONEER PLACE INC.

ARTICLE VII.

Until their successors are duly elected and qualified, the following shall serve as Officers:

President ---------- L. O. Patten
Vice President ---------- John Moreland
Secretary ---------- Hazel Ross
Treasurer ---------- Sam Buck

ARTICLE VIII.

The annual meeting of the Corporation and the annual meeting of its Directors shall be held at Earlham, Madison County, Iowa, on the first Monday in July of each year. The annual election shall be held on the same day. Notice of such meeting shall be mailed to each member, at his last known address at least ten (10) days prior thereto.

ARTICLE IX.

The members of this Corporation shall consist of all persons owning or holding membership certificates and paying therefor a fee of Twenty-five Dollars ($25.00). No certificate of membership shall be issued except upon approval of the Board of Directors. Each member shall have at any meeting of the membership of said Corporation, only one vote, regardless of the number of such membership certificates held by him.

ARTICLE X.

The Corporation shall have a seal.

ARTICLE XI.

These Restated Articles of Incorporation as Amended correctly set forth the provisions of the Articles of Incorporation as theretofore enacted and as amended hereby, that they have been duly adopted as required by law and they supersede the original Articles of Incorporation of this Corporation filed with the Office of the Secretary of State of Iowa in Book 4-Q Page 409 on May 25, 1965.

Signed and verified by the undersigned officers of Pioneer Place Inc., this 30th day of October, 1972.

L. O. Patten (President)

Hazel Ross (Secretary)

PIONEER PLACE INC. CORPORATE SEAL IOWA

#3. RESTATED ARTICLES OF INCORPORATION
PIONEER PLACE INC.

STATE OF IOWA :
: SS
COUNTY OF MADISON :

I, Hazel Ross, Secretary of Pioneer Place, Inc., of Earlham, Iowa, hereby verify and certify and state that on the 30th day of October, 1972, at a special meeting of the members of Pioneer Place, Inc., with L. O. Patten presiding as President and with Hazel Ross present as Secretary of said Pioneer Place, Inc., the above Restated Articles of Incorporation, were duly passed and adopted on said 30th day of October, 1972.

Hazel Ross
Hazel Ross (Secretary)

On this 30 day of October, 1972, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Hazel Ross to me known to be the identical person named in and who executed the foregoing instrument, and acknowledged that she executed the same as her voluntary act and deed.

Deann R. Nelson
Notary Public in and for the
State of Iowa.

DEANN R. NELSON NOTARIAL SEAL IOWA (S E A L)

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book 6-E, Page 329, November 1, 1972
Expires Perpetual, Cert. No. 60988, Receipt No. —
Filed By H. Colville Peers, Atty, Earlham, Iowa 50072
Filing Fee 10.00 Recording Fee 1.50 Secretary of State