BE IT FURTHER RESOLVED, that this nullifies and supersedes a similar resolution dated April 25, 1967 by which James W. Thun, former manager of the 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; 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 12th day of September, 1967, and the said resolutions are 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, and have caused the Corporate Seal of said corporation to be hereunto affixed this 10th day of October, 1967.

(CORPORATE SEAL)

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

STATE OF WISCONSIN Clark County )

Personally came before me this 10th day of October, 1967, the above named Jean C. Broeren, Senior Vice President, and Secretary of Thorp Credit Inc. of Winterset, to me known to be the person who executed the foregoing Certificate as the deed of said Corporation, by its authority.

NOTARIAL SEAL

Laurel B. Flora
LAUREL B. FLORA
Notary Public, Clark County, Wisconsin
My Commission Expires February 25, 1968

Thorp Credit Inc. of Winterset #2
TO
The Public

#1653
Fee $1.50

Filed for record the 12 day of October A.D. 1967 at 4:33 o'clock P. M.
Mary E. Welty, Recorder

RESOLUTION

RESOLVED, that Keith A. Templeton, 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 theState of Iowa.

FURTHER RESOLVED, that said Keith A. Templeton 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.

BE IT FURTHER RESOLVED, that this nullifies and supersedes a similar resolution dated April 25, 1967 by which James W. Thun, 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 the resolutions duly passed at a meeting of the Board of Directors of Thorp Credit Inc. of Winterset #2 on the 12th day of September, 1967, and the said resolutions are 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 10th day of October, 1967.

(CORPORATE SEAL)

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

STATE OF WISCONSIN Clark County )

Personally came before me this 10th day of October, 1967, the above named Jean C. Broeren, Senior Vice President and Secretary of Thorp Credit Inc. of Winterset #2, to me known to be the person who executed the foregoing Certificate as the deed of said Corporation, by its authority.

NOTARIAL SEAL

Laurel B. Flora
LAUREL B. FLORA Notary Public, Clark County, Wisconsin
My Commission Expires February 25, 1968

Gale W. McKinney
To
The Public

#1693
Fee $2.50

Filed for record the 20 day of October A.D. 1967 at 5:06 o'clock P. M.
Mary E. Welty, Recorder

AFFIDAVIT

I, Gale W. McKinney, of Adair County, Iowa, being first duly sworn on oath depose and state:

That I was well and personally acquainted with one Arabella McKinney, my grandmother. That said Arabella McKinney was the grantor in a certain deed, recorded in Book #75, page #153, of the records of Madison County, Iowa, whereby she conveyed the following described real estate, to-wit:

West 25 acres of the Northwest Quarter of the Southwest Quarter (NW¼SW¼) of Section Twenty-one (21), Township Seventy-four (74) North, RangeTwenty-nine (29), West of the 5th P. M., Madison County, Iowa,

to C. W. McKinney, reserving to the grantor a life estate. That C. W. McKinney was the grantor in a certain deed, recorded in book #87, page #560 of the records of Madison County, Iowa, whereby he conveyed said real estate to Gale W. McKinney, the undersigned.

That the said Arabella McKinney died intestate on the 23rd day of March, 1957. That the estate of said decedent has not been administered upon, however, all debts and claims of the said decedent, including the expense of last sickness and burial, have been paid.

That I further state that the said Arabella McKinney owned no interest in any other real or personal property other than the above described real estate and that the gross value thereof at said date did not exceed $5,000.00 and that there was no insurance on her life. That the inheritance tax exemption was substantially in excess of the gross value of the estate for inheritance tax purposes and that there were no liabilities for federal estate taxes and federal gift taxes.

Dated at Greenfield, Iowa, this 26 day of Sept. 1967.

Gale W. McKinney
Gale W. McKinney

Subscribed and sworn to before me by Gale W. McKinney this 26 day of September, 1967.

NOTARIAL SEAL

William W. Don Carlos Notary Public in and for Adair County, Iowa.

South Iowa Municipal Electric Cooperative Association
To
The Public

#1712
Fee $14.50

Filed for record the 25 day of October A.D. 1967 at 10:17 o'clock A. M.
Mary E. Welty, Recorder

AGREEMENT TO ESTABLISH SOUTH IOWA MUNICIPAL ELECTRIC COOPERATIVE ASSOCIATION

FILED
1967 OCT 24 PM 1:54
Secretary of State IOWA

This agreement made this 20th day of October, 1967 by and between the public agencies whose names are hereunto subscribed and acting under the authority of Chapter 28E, Code of Iowa 1966 (also known as "An Act to Authorize Joint Exercise of Governmental Powers by Public Agencies"). WITNESSETH:

ARTICLE I

DURATION, EFFECTIVE DATE

1. This agreement shall become effective when five members have executed it pursuant to authorization by their respective governing bodies.

2. This agreement shall remain in effect until terminated by a vote of a majority of the members.

ARTICLE II

SOUTH IOWA MUNICIPAL ELECTRIC COOPERATIVE ASSOCIATION