Cedar Falls Auto Supply Company, Inc. To The Public | #3755 Fee $7.50 VEM | Filed for record the 18 day of December A. D. 1963 at 3:45 o'clock P. M. Mary E. Welty, Recorder

CERTIFICATION AS TO PHOTOSTATIC COPY OF
ARTICLES OF INCORPORATION FOR CEDAR FALLS AUTO SUPPLY COMPANY, INC.

STATE OF IOWA OFFICE OF THE SECRETARY OF STATE 12302

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING: I, Melvin D. Synhorst, Secretary of State of the State of Iowa, do hereby certify that the following and hereto attached is a true photostatic copy of Articles of Incorporation for Cedar Falls Auto Supply Company, Inc., Cedar Falls, Iowa changing registered office to Winterset, Iowa, pursuant to Chapter 496A.53, 1962 Code of Iowa, as the same appear of record in this office.

IN TESTIMONY WHEREOF, I have hereumto set my hand and affixed the official seal of the Secretary of State at the Capitol, in Des Moines, this 13th day of December, A.D. nineteen hundred and Sixty-three.

(SECRETARY OF STATE SEAL)

Melvin D. Synhorst
Secretary of State

ARTICLES OF INCORPORATION OF THE
CEDAR FALLS AUTO SUPPLY COMPANY, INC.

We, the undersigned incorporators, do hereby for ourselves, our associates and our successors, associate ourselves together to form a corporation under the provisions of Chapter 491 of the 1946 Code of Iowa and Laws Amendatory thereto assuming all the rights powers and privileges granted bodies corporate under said laws and do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this corporation shall be CEDAR FALLS AUTO SUPPLY COMPANY, INC.

ARTICLE II.

PLACE OF BUSINESS

The principal place of business of said Corporation shall be at 113 West First Street, Cedar Falls, Black Hawk County, Iowa.

ARTICLE III.

GENERAL NATURE OF BUSINESS TO BE TRANSACTED

The general nature of business to be transacted by this corporation shall be to vend and deal in supplies, parts and equipment for automobiles, motor trucks and mechanically propelled vehicles of all kinds and to render and perform machine work on automobiles, motor trucks and mechanically propelled vehicles of all kinds or any parts of such automobiles, motor trucks and mechanically propelled vehicles; to purchase or otherwise acquire, own and sell personal property and real estate necessary for the transaction of the corporate business and to do any and all things necessary and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth and to do any other act or acts incidental or pertinent to or connected with the objections of this corporation and not inconsistent with these Articles of Incorporation or the laws of the State of Iowa.

ARTICLE IV.

CAPITAL STOCK.

The authorized capital stock is Ten thousand Dollars ($10,000.00), divided into one hundred (100) shares of common stock of thepar value of One Hundred Dollars ($100.00) each, all of which will be fully issued and paid for in cash, upon receipt of certificate of incorporation.

ARTICLE V.

TERMS OF CORPORATE LIFE.

The life of this corporation shall begin on the date of the issuance of its certificate

of incorporation by the Secretary of the State of Iowa and shall terminate at the expiration of twenty (20) years from said date, unless sooner dissolved by a vote of two-thirds of the outstanding capital stock.

ARTICLE VI.

OFFICERS AND DIRECTORS

1. The affairs of this corporation shall be conducted and managed by a board of not less than two nor more than five directors who shall be elected by the stockholders at the annual meeting of the corporation and who shall hold office for a term of one year or until their successors are elected and qualified.

2. A majority of the directors in office shall be present at all meetings to constitute a quorum for the transaction of any business except to adjourn.

3. Any vacancy occurring in the board of directors shall be filled by the remaining members of the board and the person or persons so appointed shall hold office until the next annual meeting of the stockholders.

4. The officers of the corporation shall be a President, Vice president, Secretary and a Treasurer and said officers shall be elected by the Board of Directors from their own number each year at the first meeting of the Board which said meeting shall be held immediately following the annual meeting of the stockholders, Until the first annual meeting, the following shall be the directors of said corporation: Anton Denkinger, 1016 College Street, Cedar Falls, Iowa; Lucius K, Clark, 55 Riche Street, Waterloo, Iowa, and the following shall be the officers of said corporation: Anton Denkinger, President, Lucius K. Clark, Vice president, Anton Denkinger, Treasurer, Lucius K. Clark, Secretary.

ARTICLE VII.

MEETINGS OF STOCKHOLDERS.

1. Stockholders meetings shall be held at the principal office of the place of business of the corporation at 113 West First Street, Cedar Falls, Black Hawk County, Iowa.

2. The annual meeting of stockholders shall be held at the principal office of the corporation at 113 West First Street, Cedar Falls, Iowa, at 1:30 o'clock in the afternoon on the first Monday in March of each year beginning with the first Monday in March, 1949, at which time there shall be elected by the stockholders of the corporation a board of directors for the ensuing year and the stockholders shall transact such other business as shall properly come before them.

3. A notice setting out the time and place of such annual meeting shall be mailed, postage prepaid, to each stockholder of record at his address as the same appears on the stock book of the corporation, or if no such address appears, at his last known address, at least ten days prior to the annual meeting, providing however, that any or all of the stockholders may waive time and manner of such notice of any particular meeting.

4. Special meeting of the stockholders shall be held at the same place as the annual meetings as hereinbefore provided. Such meetings may be called at any time by the President or Vice president or the holders of two-thirds of the outstanding shares of the capital stock of the company. The Secretary shall mail a notice of such call to each stockholder of the corporation at least ten days before such meeting and such notice shall state the time and place of such meeting and the object thereof. Time and manner of such notice may be waived, in writing, by any stockholder of the corporation as to any particular special meeting. No business shall be transacted at a special meeting, except as stated in the notice to stockholders, except by the unanimous consent of the stockholders expressed in writing.

5. A majority of the stock issued and outstanding, either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the stockholders.

ARTICLE VIII.

EXECUTION OF CONVEYANCES AND INSTRUMENTS OF RECORD

All conveyances of real property made by the corporation, all releases of mortgages, liens, judgments or other claims that are required by law to be made of record shall be executed by the President and attested by the Secretary.

ARTICLE IX.

INDEBTEDNESS.

The highest amount of indebtedness to which this corporation may, at any time, subject itself shall not exceed two-thirds of its paid up capital stock. The corporation, within said limits, shall have the right to borrow money and issue notes upon the faith of the corporation property and also to execute mortgages as further security for repayment of money thus borrowed.

ARTICLE X.

EXEMPTION OF PRIVATE PROPERTY FROM LIABILITY FOR CORPORATE DEBTS.

The private property of the stockholders shall be exempt from corporate liability.

ARTICLE XI.

AMENDMENTS.

Amendments to the Articles of Incorporation may be made at any annual meeting or at any special meeting called for such purpose by a vote of a majority of the paid up and issued capital stock.

WITNESS OUR HANDS this 31st day of January, 1948.

Anton Denkinger
Lucius K. Clark

STATE OF IOWA, COUNTY OF BLACK HAWK) SS.

On this 31st day of January, A.D. 1948, before me, S. C. Jacobsen, a Notary Public in and for the County of Black Hawk, State of Iowa, personally appeared Anton Denkinger and Lucius K. Clark to me known to be the persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal the day and year last above written.

(NOTARIAL SEAL)

S. C. Jacobsen Notary Public
in and for Black Hawk County, Iowa.

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA

This instrument recorded in Book D-13, Page 708, Feb. 2, 1948 Expires Feb. 2, 1968.

Cert No. 12523, Receipt No. 346 Filed by S. C. Jacobsen, Atty. Cedar Falls, Iowa

Filing Fee $25.00 Recording 1.50 Rollo H. Bergeson Secretary of State

COMPARED

Cedar Falls Auto Supply Company, Inc.
To
The Public

#3756 ✓EH

Fee $2.50

Filed for record the 18 day of December A. D. 1963 at 3:48 o'clock P. M.

Mary E. Welty, Recorder

ELECTION TO ADOPT THE PROVISIONS OF CHAPTER 496A OF THE 1962 CODE OF IOWA BY CEDAR FALLS AUTO SUPPLY COMPANY, INC.

RECEIVED
1964 DEC 16 AM 8:16
SECRETARY OF STATE IOWA

TO. . . . SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of Section 496A.142 of the 1962 Code of Iowa, the undersigned corporation submits the following instrument electing to adopt the provisions of Chapter 496A of the 1962 Code of Iowa.

FIRST: The name of the corporation is CEDAR FALLS AUTO SUPPLY COMPANY, INC.

SECOND: The following resolution was adopted in the manner prescribed by Chapter 496A