to the context.

Dated this 15 day of July, 1961.

Carl A. Stickelman
Carl A. Stickelman Affiant

Subscribed in my presence and sworn to (or affirmed) before me by the said affiant this 15th day of July, 1961.

(NOTARIAL SEAL)

Robert O. Frederick Notary Public in and for said County.

MARGINAL ENTRY

STATE OF IOWA, COUNTY OF MADISON, SS:

The undersigned Recorder in and for said County in the State aforesaid, hereby certifies that the foregoing affidavit was filed in the said Recorder's Office by the owner in possession as named in said affidavit or by his attorney in fact as shown by the records; and duly recorded and entered on the records thereon on the 17 day of July, 1961.

Mary E. Welty Recorder

COMPARED

The Winterset Chamber of Commerce, Inc.
To
The Public

#3120

Fee $6.50 √JS

Filed for record the 19 day of July A. D. 1961 at 1:00 o'clock P. M.

Mary E. Welty, Recorder

ARTICLES OF INCORPORATION OF THE WINTERSET CHAMBER OF COMMERCE, INC.

RECEIVED
1961 JUN 30 AM 8:10
SECRETARY OF STATE IOWA

We, the undersigned, whose names are herewith subscribed, being citizens of the State of Iowa and of full age, for the purposes hereinafter stated, do hereby associate ourselves into a body corporate pursuant to the provisions of Chapter 504 of the 1958 Code of Iowa, relating to corporations not for pecuniary profit, and hereby assuming for said corporation all the powers granted bodies corporate under said chapter and amendments thereto and to that end adopt the following Articles of Incorporation, to-wit:

ARTICLE I. NAME AND PLACE OF BUSINESS

The name of the Corporation shall be The Winterset Chamber of Commerce, Inc., and its principal place of business shall be in the City of Winterset, Madison County, Iowa.

ARTICLE II. OBJECTS AND PURPOSES

The general objectives of this corporation and the general purposes for which it is organized are to promote the general welfare of the business,professional and community interests of the inhabitants of the City of Winterset and the territory surrounding said city within the County of Madison. Its primary purposes are to preserve, improve, develop, promote, advance and expand existing commercial and professional enterprises in said locality and to aid and promote the industrial, cultural, labor, social, educational and physical advantages of said locality and to assist in the preservation and establishment thereof.

ARTICLE III. POWERS OF CORPORATION

This corporation shall have all the powers necessary for or incidental to the convenient and effective transaction of the business and the carrying out of the purposes for which it has been organized. Without limiting the generality of the foregoing, it shall have the following specific powers.

1. To have perpetual succession.

2. To sue and be sued in its corporate name.

3. To exempt the private or individual property of its members from liability for the debts or legal obligations of the corporation.

4. To negotiate for and acquire by gift, purchase, bequest, devise, assignment or otherwise any interest in real or personal property; to take, accept and hold such instruments

of transfer, conveyance, pledge, mortgage, deed or assignment as may be appropriate; to acquire and hold title or interest in any property acquired by it as absolute owner in fee thereof, as director or otherwise; and to accept and/or execute all proper and appropriate contracts, receipts, deeds, bills of sale, assignments, real estate or chattel mortgates and any and all other kinds of instruments necessary or appropriate to the effective exercise of this power.

5. To borrow money or incur indebtedness for any of its corporate purposes and to make and issue evidence of such indebtedness including certificates, notes, debentures, income and/or mortgage bonds.

6. To provide herein that no part of the earnings of this corporation shall inure to the benefit of its members.

7. To sell, rent, assign, mortgage, pledge, hypothecate or alsinate any portion or all of the property held by it and to make and execute all proper and appropriate contracts, deeds, bills of sale, assignments, pledges, mortgages, and any and all other kinds of instruments necessary to the effective exercise of this power.

The absence of a limitation upon the powers of the corporation or the exercise thereof shall not in any manner effect specific prohibitions in these articles.

ARTICLE IV. CAPITAL STOCK

There shall be no capital stock in the corporation and the corporation shall not pay any dividends. No part of the earnings of the corporation shall inure to the benefit of any member. The net earnings of the corporation shall be retained and/or used in the furtherance of its purposes and objectives.

ARTICLE V. EXEMPTION OF PRIVATE PROPERTY

The members of this corporation and their property shall be exempt from debts or obligations of the corporation.

ARTICLE VI. MEMBERSHIP AND DUES

Members of this corporation shall be determined in such manner as shall be prescribed by the Board of Directors or the by-laws and shall pay dues as shall from time to time be fixed by the Board of Directors.

ARTICLE VII. BOARD OF DIRECTORS

The business and affairs of this corporation shall be conducted by a Board of no less than five nor more than twelve directors, all of whom shall be elected at the annual meeting to be held in January of each year.

The Board of Directors shall have charge of the business and affairs of the corporation and all of the powers of the corporation shall be vested in the Board of Directors. The Board of Directors may by the affirmative vote of a majority of the Board appoint standing or interim committees and delegate and authorize such committees to perform such acts as the Board may from time to time direct. The term of each director shall be for one (1) year or until their successors are elected and qualify.

Until the annual meeting of the corporation in 1962, the number of Directors shall be ten (10) and the names and addresses of those comprising the Board shall be as follows:

Elden Kirkham	Winterset, Iowa
Gerald Cornick	Winterset, Iowa
E. M. Easter	Winterset, Iowa
Rival Collins	Winterset, Iowa
Lyle Wilson	Winterset, Iowa
Loren Utterback	Winterset, Iowa
Philip C. Armknecht	Winterset, Iowa
Jack Hilton	Winterset, Iowa
Robert Walters	Winterset, Iowa
Bernal Wedemeyer	Winterset, Iowa

ARTICLE VIII. OFFICERS

The officers of the corporation shall consist of a President, one or more Vice Presidents,

a Secretary and a Treasurer. They may, but are not required to be members of the Board of Directors or of the corporation. They shall be elected by the Board of Directors and shall hold office for one year or until their successors are elected and qualify, but any officer shall be eligible for re-election.

Until the annual meeting in 1962 the officers of the corporation shall be:

President	Elden Kirkham
Vice President	Gerald Cornick
Secretary	Jean Thomas
Treasurer	Clifton Smith

ARTICLE IX. MEETINGS

The annual meeting of the corporation shall be held in January in the City of Winterset Madison County, Iowa.

Special meetings may be called by the President or Secretary of the corporation or by request of one-half of the members of the corporation. Notice of special meetings and the nature of the business to be transacted shall be sent to all members at least five (5) days prior to the date of such meeting. Such notice shall also be sent to all members of the Board of Directors, who shall be entitled to attend and who shall have the privilege of the floor but shall have no vote in their capacity as directors. All members of the corporation shall be entitled to one vote at such meeting.

Regular and special meetings of the Board of Directors shall be held in accordance with the by-laws or by resolution of the Board.

Vacancies in the Board of Directors shall be filled by remaining members of the Board.

ARTICLE X. IMMUNITY AND NON-DISQUALIFICATION OF OFFICERS AND DIRECTORS.

In the absence of fraud, no contract or other transaction between this corporation and any other business entity, and no act of this corporation, shall in any way be invalidated or otherwise effected by the fact that one or more of the Directors of this corporation, is, or are, pecuniarily or otherwise interested in or are proprietors, partners, directors officers or stockholders of such other business entity; further, any Director of this corporation individually, or any firm or association, of which any Director may be proprietor partner, director, officer or stockholder, may be a party or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of this corporation who is also a proprietor, partner, director, officer or stockholder of such other firm or business entity, or who is so interested, may be counted in determining the existance of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction with like force and effect as if he were not so interested; provided, however, such Director may not vote to authorize such a contract or transaction. In the absence of fraud, no Director shall be liable to account to this Corporation for any profit realized by him from or through any such contract or transaction of this Corporation, authorized as aforesaid, by reason of the fact that he, or any firm or association of which he is a member, or any corporation, of which he is a director, officer or stockholder, is, may be, or shall have been interested in such contract or transaction.

Each Director or officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by, or imposed upon, him in connection with, or rising out of, any action, suit or proceedings in which he may be involved or to which he may be a party, by reason of this being or having been a Director or officer of this Corporation, such expense to include the cost of a reasonable settlement made with a view to curtailment of the costs of litigation. The corporation, however,

shall not indemnify any director or officer with respect to matters as to which he shall have finally been adjudged in said action, suit or proceedings have been derelict in the performance of his duty as such director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled by law.

ARTICLE XI. BY-LAWS

This corporation may have by-laws not inconsistant with these Articles which may be amended as provided therein. If such by-laws be adopted, they shall be adopted by the Board of Directors and reported to the members at the next annual meeting.

ARTICLE XII. AMENDMENT OF ARTICLES

Article V of these Articles may not be amended. Any and all other articles may be amended pursuant to the following procedure:

The proposed amendment shall be approved by the Board of Directors and submitted to the members of the corporation at any annual or special meeting called for that purpose. It shall then be voted on by the members of the corporation then present and shall be adopted if two-thirds of the members present vote in favor of the amendment.

Any change in the provisions prohibiting participation of members, directors, trustees or individuals in the income or property of the corporation shall work a dissolution of the corporation with the consequences provided in Article XIII.

ARTICLE XIII. DISSOLUTION

The corporation shall endure for fifty (50) years unless sooner dissolved as herein provided or by operation of law. It may be dissolved by a vote of three-fourths (3/4) of its members.

In the event of dissolution, any net surplus of funds remaining after the payment of all debts and obligations of the corporation may be disposed of in a manner consistent with the best interests of the City of Winterset, Iowa, and beneficial to said City. The distribution of such funds must be approved by a majority of the members voting in favor of dissolution. No distribution can be made which will benefit any private individual or entity.

WITNESS our signatures this 28th day of June, 1961.

Elden Kirkham
Gerald C. Cornick
Elza Easter
Rival Collins
Lyle Wilson
Loren Utterback
Philip C. Armknecht
Jack Hilton
Robert Walters
Bernal Wedemeyer

STATE OF IOWA MADISON COUNTY) SS

On this 28th day of June A.D. 1961, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Elden Kirkham, Gerald Cornick, E. M. Easter Rival Collins, Lyle Wilson, Loren Utterback, Philip C. Armknecht, Jack Hilton, Robert Walters, Bernal Wedemeyer, to me known to be the identical persons named in and who executed the foregoing Articles of Incorporation and each for himself acknowledged the execution of the same for the purposes therein set forth as his voluntary act and deed.

(NOTARIAL SEAL)

Martha K. Paton Notary Public in and for said County.

OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa
This instrument recorded in Book 3-V, Page 278, July 10, 1961 Expires July 10,2011,
Cert. No. 18652, Receipt No. - Filed by Philip C. Armknecht, Atty, Winterset, Iowa
Filing Fee $5.00 Recording Fee - Melvin D. Synhorst Secretary of State

COMPARED

L. J. Platt
To
The Public

#3133

Fee $2.50 VJS

Filed for record the 20 day of July A. D. 1961 at 9:50 o'clock A. M.

Mary E. Welty, Recorder

AFFIDAVIT

STATE OF IOWA MADISON COUNTY) ss

I, L. J. Platt, being first duly sworn on oath depose and say, that I have for more than twenty (20) years last past been acquainted with the chain of title to the following