supersede any By-Laws in conflict therewith and those By-Laws designated "Stockholders By-Law" may be only adopted, repealed or amended by a majority of the stockholders having voting privileges and present or represented at any annual or special meeting of the stockholders.

CERTIFICATE

The President and Secretary of this corporation were duly authorized and directed to sign, acknowledge, record, publish and do all things which are by law required to execute, complete and carry into effect the within and foregoing Amended and Substituted Articles of Incorporation. We, Loren Proudfit, and Charles A. Bell, Chairman and Secretary, respectively, of said meeting to hereby certify the above to be a true and correct statement of the proceedings of the stockholders at the above named meeting.

Loren Proudfit
Chairman
Charles A. Bell
Secretary

In conformity with the above resolution, we, the President and Secretary, respectively, of said corporation have executed this instrument and do hereby sign and acknowledge the same for and on behalf of said corporation this 10 day of Feb, A.D., 1966.

Loren Proudfit
President
Charles A. Bell
Secretary

STATE OF IOWA COUNTY OF MADISON ) SS.

BE IT REMEMBERED that on the 10 day of Feb, A.D., 1966, before me, a Notary Public in and for said county and state, personally appeared Loren Proudfit and Charles A. Bell and being to me personally known who being by me duly sworn did say that they are the President and Secretary, respectively, of the M & W Farm Service Co., Winterset, Iowa and that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its members and that they acknowledge said instrument to be the voluntary act and deed of said Corporation by them voluntarily executed.

(NOTARIAL SEAL)

Frances Allgeyer, Notary Public in and for Madison County, Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 4-21, Page 54, Feb 16 1966 Expires Perpetual
Cert. No. 33032, Receipt No. 33032 Filed by Buckingham, Seitzinzer & Mason, Attys.
Des Moines, Ia. Filing Fee 1.00 Recording Fee 6.50 Gary L. Cameron Secretary of State

COMPARED

---

Dale H. Mauer
To
The Public

#936
Fee $2.50

Filed for record the 14 day of March A. D. 1966 at 10:15 o'clock A. M.
Mary E. Welty, Recorder

AFFIDAVIT OF POSSESSION

TO WHOM IT MAY CONCERN:

State of Iowa Union County ) ss.

The undersigned first being duly sworn (or affirmed) upon oath deposes and states:

That Interstate 35 Telephone Company is now the record titleholder of the following described real estate to-wit:

Lot Seven (7), in Block Eight (8), of the Original Town Plat of Truro, (Formerly called Ego), in Madison County, Iowa.

That said Interstate 35 Telephone Company are now in complete actual and sole possession of all of said real estate except as may be herein stated, and that they and their predecessors (who held record title thereof) in the recorded chain of title under which they claimed and claim ownership and the right to possession of the said real estate have been,

since prior to January 1, 1940, in continuous, actual, visible, open, notorious, exclusive and unquestioned possession thereof, under color of title and claim of right to the exclusive possession as against the world andhave improved said property and paid the taxes thereon; that neither the title nor the right to possession of said titleholders or any of those under whom they claim have been disputed or openly attacked by any one. That this affidavit is made from the personal knowledge of the undersigned who is familiar with said real estate, its titleholders and its parties in possession; and is for the purpose of confirming title to the above described real estate under the provisions of Section 614.17 I.C.A. and other statutes relative thereto.

Words and phrases herein, including jurat and marginal entry hereof, shall be construed as in the singular or plural number, and as masculine, feminine or neuter gender, according to the context.

Dated this 8th day of March, 1966.

Dale H. Mauer
Affiant

Subscribed in my presence and sworn to (or affirmed) before me by the said affiant this 8th day of March, 1966.

(NOTARIAL SEAL)

William Crandall Notary Public
in and for said County

POWER OF ATTORNEY

The undersigned, owner in possession of said property as above stated, hereby directs that this affidavit be filed of record and hereby appoints the County Recorder of the County wherein said land is situated as the authorized attorney in fact to file same.

INTERSTATE 35 TELEPHONE COMPANY
By: Dale H. Mauer President & Secretary
Owner in Possession

STATE OF IOWA COUNTY OF UNION ) SS.

On this 8th day of March, A.D. 1966, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Dale H. Mauer, to me personally known, who, being by me duly sworn, did say that he is the President and Secretary of said corporation; that no seal has been procured by the said corporation; that instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Dale H. Mauer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

NOTARIAL SEAL

William Crandall 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 14 day of March, 1966.

Mary E. Welty, Recorder COMPARED

Clella I. Cade
To
The Public

#1022
Fee $1.50

Filed for record the 21 day of March A.D. 1966 at 3:15 o'clock P. M.
Mary E. Welty, Recorder

AFFIDAVIT

STATE OF IOWA COUNTY OF MADISON : SS

I, Clella I. Cade, being first duly sworn, on oath depose and say that for many years last past, I have been familiar with the chain of title to the following described real estate to-wit:

The South 173½ feet of the West 132 feet and 2 inches of Out Lot Fifteen (15) of East Addition of Out Lots to Winterset, Madison County, Iowa, except the South 33 feet thereof for street