more of the total combined voting power of all members entitled to vote. No part of the assets or earnings of the corporation shall inure to the benefit of any individual, Trustee, contributor or for any private, personal or selfish purpose. No part of the assets of the corporation or income derived therefrom shall be given to or inure to the benefit of any person, corporation or orgainization not tax exempt under Chapter 1 of the Internal Revenue Code of the United States. In event of dissolution of this corporation none of its property shall be distributed to any person, corporation or organization not tax exempt under Chapter 1 of the Internal Revenue Code of the United States but all of its property shall be distributed solely for the purposes set out in Article V hereof.

ARTICLE X

These articles may be amended by a majority vote of the members of the Board of Trustees at a duly called meeting.

ARTICLE XI

This corporation shall have perpetual duration unless dissolved as provided by law or the bylaws of the corporation.

ARTICLE XII

The names and addresses of the incorporaters hereof are:

Jim Morrissey	223 South 1st	Winterset, Iowa
W. L. Chaney	303 West Court	Winterset, Iowa
F. O. Winjum	116 South 10th	Winterset, Iowa

In witness whereof we have hereunto set our hands this 29th day of April, 1966.

Jim Morrissey
F. O. Winjum
W. L. Chaney

State of Iowa County of Madison) ss

Be it remembered that on this 29th day of April, 1966, before me a Notary Public in and for Madison County, Iowa personally appeared Jim Morrissey, W. L. Chaney and F. O. Winjum, all of Winterset, Iowa, to me personally known to be the identical persons named in and who executed the foregoing instrument as incorporators, and whose signatures and names are affixed thereto and acknowledged that they executed the same as their voluntary act and deed.

Witness my hand and Notarial Seal at Winterset, Madison County, Iowa, the 29th day of April, 1966.

(NOTARIAL SEAL)

Leonard M. Flander
Leonard M. Flander, Notary Public in and for Madison County.

OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa
This instrument recorded in Book 3-A Page 555, May 5, 1966 Expires Perpetual, Cert. No. 33886, Receipt No. 33886 Filed by Leonard M. Flander Winterset - Iowa Filing Fee 10.00
Recording Fee 1.50 Gary L. Cameron Secretary of State COMPARED

Farmers Mutual Fire Insurance Association To The Public

#1801

Fee $7.50

Filed for record the 19 day of May A. D. 1966 at 2:00 o'clock P. M.

Mary E. Welty, Recorder

CERTIFICATE OF AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION OF FARMERS MUTUAL FIRE INSURANCE ASSOCIATION WINTERSET, IOWA

BE IT REMEMBERED that at the regular annual meeting of Farmers Mutual Fire Insurance Association at the home office of the corporation in Winterset, Iowa on the 12th day of February, 1966, after due notice to all members that Amended and Substituted Articles of Incorporation were to be considered at such annual meeting, and with the requisite number of members present in person, there was adopted by the unanimous affirmative vote of all members present, all as provided in the Articles of Incorporation and By-laws of the Association then in effect, the following Resolution:

RESOLUTION

BE IT RESOLVED, that Amended and Substituted Articles of Incorporation in the form and content attached be adopted in lieu of the existing Articles of Incorporation, effective

this date.

That the Secretary of said Association be and he is hereby authorized and directed to do all things necessary to execute, record and publish such Amended and Substituted Articles of Incorporation and otherwise cause them to become effective.

Following such unanimous affirmative vote the President of the Association presiding as Chairman thereupon declared said Amended and Substituted Articles of Incorporation to be duly adopted in the form and content attached as follows:

AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION FARMERS MUTUAL INSURANCE ASSOCIATION WINTERSET, MADISON COUNTY, IOWA

ARTICLE I. The Farmers Mutual Fire Insurance Association, organized under the laws providing for such corporations and now operating under said laws as amended, shall hereafter be known as the Farmers Mutual Insurance Association (herein referred to as the Association). The principal place of business shall be at Winterset, Madison County, Iowa, and the territory of the Association shall be limited to Madison County and counties contiguous thereto. As provided by the laws of the State of Iowa, it shall operate as a county mutual association.

ARTICLE II. Purposes. The purposes of the Association shall be to insure the property of its members against the risks and hazards permitted by Chapter 518, Code of Iowa 1962, and all acts amendatory thereto; to issue policies of insurance of the general character provided for county mutual insurance associations by said Chapter 518, and to perform such other acts and to have and exercise all such rights and privileges as are necessary to carry out the general purposes of said Association.

ARTICLE III. Corporate Powers. The Association assumes and shall claim all of the rights, powers, privileges and immunities granted to like corporations by law. It may sue or be sued, acquire and dispose of real and personal property, make contracts, cede and accept reinsurance, provided for classification of risks, make loans, levy and collect assessments, borrow money to pay losses, create and maintain an emergency fund, and do all other things, not contrary to law, that may be necessary to its successful operation. As provided by the laws of the State of Iowa, it shall have perpetual existence as a corporation. The corporation will not have a corporate seal.

ARTICLE IV. Membership and Insurance. The membership of the Association shall be limited to those persons or organizations having insurance in full force and effect. Membership and insurance may be obtained only by written application signed by the applicant, shall commence only when approved by the Secretary or his authorized representative, and shall cease when such insurance is cancelled or terminates from any other cause. The application shall be considered a part of the policy. Private property of the members of the Association shall be exempt from all corporate debts and liabilities.

ARTICLE V. Membership Meetings. The annual membership meeting shall be held at Winterset, Iowa, on the second Saturday in February of each year, commencing at 1:30 P. M. Special membership meetings may be called by the Board of Directors at any time and shall be called upon petition of one-fourth of the members of the Association. Due notice of the time and place of such special meetings shall be given the membership. Each member present at any regular or special membership meeting shall be entitled to one vote only on any question to be decided. Proxy voting shall not be permitted. Ten members shall constitute a quorum for any membership meeting.

ARTICLE VI. Directors and Officers.

Section 1. The corporate powers of the Association shall be vested in a Board of nine Directors each elected by a majority vote of the annual meeting for terms of three years

or until their successors are duly elected and qualified. The number of directors to be elected at each annual meeting hereafter shall be determined by the number of terms which expire on the date of each meeting.

Section 2. The following persons shall be directors of the corporation to serve for the terms indicated:

Name	Address	For the Term expiring With Annual Meeting of Members in the Year
Harry L. Chestnutwood	Van Meter, Iowa	1967
Jack D. Mease	Winterset, Iowa	1967
Guy Williams	Lorimor, Iowa	1967
Don C. Hannon	Macksburg, Iowa	1968
Emmett Hartz	Booneville, Iowa	1968
Walter A. McCorkle	Winterset, Iowa	1968
Wm. A. Ryner	Winterset, Iowa	1969
Jay W. Steele	Creston, Iowa	1969
Milton Young	St. Charles, Iowa	1969

Section 3. Nominations for members on the Board of Directors shall not be considered at any meeting of the members unless such nomination has been presented in writing, signed by the member or members proposing the same, and filed with the President and Secretary of the corporation at least thirty days prior to the date of the meeting at which said nominations are to be voted upon. From the nominations so made, and no others, members of the Board of Directors shall be elected, and the nominee or nominees, as the case may be, receiving the highest number of votes shall be declared elected; and the voting shall be non-cumulative.

Section 4. Any vacancy on the Board of Directors may be filled for the unexpired term by the remaining Directors. Except as otherwise provided, the Board of Directors shall have general management and supervision of the business and affairs of the Association. Such Board shall have authority to adopt rules, regulations, policy forms, and riders; to enactby-laws; to fix and approve salaries and commissions to be paid; to require bonds for officers and employees; to designate depositories; and to exercise any other powers necessary for the successful operation of the Association.

Section 5. At the annual meeting of the Directors, which shall be held immediately following the annual meeting of members, they shall elect for a term of one year, a President, a Vice-President, a Treasurer, and a Secretary, who, when so designated by the Board may also serve as Treasurer, and such additional officers as they deem necessary. The President, Vice-President and Secretary shall constitute an Executive Committee which shall have such powers as the Board of Directors may delegate. The Board of Directors and the Executive Committee shall meet on the call of the Secretary. In such meetings a majority shall constitute a quorum.

ARTICLE VII. Sources of Income. The sources of income of the Association shall be such initial charges and fees as may be fixed by the Board of Directors; and such assessments levied by the Board of Directors against the membership as may be required for one or more of the following purposes, viz.: (1) to pay accrued liabilities, or (2) to meet anticipated needs of the Association, or (3) to add to or restore the emergency or reserve fund.

ARTICLE VIII. Emergency or Reserve Fund. The Board of Directors shall take suitable measures to create and maintain an emergency or reserve fund for contingencies. For this purpose the Board of Directors may set aside such part of the initial charges or such part of any assessment as it deems proper. The fund so created shall belong to the Association. Unless the Association be dissolved, no member shall be entitled to demand or receive any part of said fund except in payment of losses.

ARTICLE IX. Amendments. The Articles of Incorporation may be altered or amended by a two-thirds majority affirmative vote of the members present at any membership meeting,

providing due notice of such proposed amendment has been given the members.

I, Donald C. Travis, being the duly elected, qualified and acting Secretary of Farmers Mutual Fire Insurance Association, Winterset, Iowa, hereby certify that the foregoing is a true and correct copy of a Resolution unanimously adopted at the annual meeting of the members of the Association duly called and held at Winterset, Iowa on the 12th day of February, 1966; and pursuant to the authorization and direction of the members at said meeting as above set forth I have as Secretary of said Association, executed this Certificate and do hereby sign, execute and acknowledge the foregoing Amended and Substituted Articles of Incorporation for and on behalf of said Association hereafter to be known as Farmers Mutual Insurance Association, this 12 day of February, 1966.

Donald C. Travis
Donald C. Travis Secretary

APPROVED Apr 21 1966
WILLIAM E. TIMMONS
Commissioner of Insurance
Insurance Department of Iowa
by Robert J. Line Deputy

STATE OF IOWA COUNTY OF MADISON : SS

On this 14th day of February, 1966, before me, a Notary Public in and for Madison County Iowa, personally appeared Donald C. Travis, to me personally known to be the identical person whose name is subscribed to the foregoing Certificate, who, being by me duly sworn, did say that he is Secretary of Farmers Mutual Fire Insurance Association; that the foregoing Certificate was signed on behalf of said corporation by authority of its members duly given at the annual meeting held at the Home Office of the corporation in Winterset, Iowa, on the 12th day of February, 1966; and the said Donald C. Travis acknowledged the execution of said Certificate to be his voluntary act and deed and the voluntary act and deed of the corporation, by it and him voluntarily executed.

IN WITNESS WHEREOF, I have affixed my hand and notarial seal in the County of Madison and State of Iowa, this 14th day of February, 1966.

(NOTARIAL SEAL)

Mabelle Smith Notary Public
in and for Madison County, Iowa.
My commission expires July 4, 1966.

OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa
This instrument recorded in Book C-22, Page 460, May 10, 1966 Expires Jan 26, 1973, Cert. No. 33931 Receipt No. 33931, Filed by Donald Travis, Winterset, Iowa Filing Fee 1.00 Recording Fee 3.50 Gary L. Cameron Secretary of State. COMPARED

Thorp Credit, Inc.
To
The Public

#1882
Fee $1.50

Filed for record the 26 day of May A.D. 1966 at 9:15 o'clock A. M.
Mary E. Welty, Recorder

RESOLUTION

RESOLVED, that James M. Simpson, 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 James M. Simpson 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 May 14, 1965, by which Dean E. Walk 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 Throp Credit Inc of Winterset; that the above is a true and correct copy of the resolutions duly passed at a meeting of the Board of Directors of Thorp Credit Inc. of Winterset on the 2nd day of May, 1966, and the said resolutions are in full force and