Be it further known that the following mark or symbol is here set out and shall be known as the "NS" brand, same to be placed on the left hip of the animal so branded.

NS

N. F. Simmerman
N. F. Simmerman, Owner

Subscribed and sworn to before me this 4 day of November, 1964.

NOTARIAL SEAL

Martha K. Paton Martha K. Paton
Notary Public in and for Madison County, Iowa.

St. Charles Co-op Telephone Exchange
To
The Public

#3099

Fee $6.50 ✓

Filed for record the 4 day of November A. D. 1964 at 10:30 o'clock A M.

Mary E. Welty, Recorder

RECEIVED 1964 Oct 23 AM 8:14
Secretary of State Iowa

ARTICLES OF INCORPORATION
OF
ST. CHARLES CO-OPERATIVE TELEPHONE EXCHANGE

KNOW ALL MEN BY THESE PRESENTS: We, the undersigned, do hereby adopt the following Articles of Incorporation for the purposes of organizing a corporation under the provisions of Chapter 499 of the 1962 Code of Iowa.

ARTICLE I

The name of this corporation shall be ST. CHARLES CO-OPERATIVE TELEPHONE EXCHANGE, and its principal place of business shall be ST. CHARLES, MADISON COUNTY, IOWA.

ARTICLE II

The purposes of this corporation shall be to furnish telephone service to its members at the lowest practicable cost; to construct, purchase, lease or acquire in any manner and to own, hold, operate, use, maintain, sell or dispose of telephone lines and all equipment and accessories necessary to the purposes herein stated; to purchase, lease or acquire in any manner, mortgage or dispose of any real estate or personal property or any interest therein deemed necessary or appropriate to the purposes of this corporation; to acquire, hold, use and exercise, and to the extent permitted by law, to sell, pledge or in any manner dispose of franchises, rights and privileges, licenses, rights of way and easements appropriate to the purposes of this corporation; to borrow and otherwise contract indebtedness and give any suitable form of obligation or security therefor; this corporation shall have and possess all of the rights, powers and privileges granted and permitted by law to do any and all acts necessary and proper to carry out the purposes of this corporation, which powers and privileges may be possessed and exercised at any place within the state of Iowa or elsewhere where it may lawfully transact its business. This corporation shall not have a corporate seal.

ARTICLE III

This corporation shall commence business as soon as these Articles of Incorporation are filed with the Secretary of State of the state of Iowa and the certificate of incorporation is issued by said Secretary of State and the corporate life of this corporation shall be perpetual unless changed by an amendment to these Articles or terminated by dissolution as provided by law.

ARTICLE IV

The general affairs of this corporation shall be managed by a Board of Directors which shall consist of not less than five (5) directors nor more than seven (7) directors elected by the membership of this corporation at the annual meeting, and a secretary-treasurer who shall be an ex officio member of the Board of Directors; said officers and directors shall be elected at the annual meeting of the members to be held on the first Tuesday of January of each year at the office of this corporation in St. Charles, Iowa.

ARTICLE V

The officers of this corporation shall be a president and vice president and a secretary treasurer, the president and vice president being elected by the Board of Directors from its membership and the secretary-treasurer being elected annually at the annual meeting

of this corporation, said officers, together with the Board of Directors elected, shall constitute the Board of Directors who shall have all of the powers and authority usual in such cases or as the law shall prescribe and they shall hold their offices until their successors are elected and qualified. If a vacancy occurs, the Board of Directors shall make an appointment which shall continue until the next annual meeting of the members of this corporation. The directors of this corporation shall be elected for a three (3) year term, said terms being staggered so that no more than two (2) directors shall have their terms expire in any given year. The Directors and their terms of office, who shall serve until the annual meeting of the members and until their successors are elected and qualified shall be as follows:

Ramon Martin	term ending with annual meeting of 1965;
John H. Strawn	term ending with annual meeting of 1966;
Milton Young	term ending with annual meeting of 1966;
Thorman R. Campbell	term ending with annual meeting of 1967;
Paul Strable	term ending with annual meeting of 1967.

The Secretary-treasurer of this corporation who shall serve until the annual meeting of 1965 shall be Rex V. Johnson,

ARTICLE VI

This corporation is organized as a nonstock corporation and participation therein shall be on a membership basis. Any individual who requires the service rendered by this corporation may become a member of this corporation by purchasing a membership in the corporation for the fixed issue price which shall be Five Dollars ($5), and by agreeing to purchase from the corporation the amount of service specified by the Board of Directors as a minimum patronage and by agreeing to comply with and to be bound by these Articles of Incorporation and the By-Laws of this corporation together with such rules and regulations as may be adopted by the Board of Directors. Membership in this corporation shall be restricted to those persons living outside of the city of St. Charles, Iowa, and within the territory served by this corporation, except as provided in the By-Laws of this corporation.

All members of this corporation shall be entitled to like rights and privileges in the purchase of the services of this corporation. They shall be subject to uniform service charges or investments which may be fixed and adjusted from time to time by the Board of Directors.

This corporation, being the successor of St. Charles Telephone Exchange organized under Articles of Incorporation which expire November 8, 1964, shall have as its initial membership all of the active participating members of said St. Charles Telephone Exchange as shown on the books of said corporation and said members of the St. Charles Telephone Exchange shall be issued membership certificates in this corporation upon the surrender of their membership certificates in said St. Charles Telephone Exchange providing they otherwise comply with requirements for membership in this corporation.

Each applicant for membership shall furnish to the Board of Directors satisfactory proof of his eligibility. Certificates of membership shall be issued with the approval of the majority of the Board of Directors and said memberships shall not be transferrable.

The Board of Directors may, by a majority vote, forfeit the membership of a member who ceases to patronize this corporation, moves away from the territory or community in which this corporation operates, or violates any of the provisions of the Articles of Incorporation or By-Laws relating to the obligations of members.

ARTICLE VII

The private property of the members of this corporation shall be exempt from execution for the debts of this corporation.

ARTICLE VIII

A majority of the members of the Board of Directors shall constitute a quorum to transact any business of the Board of Directors of this corporation. Twenty-five per cent (25%) of the members of this corporation shall constitute a quorum to transact any business requiring a vote of the membership and a majority of those members present at any regular or special meeting may decide any question presented to the membership except as otherwise provided by law or by By-Laws of this corporation. Special meetings of the membership may be called at any time by the Board of Directors or upon written request of at least twenty-five per cent (25%) of the membership of this corporation and in either case a call for a special meeting shall state the substance and nature of the business to be transacted at such special meeting.

ARTICLE IX

The first annual meeting of this corporation shall be held at the principal place of business of this corporation in St. Charles, Iowa, on January 5, 1965. All members whose fees are fully paid shall be entitled to one (1) vote at any regular or special meeting. Voting by proxie shall be prohibited.

ARTICLE X

These Articles of Incorporation may be amended at any annual meeting of this corporation or at any special meeting called for that purpose, providing that in either case ten (10) days' written notice of the proposed amendment shall be given by mail to all of the members by the secretary-treasurer, by an affirmative vote of three fourths (3/4) of all votes cast, and further providing that at least twenty-five per cent (25%) of all members vote thereon.

Signed this 17 day of October, 1964.

Thorman R. Campbell
Thorman R Campbell, farmer
St. Charles, Iowa

Milton Young
Milton Young, farmer
St. Charles, Iowa

Paul Strable
Paul Strable, farmer,
St. Charles, Iowa.

John H. Strawn
John H. Strawn, farmer
St. Charles, Iowa

Ramon Martin
Ramon Martin, farmer
St. Charles, Iowa

STATE OF IOWA MADISON COUNTY) ss

Now on this 17 day of October, 1964, before me, Robert O. Frederick a Notary Public in and for Madison County, State of Iowa, personally appeared Thorman R. Campbell, Paul Strable, Milton Young, John H. Strawn and Ramon Martin, to me personally known, who by me being duly sworn, did say that they are the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed, for the uses and purposes therein set forth.

In Witness Whereof, I have hereunto signed my name and affixed my Notarial Seal the day and year last above stated.

(Notarial Seal)

Robert O. Frederick
Robert O. Frederick Notary Public
in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book B-21, Page 77, October 23, 1964.

Expires Perpetual. Cert No. 28669, Receipt No. 28669 Filed by Webster, Frederick & Jordan, Attys, Winterset, Iowa. Filing Fee $10.00 Recording Fee $3.00

Melvin D. Synhorst Secretary of State.

COMPARED