STATE OF IOWA . MADISON COUNTY) ss.

On the 11 day of October, 1961, before me, a Notary Public in and for Madison County, Iowa, personally appeared Dale Callison, Elton L. King, Ralph E. Cline, Donald H. Thomas, Keith R. Sawyer, Ethel Lee Osborn, Jennie Thrift, Joe Graham, June N. Kaser and Dorothy Good, who I personally know 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.

(Notarial Seal)

Harry F. Anderson Notary Public
in and for Madison County, Iowa

COMPARED

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 3-W, Page 337, October 18, 1961 Expires Oct. 18, 2011,
Cert No. 19289, Receipt No. - Filed by Emery Goodenberger, Atty - Winterset, Iowa
Filing Fee $5.00 - Recording Fee - Melvin D. Synhorst Secretary of State

Rebecca R. Darnall
To
Eleanor D. Wallace

#4128
Fee $4.50 JS

Filed for record the 6 day of November
A. D. 1961 at 1:00 o'clock P. M.

Mary E. Welty, Recorder
Inst. No. 57472 Polk County, Iowa
Filed For Record At 2 58 Aug 13 1959
Irene H. Maley, Recorder 4.50 P.
Irene H. Maley, Rec.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That REBECCA R. DARNALL whose home address is 240 College Avenue, Des Moines, Iowa, has made, constituted and appointed, and by these presents does make, constitute and appoint ELEANOR D. WALLACE, 934 Cornell Street, Wilmette, Illinois, my true and lawful attorney-in-fact, for me and in my name, place and stead and on my behalf, generally to act in, manage, control and conduct all my property and affairs of every kind and description, and to do whatever in my said attorney's uncontrolled discretion is advisable with respect thereto as fully and effectually as I myself could do if personally present, with full power of substitution and revocation, hereby authorizing the following specific acts and things, which are, however, set forth only in aid and exemplification of the full and general power hereinabove granted and not in limitation thereof:

1. Personal Property: To purchase, sell, exchange, mortgage, pledge, lease or rent, and in any and every manner deal in and with any and all personal property of every kind whatsoever, tangible or intangible, which I may own or in which I now have or hereafter may acquire, any right, title or interest;

To invest and reinvest, to convert and reconvert, to exchange investments, and to invest funds in any property whether or not owned jointly or in common with any other person, including my attorney-in-fact.

2. Collection and Payment of Accounts, etc., and Transaction of Business Generally: To demand, sue for, recover, receive, compromise, settle, adjust and pay all accounts, legacies, bequests, interest, dividends, annuities, demands, debts, taxes and obligations, which may now or hereafter be due, owing, or payable by or to me, and to carry on and transact every kind of business on my behalf, in my name, or jointly in my name and that of any other party or parties, including my attorney-in-fact;

3. Banking - Safety Deposit Boxes: To deposit and withdraw for any purpose, in or from any bank, building and loan association, trust company or any other financial institution, any funds, checks, negotiable paper, or other credits, which may come into my said attorney's hands, or which I now or hereafter may have on deposit or be entitled to, and to endorse, cash and receive the proceeds of any or all checks, vouchers, or other orders for money; to have access for all purposes to any or all safety deposit boxes or vaults rented in my name or in the names of any other person or persons and myself, with full power to use the same for safekeeping any securities, valuables, or other property and to remove therefrom at any time or from time to time all or any part of the contents of any such box or vault;

4. Stocks and Bonds: To act as my attorney or proxy in respect to, to vote at any special

or regular meeting of shareholders on any question whatsoever, to give written consent on any matter in respect of, and to sell, pledge, encumber, endorse, and make delivery of, any and all stocks, shares, bonds, or other investments, rights, or interest, in which I may now have, or hereafter acquire, any right, title or interest;

5. Taxes: To make, execute and file income and other tax returns and declarations of estimated tax required to be made by me by any law, either Federal or State, for the taxable year 1959 and for each subsequent year; to represent and act for me in all tax matters in dispute or litigation, in any governmental department or court; to receive, endorse, and collect checks in settlement of any refund of taxes for such years; to execute consents agreeing to a later determination of taxes than is provided by statutes of limitation; to execute closing agreements relative to tax liability for such years; to file claims for abatement, refund, or credit of taxes; to make any adjustments or settlements, and to sign any and all receipts, waivers, settlements or agreements with reference to or pertaining to, income taxes and other taxes duly assessed by law;

6. Government Checks: To receive, endorse and collect the proceeds of checks payable to the order of the undersigned drawn on the Treasurer of the United State for whatever account, and to execute in the name and on behalf of the undersigned, all bonds, indemnities, applications, or other documents which may be required by law or regulation to secure the issuance of duplicates of such checks, and to give full discharge for same;

7. To borrow Money: To borrow money and to execute in my name any instrument evidencing indebtedness incurred on my behalf and to extend and renew the same, as well as any indebtedness heretofore incurred by me, for the payment of which I am in any manner liable;

8. Counsel, Agents and Employees: To engage and dismiss agents, counsel, and employees, and to appoint and remove at pleasure any substitute for, or agent of, my said attorney, in respect to all or any of the matters or things herein mentioned and upon such terms as my attorney shall think fit;

9. Litigation: On my behalf and in my name or my said attorney's name, to institute, defend, compromise, settle and dispose of legal, equitable, or administrative hearings, actions, suits, attachments, claims or other proceedings, to which I am at any time a party or in which I have any interest, and to engage and dismiss legal counsel in connection therewith;

10. General Powers Regarding Instruments in Writing: To make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, leases, mortgages, deeds of trust, releases, bills of sale, motor vehicle title certificates, assignments, agreements, certificates, checks, notes, bonds, vouchers, receipts, savings bank and United States Postal withdrawal slips, satisfactions of judgments, and such other instruments in writing of whatever kind and nature as may be necessary, convenient or proper in carrying out any of the provisions hereof.

I hereby ratify all that my said attorney or my attorney's substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney, which shall remain in full force and effect until written notice of its revocation signed by me, my executor administrator or heirs, shall have been received by my said attorney, or shall have been given by a written instrument recorded as deeds are recorded, and no person dealing with my said attorney or my attorney's substitute or substitutes in any manner shall be under any obligation to see to the application of any money paid to said attorney or substitute or substitutes, or to inquire into the validity, expediency, or properiety of any of their acts or of any of the provisions of this Power of Attorney.

Except as is otherwise provided by law, I hereby declare that any act or thing lawfully done hereunder by my said attorney, or substitute or substitutes, shall be binding on myself,

and my heirs, legal and personal representatives, and assigns, whether the same shall have been done before or after my death, or other revocation of this instrument, or my incapacity to act, unless actual knowledge of such death, revocation or incapacity to act, shall have been received by my said attorney, or substitute or substitutes.

If the authority contained herein shall be revoked or terminated by operation of law without notice, I hereby agree for myself and for my executors, administrators and assigns, in consideration of my attorney acting pursuant to this Power of Attorney, to save and hold my attorney and any subsitute or substitutes harmless from any loss suffered or liability incurred by my attorney or such substitute or substitutes in so acting after such revocation or termination without such notice.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of August, 1959.

Signed, sealed and delivered in the presence of:

Maria E. Laughton — Rebecca R. Darnall
Maria E. Laughton — 240 College Ave
Name of Witness — Permanent Address

Edna L. Fegtly — 240 College Ave
Edna L. Fegtly — Permanent Address
Name of Witness

STATE OF IOWA COUNTY OF POLK) SS

I, Robert B. Huston, a Notary Public in and for and residing in said County, in the State aforesaid, Do Hereby Certify that Rebecca R. Darnall, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed, sealed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 5th day of August, 1959.

(Notarial Seal) Robert B. Huston Notary Public
My commission expires: July 4, 1960.

STATE OF IOWA COUNTY OF POLK SS:

I, Irene H. Maley Recorder of Said County, Hereby Certify The Foregoing Writing is a Photographic Copy From The Original Record In This Office and From The Whole Thereof, Which Is Recorded in Book 3171 Page 131 Dated at Des Moines, Iowa, In Said County On This 27 Day of Oct, 1961.

(RECORDER'S SEAL) COMPARED

Irene H. Maley
Recorder Of Polk County, Iowa
By Frank Bubar Deputy

Winterset Community School District
To
Harry Heimbaugh

#4273
Fee $2.50 VIS

Filed for record the 18 day of November A. D. 1961 at 10:25 o'clock A. M.
Mary E. Welty, Recorder

RESOLUTION

WHEREAS, the Winterset Community School District, a municipal corporation situated in Madison County, Iowa, is presently the owner and holder of certain school lands, to-wit:

One acre situated in the Northwest corner of the West Half of the Northwest Quarter of Section Thirty-six (36), Township Seventy-six (76) North of Range Twenty-nine (29), being all school land situated in said West Half of the Northwest Quarter.

WHEREAS, said real estate has ceased to be used for school purposes and has not been used for school purposes for a period in excess of two years, and said school corporation is desirous of conveying said real estate, and of relinquishing all right, title and interest of said school corporation in and to said real estate, to the owner of the adjacent tract from which said real estate was originally taken, said owner being Harry Heimbaugh; and,

WHEREAS, said school corporation and said Harry Heimbaugh have agreed upon a fair and reasonable price for said real estate hereinbefore described, to-wit: Twenty ($20) Dollars, said price having been agreed upon and paid by the said Harry Heimbaugh to the Winterset Community School District.

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Winterset Community School District will convey to Harry Heimbaugh, by good and sufficient Quit Claim Deed, the real estate hereinbefore described.