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BOOK 30 PAGE 596 Compared
1975 MAR 21 AM 10:27
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
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COPY

# ARTICLES OF INCORPORATION

## OF

## LITTLE GIANT COUNTRY STORE OF WINTERSET, INC.

To the Secretary of State

of the State of Iowa:

I, the undersigned, acting as Incorporator of a Corporation under the Iowa Business Corporation Act, Chapter 496A, Code of Iowa, 1973, as amended, hereby adopt the following Articles of Incorporation.

RECEIVED '75 MAR 7 AM 8 28 SECRETARY OF STATE IOWA

### ARTICLE I

### Name of Corporation

The name of the Corporation is: LITTLE GIANT COUNTRY STORE OF WINTERSET, INC.

### ARTICLE II

### Duration

The Corporation shall have a perpetual duration.

### ARTICLE III

### Purposes and Powers

The Corporation shall have unlimited power to engage in, and to do any lawful act concerning any or all lawful business for which Corporations may be organized under the Iowa Business Corporation Act.

### ARTICLE IV

### Stock

The aggregate number of shares which the Corporation is authorized to issue is one million (1,000,000) shares, consisting of a single series and of a single class. Each share shall have a par value of One Dollar ($1.00)..

### ARTICLE V

### Restrictions on Transfer and Ownership of Shares

The By-Laws are hereby authorized to contain restrictions upon the transfer and ownership of shares of stock in this Corporation.

ARTICLE VI

Registered Office and Agent

The address of the initial Registered Office of the Corporation is: 116 Lincoln Place Drive, Des Moines, Polk County, Iowa; and the name of the initial Registered Agent at such address is: Edward E. Rasch.

ARTICLE VII

Directors

The affairs of this Corporation shall be conducted by a Board of Directors consisting of not less than one (1) nor more than four (4) members, who shall be selected by the Stockholders. The members of the Board of Directors shall hold office until the next annual meeting following their selection, or until their successors shall have been duly elected and qualified at an annual meeting or special meeting called for that purpose.

The initial Directors of the Corporation who shall hold office until the first Annual Meeting of the Stockholders, or until their successors have been duly elected and qualified, shall be:

| NAME | ADDRESS |
|---|---|
| Edward E. Rasch | 116 Lincoln Place Drive, Des Moines, Iowa |
| Margaret Sue Rasch | 116 Lincoln Place Drive, Des Moines, Iowa |

ARTICLE VIII

Officers

The Officers of this Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as shall be authorized by the Board of Directors, or provided for in the By-Laws. An Officer may hold more than one office. Officers shall be elected by the Board of Directors and shall hold office at the discretion of the Board.

The Officers of this Corporation who shall hold office until successors have been appointed by the Board of Directors, shall be:

| OFFICE | NAME | ADDRESS |
|---|---|---|
| President | Edward E. Rasch | 116 Lincoln Place Drive, Des Moines |
| Vice-President | Margaret Sue Rasch | (Same) |
| Secretary | Margaret Sue Rasch | (Same) |
| Treasurer | Edward E. Rasch | (Same) |

ARTICLE IX

Incorporator

| NAME | ADDRESS |
|---|---|
| Edward E. Rasch | 116 Lincoln Place Drive, Des Moines, Iowa |

ARTICLE X

Voting Rights

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Except, any shares adversely affected by ARTICLE V may not be voted until such time as they again comply with the By-Laws set up pursuent to ARTICLE V.

ARTICLE XI

Organization - Meeting of Board

The President ofthe Corporation shall call an organizational meeting of the Board of Directors, as named in these Articles, to be held within ninety (90) days after the issuance of the Certificate of Incorporation for the purpose of adopting By-Laws and the transaction of such other business as may come before the meeting.

ARTICLE XII

Pre-Emptive Right

The Shareholders shall not have the pre-emptive right to acquire additional shares of the Corporation either as to Treasury Shares or Authorized.

ARTICLE XIII

By-Laws

By-Laws may be adopted for the Corporation by the Board of Directors and/or by the Shareholders in lawful and proper meeting assembled. Any and all By-Laws adopted by the Shareholders shall be superior to and shall prevail over By-Laws adopted by the Board of Directors.

ARTICLE XIV

Quorum

Forty (40) percent of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders unless the vote of a greater number is required by the Iowa

Business Corporation Act. Stock adversely affected by ARTICLE V and the By-Laws set up pursuent thereto, may not be counted in utilizing this section.

Dated at Norwalk, Iowa, this 16th day of March, 1975.

/s/

EDWARD E. RASCH

Incorporator

STATE OF IOWA )
( ss:
WARREN COUNTY )

BE IT REMEMBERED, that on this 16th day of March, 1975, before me a Notary Public in and for the State of Iowa, personally appeared Edward E. Rasch, to me personally known to be the person named in and who executed the foregoing instrument, and acknowledged to me that he executed the same as his voluntary act and deed.

(NO SEAL)

NOTARY PUBLIC IN AND FOR THE STATE OF IOWA