Miscellaneous Record, No. 28, Madison County, Iowa

South Iowa Municipal Electric Cooperative Association
To
The Public

#1775

Fee $10.50

Filed for record the 6 day of November A. D. 1967 at 10:01 o'clock A.M.

Maty E. Welty, Recorder

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Secretary of State Iowa

ARTICLES OF INCORPORATION
OF
SOUTH IOWA MUNICIPAL ELECTRIC COOPERATIVE ASSOCIATION
WINTERSET, IOWA

ARTICLE I

The name of this Association shall be SOUTH IOWA MUNICIPAL ELECTRIC COOPERATIVE ASSOCIATION.

ARTICLE II

The principal office of this Association shall be located at the City of Winterset, Madison County, Iowa.

ARTICLE III

This Association is organized under the provisions of Chapter 499, Code of Iowa, 1966.

ARTICLE IV

The purpose or purposes for which this Association is formed are:

1. To generate, manufacture, purchase and acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy to its members; and to construct, erect, purchase, lease as lessee, and in any manner acquire, own hold maintain, operate sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and transmission and distribution lines or systems necessary, convenient, or useful for carrying out and accomplishing any of the foregoing purposes.

2. To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, sell, convey, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable this Association to accomplish any and all of its purposes.

3. To acquire, own, hold, use, exercise and to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the purposes of this Association.

4. To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of this Association; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, franchises, privileges or permits of the Association, wheresoever situated, acquired or to be acquired.

5. To do and perform, either for itself or its members, any and all acts and things and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes, or as may be permitted by the provisions of the laws under which the Association is formed; and to exercise any of its powers anywhere.

ARTICLE V

The duration of this Association shall be perpetual.

ARTICLE VI

The name, occupation and post office address of each of the incorporators of this Association are:

Name	Occupation	Post Office Address
Delmer Miller	Superintendent of Utilities	Fontanelle, Iowa
D. H. Moore	Superintendent of Utilities	Greenfield, Iowa
John Harrison	Superintendent of Utilities	Indianola, Iowa
A. L. Bender	Sec., Board of Trustees	Lamoni, Iowa
Frank Meyer	Chairman, Board of Trustees	Stuart, Iowa
George W. Otto	Superintendent of Utilities	Winterset, Iowa

ARTICLE VII

1. Any individual, acting as an accredited representative of any municipal electric utility, may become a member in this Association by (a) purchasing a membership in the Association for the issuing price hereinafter in Section 2 of this Article specified, and (b) agreeing to comply with and to be bound by these Articles of Incorporation, the By-Laws of the Association and such rules and regulations as may from time to time be adopted by the board of directors of the Association.

2. The issuing price of a membership in this Association shall be One Hundred ($100.00) Dollars. No membership certificate shall be issued until the issuing price of the membership shall have been fully paid for and no applicant for membership shall hold office until a certificate of membership shall have been issued to either the individual or the municipal electric utility which employs him; provided, however, that no individual or municipal electric utility, except the incorporators of the Association, or any individual accepted for membership by the original incorporators or the members at any meeting thereof shall become a member in the Association unless and until he has been accepted for membership by the affirmative vote of not less than two-thirds of the members of the Board of Directors.

3. Each member shall pay all obligations which may from time to time become due and payable to this Association as and when the same shall become due and payable. Each member shall comply with such rules and regulations as may from time to time be adopted by the Board of Directors.

4. This Association shall have no capital stock but membership herein shall be evidenced by a certificate of membership.

5. No membership shall be transferable, and all certificates thereof shall be surrendered to the Association upon voluntary withdrawal by members.

6. No member of this Association may own more than one membership and each member shall be entitled to one vote and no more at all corporate meetings. Votes shall be cast in person and not by proxy.

7. No dividends shall be paid upon the issuing price of membership in this Association. Subject to the obligations of the Association with respect to moneys borrowed and to the provisions of any mortgage or other security given to secure such obligations, the Directors shall annually dispose of the earnings of the Association in excess of its operating expenses as follows:

a. To provide a reasonable reserve for depreciation, obsolescense, bad debts, or contingent losses or expenses,

b. At least ten (10%) per cent of the remaining earnings must be added to surplus until surplus equals either (1st) thirty (30%) per cent of the total of all capital paid in for memberships, plus all unpaid patronage dividends, plus certificates of indebtedness payable upon liquidation, or (2nd) One Thousand ($1,000.00) Dollars, whichever is greater. No additions shall be made to surplus whenever it exceeds either fifty (50%) per cent of such total, or One Thousand ($1,000.00) Dollars, whichever is greater.

c. Not less than one (1%) per cent nor more than five (5%) per cent of such earnings in excess of reserves may be placed in an educational fund, to be used as the directors deem suitable for teaching or promotion cooperation.

d. All remaining net earnings shall be allocated to a revolving fund and shall be credited to the account of each member ratably in proportion to the business he has done with the Association during each year. Such credits are herein referred to as "deferred patronage dividends."

8. The members may, at any meeting, control the amount to be allocated to surplus or educational fund within the limits specified in paragraph numbered 7 of this Article VII.

9. The Directors may use the revolving fund to pay the obligations or add to the capital of the Association. In such event the deferred patronage dividends credited to members shall constitute a charge upon the revolving fund and future additions thereto, and on the corporate assets subordinate to creditors then or thereafter existing. Deferred patronage dividends for any year shall have priority over those for any subsequent year, except as in paragraph numbered 16 of the Article VII provided.

10. This Association may issue certificates for deferred patronage dividends which certificates may be transferable or non-transferable as the Board of Directors may from time to time, determine.

11. Credits or certificates referred to in paragraphs numbered 9 and 10 of this Article VII shall not mature until the dissolution or liquidation of the Association, but shall be callable by the Association at any time in the order of priority specified in paragraph numbered 9 of this Article VII.

12. The Board of Directors of the Association may by the affirmative vote of not less than two-thirds of the members of the Board of Directors, expel any member of the Association, including the original incorporators, who shall have wilfully violated or refused to comply with any of the provisions of these Articles of Incorporation or the By-Laws of the Association or any rules or regulations promulgated by the Board of Directors, or who shall have ceased to be eligible to membership in the Association, or who shall have failed to pay any debt or obligation to the Association when the same shall have become due and payable.

13. If, for any reason any member shall cease to be such member, such membership shall forthwith be cancelled. In cases of expulsion, the Association shall pay such member the value of the membership as shown by the books of the Association on the date of cancellation but not more than the original issuing price of such membership. Such payment shall be made within sixty (60) days after such expulsion. In case of ineligibility, payment of such value shall be made to the member who has become ineligible within two (2) year after the date of ineligibility. Interest shall not, in any case, be paid upon the value of membership determined as hereinabove provided.

14. Members of this Association may voluntarily withdraw from membership upon payment in full of all debts and obligations to this Association and upon compliance with and performance of all contracts with this Association. Upon any such withdrawal, the Association shall pay the original issuing price for membership to the member who so voluntarily withdraws.

15. The expulsion, or withdrawal of a member of this Association shall not impair the debts, obligations or liabilities of such member to this Association.

16. Upon dissolution or liquidation, the assets of this Association shall be applied, first to pay the liquidation expenses, next to pay ~~all but~~ obligations of this Association other than patronage dividends, or certificates issued therefor, and the remainder of such assets shall be distributed in the following priority:

a. To pay any deferred patronage dividends or certificates issued therefore. If the fund is unsufficient to pay them all, it shall be pro-rated regardless of the priority specified in paragraph numbered 9 of this Article VII.

b. To pay members the amounts for which their memberships were originally issued, without interest or dividends thereon.

c. Any remaining assets shall be distributed among the members at the date of the

dissolution or liquidation in proportion to their deferred patronage dividends.

17. The private property of the members of this Association shall be exempt from execution for the debts of this Association.

18. The Directors may, from time to time, prescribe charges to be made to each member for services rendered him or it and the time and manner of collection.

ARTICLE VIII

1. The first annual meeting of the members of this Association shall be held on the 1st day of November, 1967. Thereafter, the regular annual meeting of the members shall be held on such date as shall be fixed by the By-Laws. The annual or special meeting of members of this Association shall be held within the State of Iowa, at such places as shall from time to time be fixed by the Board of Directors of this Association.

2. The Directors may call special meetings of members and shall do so upon written demand of twenty (20%) per cent of the members.

3. Unless waived in writing, each member shall be entitled to receive ten (10) days written notice of the time and place of all meetings and of the purpose of all special meetings. Such notice shall be given in person or by mail directed to the address of the member as shown on the books of the Association.

ARTICLE IX

Section 1. From and after the adoption, execution and recording of these Articles of Incorporation, the business and affairs of the Association shall be managed by a Board of not less than five (5) or more than twenty (20) directors who must be and remain an employee or officer of the municipal electric utility for which he is an accredited representative at the time of their election and during their term of office.

Section 2. Until the next regular annual meeting of the members of this Association to be held in 1967 on the date fixed by the By-Laws of the Association, and until their successors are elected and qualified, the present directors of the Association, being the following named persons, shall be, and shall constitute, the directors of this Association:

Name	Occupation	Post Office Address
Delmer Miller	Superintendent of Utilities	Pontanelle, Iowa
D. H. Moore	Superintendent of Utilities	Greenfield, Iowa
John Harrison	Superintendent of Utilities	Indianola, Iowa
A. L. Bender	Secretary, Board of Trustees	Lamoni, Iowa
Frank Meyer	Chairman, Board of Trustees	Stuart, Iowa
George W. Otto	Superintendent of Utilities	Winterset, Iowa

Until said next regular annual meeting of the members of this Association, and until their successors have been elected and shall have qualified, the officers thereof shall be as follows:

President - - George W. Otto
Vice President Frank Meyer
Secretary - - D. H. Moore
Treasurer - - A. L. Bender

At said next regular annual meeting, the directors shall be divided into three (3) classes, each class consisting of approximately one-third of the directors. At such meeting the directors of the first class shall be elected for the term of one (1) year, those of the second class shall be elected for the term of two (2) years, and those of the third class shall be elected for the term of three (3) years. At each regular annual meeting thereafter, a number of directors equal to the number of directors whose terms expire at the time of such meeting shall be elected to hold office for the term of three (3) years, and until their respective successors shall have been elected and qualified. The election of the directors shall be by ballot and each voting member shall be entitled to cast one (1) vote for each director to be elected.

Section 3. Subject to the provisions of Section 4 of this Article IX, any vacancy in the Board of Directors shall be filled by a majority vote of the remaining directors, and the director thus elected shall serve until the next regular annual meeting of the members, at which time a director shall be elected for the balance of the term of the director whose office shall have become vacant and until his successor shall have been elected and qualified.

Section 4. At any meeting of members called for that purpose, any officer or director may be removed by vote of a majority of all voting members of the Association. Any vacancy in the Board of Directors pursuant to Section 4 may be filled at the same meeting at which such vacancy is created and the director so elected shall hold office until the next succeeding regular annual meeting of the members of the Association and until his successor shall have been elected and qualified. In case of the failure to fill such vacancy at such meeting, the Board of Directors may fill the vacancy at any subsequent meeting of the Board in the manner and for the term specified in Section 3 of this Article IX.

ARTICLE X

The Directors by a vote of seventy-five (75%) per cent of the Directors may adopt, alter, amend, or repeal By-Laws for the Association, and the same shall remain in force until altered, amended, or repealed by a vote of seventy-five (75%) per cent of the members present at any annual meeting or special meeting of the members.

ARTICLE XI

These Articles of Incorporation may be amended by a vote of seventy-five (75%) per cent of the members present at any annual meeting or any special meeting called for that purpose, provided that at least ten (10) days before said annual meeting or special meeting a copy of the proposed amendment or summary thereof be sent to all members.

Frank Meyer
Arthur L. Bender
Delmer D. Miller
D. H. Moore
Geo. W. Otto
John Harrison

STATE OF IOWA COUNTY OF MADISON) SS:

BE IT REMEMBERED, that on this 20th day of October, A.D. 1967, the undersigned Notary Public in and for Madison County, Iowa, personally appeared, Frank Meyer, Arthur L. Bender Delmer D. Miller, D. H. Moore, George W. Otto, John Harrison to me personally known to be the identical persons who signed and executed the foregoing instrument, and they did each acknowledge to me that they signed and executed the same as their voluntary act and deed.

WITNESS my hand and seal at Winterset, Iowa, this 20th day of October, A.D. 1967.

(NOTARIAL SEAL)

Gordon K. Darling Notary Public
in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE — DES MOINES, IOWA

This instrument recorded in Book D-23, Page 65, Oct. 24, 1967 Expires Perpetual, Cert. No. 39218, Receipt No. 39218, Filed by Wisdom, Sullivan & Golden, Des Moines, Ia. Filing Fee $10.00 Recording Fee $5.00 Melvin Synhorst Secretary of State.

COMPARED COMPARED

Hunter Motor Company
To
The Public

#1776
Fee $9.50
RESOLUTION

Filed for record the 6 day of November A.D. 1967 at 10:09 o'clock A. M.
Mary E. Welty, Recorder

RECEIVED 1967 OCT 30 PM 2:38
Secretary of State Iowa

At a special meeting of the stockholders of Hunter Motor Company, held on the 20 day of October 1967, all of the outstanding stock of said corporation being represented at said meeting, stockholder Robert E. Hunter introduced the following resolution and moved its adoption. Stockholder Ralph B. Hunter seconded the motion to adopt. Whereupon, the President called for a vote which was: Ayes - all Nays - None

Whereupon, the President declared the resolution duly adopted as follows: