the names and address of the persons who are to serve as Directors until the first annual meeting of the members, or until their successors are elected and shall qualify are:

| NAME | ADDRESS |
|---|---|
| Ron Martin | Bellwood, Illinois |
| Dale Nelson | Ames, Iowa |
| Bud Breckenridge | Nevada, Iowa |
| Jerry Beech | Des Moines, Iowa |
| John McIntire | Afton, Iowa |

ARTICLE V

Any director may be removed at any time with or without cause by a majority vote of the Board of Directors.

ARTICLE VI

Fifty per cent (50%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members.

ARTICLE VII

The private property of the members, directors and officers of this Corporation shall be exempt from corporate debts, obligations or liabilities.

ARTICLE VIII

The name and address of the incorporator is:

| NAME | ADDRESS |
|---|---|
| Sandy McClain | Rural Route #1<br>Winterset, Iowa |

Dated this 1 day of November, 1965.

Sandy McClain
Sandy McClain

STATE OF IOWA COUNTY OF POLK ) SS.

On this 1st day of November, 1965, before me, Zella R. Wilkinson, a Notary Public in and for Polk County, Iowa, personally appeared Sandy McClain, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that she executed the same as her voluntary act and deed.

(NOTARIAL SEAL)

Zella R. Wilkinson Notary Public
in and for Polk County, Iowa
Zella R. Wilkinson

OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa

This instrument recorded in Book 2-A, Page 37, Nov 2, 1965 Expires Perpetual, Cert. No. 31925, Receipt No. 31925 Filed By McDonald & Sutphin Attys, Des Moines, Iowa Filing Fee 10.00 Recording Fee 1.00 Gary L. Cameron Secretary of State COMPARED

Frederick W. Meyer et al
To
Ernest Ross Baxter et al

#3670
Fee $2.50

Filed for record the 13 day of November A. D. 1965 at 10:55 o'clock A.M.

Mary E. Welty, Recorder

AGREEMENT

This agreement made and entered into this 13th day of November, 1965, by and between Frederick W. Meyer and Yvonne Meyer, husband and wife, First Parties, and Ernest Ross Baxter and Hazel Baxter, husband and wife, Second Parties, and Richard DeVault and Mary Louise DeVault, husband and wife, Third Parties, and Eugenia LeGrande, single, and Frances LeGrande, single, Fourth Parties,

WHEREAS, the above named parties are the owners of all of the lots located within Circle Heights Plat No. 2 Addition to the Town of Winterset, Madison County, Iowa, and

WHEREAS, there is of record a deed of restrictions filed in connection with the plat of Circle Heights Plat No. 2 Addition to the Town of Winterset, Madison County, Iowa, and,

WHEREAS, Item C of said deed of restrictions recites as follows:

"No building shall be erected nearer than forty (40) feet nor farther than sixty (60) feet from the front lot line nor nearer than ten (10) feet to any side lot line."

and,

WHEREAS, all the parties hereto are agreed that said restriction as to building lines are unreasonable in view of Ordinance No. 138 of the City of Winterset, Iowa, which ordinance is a comprehensive zoning ordinance,

NOW, THEREFORE, IT IS AGREED between the parties hereto as follows: That all of the parties hereto waive the provision of said Item C of said deed of restrictions and hereby agree that the frontage and yard requirements for all of the lots located in Circle Heights Plat No. 2 Addition to the City of Winterset, Madison County, Iowa, shall be governed by the provisions of Ordinance No. 138 of the City of Winterset, Iowa, as the same applies to "R-2", one and two family residence districts.

Richard DeVault
Richard DeVault
Mary Louise DeVault
Mary Louise DeVault
Eugenia LeGrande
Eugenia LeGrande
Frances LeGrande
Frances LeGrande

Frederick W. Meyer
Frederick W. Meyer
Yvonne Meyer
Yvonne Meyer
Ernest Ross Baxter
Ernest Ross Baxter
Hazel Baxter
Hazel Baxter

STATE OF IOWA MADISON COUNTY: SS:

On this 13th day of November, 1965, before me the undersigned, a Notary Public, in and for said County, in said State, personally appeared Frederick W. Meyer, Yvonne Meyer, Ernest Ross Baxter, Hazel Baxter, Richard DeVault, Mary Louise DeVault, Eugenia LeGrande and Frances LeGrande, to me known to be the identical persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.

NOTARIAL SEAL

Lewis H. Jordan
Lewis H. Jordan, Notary Public
in and for Madison County, Iowa.

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Thorp Credit Inc. of Winterset #2
To
The Public

#3686

Fee $1.50

Filed for record the 16 day of November A. D. 1965 at 9:30 o'clock A. M.

Mary E. Welty, Recorder

RESOLUTION

RESOLVED, that Dean E. Walk, Manager of this Corporation's office in Winterset, Madison County, Iowa be and he hereby is authorized and directed to execute on behalf of this corporation any and all releases or satisfactions of any mortgage, judgment or other lien, arising out of this corporation's business operations in the State of Iowa.

FURTHER RESOLVED, that said Dean E. Walk be and he hereby is authorized and directed to certify that any such release or satisfaction of a mortgage, judgment or other lien is being executed with authority of the Board of Directors of this corporation.

FURTHER RESOLVED, that this nullifies and supersedes a similar resolution dated October 14, 1964, by which Robert J. Grady, former manager of this corporation's office in Winterset, Madison County, Iowa, was granted the same authority.

I, Jean C. Broeren, do hereby certify that I am the duly elected Senior Vice President and Secretary of Thorp Credit Inc. of Winterset #2; that the above is a true and correct copy of a resolution duly passed at a meeting of the Board of Directors of Thorp Credit Inc. of Winterset #2 on the 14th day of May, 1965, and the said resolution is in full force and effect at this date.

IN WITNESS WHEREOF, I have affixed my name as Senior Vice President and Secretary of Thorp Credit Inc. of Winterset #2, and have caused the Corporate Seal of said corporation to be hereunto affixed this 9th day of November, 1965.

(CORPORATE SEAL)

Jean C. Broeren
Jean C. Broeren
Senior Vice President and Secretary

STATE OF WISCONSIN CLARK COUNTY )

Personally came before me this 9th day of November, 1965, the above named Jean C.