That at all times since we have owned said real estate has Central States Oil Corporation of Winterset, Iowa, or any other person, farm or corporation paid to us or paid or tendered to our credit at the Union State Bank, Macksburg, Iowa, any rental payments under the terms of one certain lease dated January 17, 1939, and recorded in the office of the County Recorder of Madison County, Iowa, in Mortgage Record Book 90 at page 535 thereof; that we have been familiar with the use and possession of said real estate for more than twenty (20) years last past and there has been no oil well drilled on said premises and no oil or gas operations of any kind as contemplated by said lease on said premises.

Dated at Winterset, Iowa, this 3rd day of December, 1966.

C. A. Young
Dorothy Young

Subscribed and sworn to before me by C. A. Young and Dorothy Young this 3rd day of December, 1966.

NOTARIAL SEAL

Shirley A. Webster Notary public in and for Madison County, Iowa.

Secretary of State To Town of Winterset, Iowa

#3328

Fee $9.50

Filed for record the 7 day of December A.D. 1966 at 2:08 o'clock P. M.

Mary E. Welty, Recorder

INCORPORATION

STATE OF IOWA OFFICE OF THE SECRETARY OF STATE No. 15878

To All To Whom These Presents Shall Come, Greeting: I, Gary L. Cameron, Secretary of State of the State of Iowa do hereby certify that the following and hereto attached is a true XEROX copy of an Act which was enacted by the General Assembly of the State of Iowa incorporating the Town of Winterset, Iowa. As the same appear of record in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the official seal of the Secretary of State at the Capitol, in Des Moines, this 17th day of November A.D. nineteen hundred and sixty-six.

(STATE OF IOWA SEAL) Gary L. Cameron Secretary of State

CITY OF WINTERSETT.

AN ACT to incorporate the town of Wintersett, in Madison County, Iowa.

Be it enacted by the General Assembly of the State of Iowa,

Section 1. Boundaries. That the south-east quarter and the south half of the north-east quarter of section 36 in township 76 north of range 28 west, and the south-west quarter and the south half of the north-west quarter of section 31, in township 76 north of range 27 west; also the north half of the north-west quarter of section 6, in township 75 north the north half of the north-east quarter of section 1, in township 75 north of range 28 West of range 27;also/ all in the county of Madison, and state of Iowa, be, and the same, together with the inhabitants thereof, is hereby constituted a city and body politic by the name of Wintersett, and by that name shall have power to sue and be sued, plead and be impleaded, contract and be contracted with, acquire, hold (42) and enjoy whatever real, personal or mixed property, may be necessary, proper and convenient to carry out the object of the corporation, sell and convey the same, and shall otherwise possess and enjoy all the powers and attributes, and be subject to all the liabilities of a municipal corporation.

Sec. 2. Legislative. The legislative authority of the city is vested in a city council, consisting of a mayor and board of aldermen, composed of three from each ward of the city and the mayor shall be the presiding officer thereof.

Sec. 3. Ward boundaries. The said city shall be divided into wards, as follows, to wit: The first ward shall consist of all that part of said city lying south of Court-Avenue street, the second ward shall consist of all that part of said city lying north of Court-Avenue street: provided, the said city council may unite, divide or change the said wards, or any of them, whenever they shall deem the interest of the city requires it.

Sec. 4. Qualifications of electors. Every white male citizen of the United States, over the age of twenty-one years, and who shall have been a resident of the state six months, and of the city twenty days prior to the day of the city election at which he offers to vote, shall be entitled to vote at all the elections thereof.

Sec. 5. Election. City elections for all purposes, shall be conducted in a similar manner to that of township elections, except that three aldermen shall act as judges of elections and the city recorder shall act as clerk of said elections.

Sec. 6. Challenge vote. Any person offering to vote may be challenged as in other elections in the township, and an oath may be administered to him in like manner, naming the qualification herein prescribed.

Sec. 7. Eligible--office. No person shall be eligible to any elective office mentioned in this act unless he be a legal voter of the city, at the time of his election.

Sec. 8. Time of elect'n. That the qualified electors of said city shall, on the second Monday of April, A.D., 1857, and annually on the same day thereafter, elect a mayor, three aldermen from each ward, an assessor, a recorder, a treasurer and marshal; who shall hold their offices respectively for one year, and until their successors are elected and qualified; and (43) the mayor and aldermen so elected, when assembled together and duly organized shall constitute the city council, a majority of whom shall be necessary to constitute a quorum for the transaction of business. The mayor, recorder, assessor, and marshal shall be elected by the legal voters of the said city. Three aldermen in each ward shall be elected by the legal voters of said ward respectively.

Sec. 9. Election. The said election on the second Monday of April, A.D., 1857, shall be conducted in the same manner as township elections.

Sec. 10. Mayor's duties. It shall be the duty of the mayor to see that the laws and ordinances of the city are executed, and their violation punished, to superintend and direct the official conduct of the subordinate officers, to sign and seal all commissions, licenses and permits granted by the city council, and to perform such duties and exercise such powers as pertain to the office of a mayor of a city, and such as may be granted or imposed by the ordinances of the city council, consistent with law.

Sec. 11. Jurisdiction. He shall be a conservator of the peace within the city, and ex-officio a justice of the peace, and is invested with exclusive original jurisdiction for the violation of the ordinances of the city, and with criminal jurisdiction of offenses against the laws of the state, committed within the city, and with civil jurisdiction limited to the city, co-extensive with the jurisdiction of justices of the peace in civil cases. He shall not be disqualified from acting in such judicial capacity, by any proceeding being in the name of, or on behalf of the city; provided, that in case of the inability of the mayor of said city to act as a justice or conservative of the peace, or to perform the judicial duties of his office, whether such inability arises from sickness, absence from home, or from any other cause whatever, any justice of the peace of Center township, Madison County, Iowa, may take cognizance and jurisdiction of cases arising under any of the laws or ordinances of said city, such inability being entered of record by the justice acting in such cases.

Sec. 12. Appeals. Appeals to the district court in the same county, shall be allowed from the judgments and decisions of the (44) mayor, in all cases, time and manner, as may at any time be allowed by law, from those of other justices, and they shall be tried in the same manner as other appeals. He will be entitled to demand and receive the same fees as are at the time allowed by law to justices of the peace.

Sec. 13. Judge of election, etc. The council shall be the judge of the qualifications

and election of its own members, it may determine the rules of its own proceedings, and shall keep a record thereof, which shall be open to the inspection of every citizen, and may compel the attendance of its members, in such manner, and by such penalties as it may adopt.

Sec. 14. Marshal's duties and powers. The marshal shall be a conservator of the peace, and is executive officer of the mayor's court, and shall execute and return all process directed to him by the mayor; and in cases for the violation of the city ordinances may execute the same in any part of the county; and he shall have the same authority within the city to quell riots and disturbances, to prevent crimes and to arrest offenders, that the sheriff has within his county, and may in similar cases and under the same penalties, require the aid of the citizens, and perform all duties imposed by the council. He may, with the approval of the council, appoint one or more deputies, and discharge them, and he shall be responsible for their doings when acting officially. For the services of legal process, he shall be entitled to the same fees as constables are for similar services, and for services rendered by direction of the council, such compensation as it may allow.

Sec. 15. Bond. The treasurer, recorder, assessor and marshal, shall give such bond, perform such duties, and exercise such powers as may be required of them by ordinances not inconsistent with law.

Sec. 16. Manner of electing. In all city elections for city officers, except the first election, the mayor shall issue a proclamation to the voters of the city, or of the several wards, as the case may be, naming thetime for election, and the officers to be chosen, and cause a copy to be posted up in each ward at least ten days previous to the day of election. The polls shall be opened between the hours of eight and ten o'clock in the (45) forenoon, and continue open until four o'clock in the afternoon. Within ten days after the election, the judges of election shall make their returns to the president of the city council, who shall examine them at their next meeting, and cause an abstract to be recorded in a book kept for that purpose.

Sec. 17. Eligibility. No member of the city council shall be eligible to any office within the gift of the council during the time for which he is elected, nor shall he be intrusted, directly or indirectly, in the profit of any contract or job of work, or services to be performed by the city.

Sec. 18. Ordinances. Ordinances passed by the city council shall be signed by the mayor attested by the recorder, and before they take effect, be published in some newspaper in the city, at least ten days, and if there be no such newspaper published in the city, they shall be posted up in each ward, the same length of time. They shall also be recorded in a book for that purpose, and signed by the mayor and attested by the recorder.

Sec. 19. Recorder's duty. It is the duty of the city recorder to keep a true record of all the official proceedings of the city council, and such record shall at all times be open to the inspection of any citizen.

Sec. 20. Official oaths. The mayor, aldermen, marshal, treasurer, recorder and assessor shall take an oath to support the constitution of the United States, and of the state of Iowa, and faithfully and impartially to perform their duties to the best of their knowledge and ability. Other officials shall qualify in such manner as may be prescribed by law. The oath of office may be administered by the mayor or recorder when he is qualified, or by any other person authorized by law to administer oaths, and in the transaction of the business of the corporation, those officers, and the president of the council for the time being, may administer oaths, which shall have the same effect as if administered by other officers authorized thereto.

Sec. 21. Fees. The marshal, recorder, and assessor shall receive such fees as the city council shall deem right, not exceeding the amount allowed county or township officers for such services.

(46) Sec. 22. Meetings. The council shall hold its first meeting after election of its members, pursuant to a notice issued by the mayor elect, stating the time and place when and where such meeting shall be held, after which meeting the council shall fix the time and place of holding its meetings, which shall be at stated times to be fixed by ordinances of the council, and shall be public.

Sec. 23. In relation to roads. The corporate limits of the city of Winterset constitute one road district, and the city council at its first meeting shall appoint one or more street commissioners, to hold their office for one year, whose duty it shall be to perform the duties now devolving upon road supervisors: provided, that the city council may remove said street commissioners before the expiration of the time for which they were appointed.

Sec. 24. Officers app'intes. The council may appoint in such manner as it determines, and during its pleasure, a clerk of the market, city surveyor, health officers, and such other officers as it deems advisable, and prescribe their duties, powers and qualifications, and may provide for the election of any such officers by the citizens.

Sec. 25. Vacancy. When a vacancy occurs in any ofthe elective city officers, the council may fill the vacancy by appointment of record, and the appointee shall hold his office until the next annual election after his appointment, and until his successor is elected and qualified, unless sooner removed by the council.

Sec. 26. Powers. The city council is invested with authority to make ordinances to secure the inhabitants against fire, against violations of law and public peace; to suppress riots, gambling and drunkenness, or indecent and disorderly conduct; to punish lewd behavior in public places, and generally to provide for the safety, prosperity and good order of the city, and the health, morals, comfort and convenience of the inhabitants and to impose penalties for the violations of its ordinances, not exceeding one hundred dollars, which may be recovered by civil action in the name of the city, or by complaint before the mayor as in criminal proceedings before a justice of the peace, and the laws of the state relating to the carrying into effect a judgment of a (47) justice of the peace imposing a fine, shall be applied to judgments of the mayor in such cases, but the charges thereof shall be borne by the city.

Sec. 27. Fire companies. The council is authorized to establish and regulate fire companies, and to provide them with fire engines and other apparatus.

Sec. 28, Licenses. The council have the exclusive authority to provide for the license, regulation and prohibition of all exhibitions, shows and theatrical performances, billiard tables, ball and ten pin alleys, and places where games of skill and chance are played: but the above authority extends to no exhibition of a purely literary and scientific character; to prohibit the retail of intoxicating liquors, unless such prohibition would be inconsistent with the law of the state at the time existing; and the said council is authorized to revoke or suspend any of the above licenses when it deems the good order of the city require it.

Sec. 29. Health of city. The council make all necessary ordinances in relation to the cleanliness and health of the city; and may require the lot owners on which water becomes stagnant to drain or fill up the same, and in default thereof after reasonable notice, may cause the same to be done at the expense of the city and assess the costs thereof to the specific lot or lots, and cause them to be sold by the collector of the city as in the case of taxes, and the owner may redeem from such sale as in the case of a sale for taxes.

Sec. 30. Sidewalks. The city council is authorized to require the property holders of any street or part of street, to pave the sidewalks thereof, each in front of his own lot, whenever a majority of the lot owners on such street, or part of street, petition therefor; and upon the neglect of any such owner, after reasonable notice to pave his portion of the said walk, in the manner prescribed by the city council, the council may cause the same to be paved, and collect the expenses thereof from the owner of the lot or part of lot, by action in the name of the city, and until paid it shall be a lien on the lot, or part of lot in front of which the same is paved, provided, that not less than one block in length shall be construed to be a part of a street; and provided further, (48) that in all cases the curbstone shall be put in at the expense of the city: and provided further, that after the city council shall have caused the curbstone to be set in front of any block, at the expense of the city, it shall then have full power to direct the property-holders of lots in said block to construct a brick or stone pavement, each in front of his own lot or lots and on neglect so to do, the council may proceed as above provided.

Sec. 31. Cartage, drayage and animals. It may regulate the system of cartage and drayage within the city, and may issue license therefor; it may prohibit swine from running at large within the city.

Sec. 32. Public monies. The council shall provide by ordinance for the keeping of the public money of the city, and the manner of disbursing the same, and shall provide for the auditing of all claims against the city, and all officers of the city are accountable to the council in such manner as it directs. It shall publish annually in any manner fixed by ordinance, a particular and specific statement of the receipts and expenditures of the city, and of all debts coming to and owing by the same.

Sec. 33. Grade of str'ts. It has exclusive authority to establish the grades of streets and alleys of the city, and may change the same upon the petition of a majority of the property holders in lots on each side of the street or alley where the change is proposed to be made.

Sec. 34. Imprisonment. Imprisonment for the violation of any ordinance of the city, shall not exceed fifteen days, and the county jail shall be the place of imprisonment, but at the expense of the city.

Sec. 35. Levy and collect taxes. The city council is authorized to levy and collect taxes not exceeding one half of one per cent, on all property within the city, which is liable for state and county taxes. The council may also levy a tax on dogs, or may prevent them from running at large in the city.

Sec. 36. Give notice. When a tax has been levied by the council, it shall bethe duty of the mayor to notify the marshal to proceed to assess the property in the city, and when so assessed, and before proceeding to collect the same, which duty the marshal shall perform, he shall give thirty days' notice of the assessment and levy of the tax, and the (49) vote thereof in general terms, without names or description of property, in a newspaper printed in the city, if there be one, and if not, then by two months' notice in two public places in each ward, by posting up notices therein of the levy and assessment as mentioned in this section.

Sec. 37. Correct assessment. During the thirty days or two months, as the case may be, any person aggrieved by the assessment or taxation, may appear before the council, which may correct the same, if found erroneous.

Sec. 38, Powers of marshal. The marshal may distrain personal property liable to taxation, and sell the same for the payment of taxes levied as above mentioned, if not paid in a reasonable time after demand, in the same manner that a constable sells personal property on execution.

Sec. 38. Taxes--a lien. Taxes on real property shall be a lien thereon, and it may be sold therefor when the taxes remain unpaid for six months after the publication, or posting up of the notices, as the case may be, of the tax as aforesaid.

Sec. 40. Tax sales. Such sale must be at public auction, and thirty days notice thereof must be given by publication in a newspaper printed in the city; and if there be none, then by posting up notices in three public places in the city. At such sale he who will pay the amount of taxes due for the least portion of the land affixed for sale shall be considered the highest bidder; and the manner of ascertaining the portion sold shall be in the same way as when land is sold for state revenue.

Sec. 41. Tax deed. The marshal shall execute and deliver to the purchaser a deed, running in the name of the state of Iowa, which shall have the same force and effect as a deed of the treasurer of the county, in like circumstances, as sales of land for state revenue.

Sec. 42. Road tax. The city council shall have the control of the streets and alleys and public highways and grounds of Winterset. All road tax which may hereafter be paid upon any property in Winterset, in lieu of labor, shall be paid to the proper authorities of said city for the improvement of the streets thereof; any person being a resident of said city, subject by the laws of the state to work on roads and highways, shall be required to do and perform, or cause the (50) same to be done, under direction of proper authority, upon the streets and public highways of said city. The council shall supercede the road supervisors in alljurisdiction within the corporate limits of the city, and shall perform all their duties, and shall be required to perform labor upon, and keep in repair the public highways, streets and alleys in said city.

Sec. 43. This act to take effect from and after its publication in the Iowa City Republican and the Iowa Pilot, the expense of publication to be paid by the said city.

Approved Jan. 16, 1857.

I certify that the foregoing was published in the Iowa City Republican, March 9th, 1857.

ELIJAH SELLS, Secretary of State

Laws of Iowa 5th, 5th. Ex. & 6th. G.A.
1854-1857 Reprint 1913
Chap. 42 (Page 41) Reprint Page 343.

COMPARED

Smith-Clark, Inc.
To
The Public

#3358
Fee $3.50

Filed for record the 13 day of Dec. A.D. 1966 at 1:20 o'clock P. M.
Mary E. Welty, Recorder

ARTICLES OF INCORPORATION OF SMITH-CLARK, INC.

Received 1966 Dec 5 AM 8:56
Secretary of State Iowa

KNOW ALL MEN BY THESE PRESENTS: That in pursuance to and conformity with the laws of the State of Iowa, more particulary Chapter 496A, 1962 Code of Iowa, and amendments thereto, the signers do hereby execute, acknowledge and adopt these Articles of Incorporation, as follows:

ARTICLE I.

The name of this corporation shall be Smith-Clark, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARITCLE III.

The general purpose, object and business for which this corporation is formed shall be to have unlimited power to engage, and do any lawful act concerning any or all lawful business for which corporations may be organized under this Chapter. (Chapter 496A, 1962 Code of Iowa.)

ARTICLE IV.

This corporation shall commence its corporate existence on the date on which the Secretary