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BOOK 29 PAGE 520
1971 DEC 20 PM 2:04
MARY E. WELTA
RECORDER
MADISON COUNTY, IOWA
1971 NOV 29 AM 8:58
SECRETARY OF STATE
5pgs
Fee $10.50
I.M.M.

ARTICLES OF MERGER OF KALE FUNERAL HOME, INC. INTO WEBSTER-KALE FUNERAL HOME, INC.

Pursuant to the provisions of Chapter 496A of the 1971 Code of Iowa, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

FIRST: The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by Chapter 496A of the 1971 Code of Iowa. See plan of merger attached hereto and labeled Exhibit "A".

SECOND: As to each of the undersigned corporations, the number of shares outstanding are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS	NUMBER OF SHARES
Webster-Kale Funeral Home, Inc.	100	common	100
Kale Funeral Home, Inc.	400	common	400

No outstanding shares are entitled to vote as a class.

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
Webster-Kale Funeral Home, Inc.	100	none
Kale Funeral Home, Inc.	400	none

Dated this 10 day of November, 1971.

WEBSTER-KALE FUNERAL HOME, INC.

By x Denis L. Kale
Denis L. Kale, president

x Denis L. Kale
Denis L. Kale, secretary

KALE FUNERAL HOME, INC.

By x Denis L. Kale
Denis L. Kale, president

x Denis L. Kale
Denis L. Kale, secretary

STATE OF IOWA :
:ss
MADISON COUNTY :

On this 10 day of November, 1971, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Denis L. Kale and Denis L. Kale, to me personally known, who, being by me duly sworn, did say that they are the president and secretary of Kale Funeral Home, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by Kale Funeral Home, Inc.; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Denis L. Kale and Denis L. Kale as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Jerrold B. Oliver

Jerrold B. Oliver, Notary Public
in and for said County.

STATE OF IOWA :
:ss
MADISON COUNTY :

On this 10 day of November, 1971, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Denis L. Kale and Denis L. Kale, to me personally known, who, being by me duly sworn, did say that they are the president and secretary respectively, of Webster-Kale Funeral Home, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that said Denis L. Kale and Denis L. Kale as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Jerrold B. Oliver

Jerrold B. Oliver, Notary Public
in and for said County.

EXHIBIT "A"

PLAN OF MERGER OF KALE FUNERAL HOME, INC. INTO WEBSTER-KALE FUNERAL HOME, INC.

1. MERGER. Kale Funeral Home, Inc., hereinafter called Kale, an Iowa corporation, shall be merged into Webster-Kale Funeral Home, Inc., hereinafter called Webster-Kale., an Iowa Corporation.

2. TERMS OF MERGER. The terms of merger are:

(a) Kale shall be merged into Webster-Kale in accordance with the statutory procedure set forth in Iowa Code Sections 496A.68 and 496A.71.

(b) Webster-Kale shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Webster-Kale shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws of Webster-Kale shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the surviving corporation.

(c) The corporate identity, existence, purposes, powers, franchises, rights, and immunities of Kale shall be merged into Webster-Kale and Webster-Kale shall be fully vested therewith.

(d) The separate existence of Kale, except insofar as specifically otherwise provided by law shall cease at the effective time, whereupon Kale and Webster-Kale shall become a single corporation.

3. BASIS OF EXCHANGE. The manner and basis of converting the shares of Kale into shares of Webster-Kale shall be as follows:

(a) The outstanding shares of Webster-Kale shall not be changed or converted as a result of the merger, and following the effective time all shares of Webster-Kale heretofore authorized shall be

authorized shares of the surviving corporation and all shares of Webster-Kale then outstanding shall remain outstanding and shall be subject to all the provisions of this plan of merger.

(b) At the effective time, each four common shares of Kale shall be converted into one common share of Webster-Kale. Each such holder of outstanding common shares of Kale, upon the surrender to Webster-Kale of four certificates of such shares for cancellation shall be entitled to receive one share of Webster-Kale.

4. SHAREHOLDERS' APPROVAL. Upon approving this plan of merger, the Board of Directors of Webster-Kale and Kale respectively, shall by resolution, direct that this plan of merger by submitted to a vote at special meetings of shareholders of Kale and Webster-Kale, respectively, to be held on November 10, 1971.

5. EFFECTIVE TIME. This merger shall be effective on December 1, 1971.

Dated this 10 day of November, 1971.

KALE FUNERAL HOME, INC.

By x Denis L. Kale
Denis L. Kale, president

x Denis L. Kale
Denis L. Kale, secretary

WEBSTER-KALE FUNERAL HOME, INC.

By x Denis L. Kale
Denis L. Kale, president

x Denis L. Kale
Denis L. Kale, secretary

STATE OF IOWA :
:ss
MADISON COUNTY :

On this 10 day of November, 1971, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Denis L. Kale and Denis L. Kale, to me personally known, who, being by me duly sworn, did say that they are the president and secretary of Kale Funeral Home, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by Kale Funeral Home, Inc.; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Denis L. Kale and Denis L. Kale as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

JERROLD B. OLIVER ★ NOTARIAL SEAL ★ Iowa

Jerrold B. Oliver

Jerrold B. Oliver, Notary
Public in and for said County.

STATE OF IOWA :
:ss
MADISON COUNTY :

On this 10 day of November, 1971, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Denis L. Kale and Denis L. Kale, to me personally known, who, being by me duly sworn, did say that they are the president and secretary respectively, of Webster-Kale Funeral Home, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that said Denis L. Kale and Denis L. Kale as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

JERROLD B. OLIVER ★ NOTARIAL SEAL ★ Iowa

Jerrold B. Oliver

Jerrold B. Oliver, Notary
Public in and for said County.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book M-26, Page 207, November 29, 1971
Expires Perpetual, Cert. No. 24954, Receipt No.
Filed By Jerrold B. Oliver, Attorney, Winterset, Iowa 50273
Filing Fee $2.00 Recording Fee $2.50
Secretary of State

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