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alter, amend, or repeal By-Laws for the Association, and the same shall remain in force until altered, amended, or repealed by a vote of seventy-five (75%) per cent of the members present at any annual meeting or special meeting of the members.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 — D. H. Moore
Arthur L. Bender — Geo. W. Otto
Delmer D. Miller — 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:

RESOLUTION

WHEREAS, Hunter Motor Company was incorporated on the 14th day of November, 1947, for a period of twenty (20) years; and

WHEREAS, it is necessary that the Articles of Incorporation of said corporation be renewed; and

WHEREAS, it is desirable that said corporation be renewed in perpetuity unless sooner dissolved as provided by its Articles of Incorporation and the laws of Iowa;

NOW THEREFORE, BE IT RESOLVED that the Hunter Motor Company be renewed to exist perpetual unless sooner dissolved in accordance with its Articles of Incorporation and the laws of Iowa, and that the President and Secretary of the corporation are hereby authorized and directed to certify a copy of this Resolution to the Iowa Secretary of State together with a copy of the Articles of Incorporation and to take such other action as is necessary to renew said corporation in perpetuity.

CERTIFICATE

STATE OF IOWA MADISON COUNTY : SS

We, Fred R. Hunter and Ralph B. Hunter, being first duly sworn upon our oath, depose and say that we are respectively president and secretary of Hunter Motor Company with its principal place of business in Earlham, Madison County, Iowa, and we hereby certify that the above and foregoing is a true, full and correct copy of minutes of the special meeting of stockholders held on the 20 day of October 1967, in Earlham, Iowa, showing authorization for the renewal in perpetuity of the Articles of Incorporation of said Hunter Motor Company.

Dated this 20 day of October, 1967.

Fred R. Hunter
Fred R. Hunter, President
Ralph B. Hunter
Ralph B. Hunter, Secretary.

Subscribed and sworn to before me, a Notary Public in and for Madison County, Iowa, this 20 day of October, 1967.

(NOTARIAL SEAL)

H. Claude Peer
H. Claude Peer Notary Public
in and for said County and State.

RENEWED AND AMENDED ARTICLES OF INCORPORATION OF
HUNTER MOTOR COMPANY

The undersigned, whose names are hereunto subscribed, have constituted themselves a body corporate under the provisions of Chapter 491, Title XIX, of the Code of Iowa, 1966, and all acts amendatory thereto, and to that end have adopted the following renewed and amended Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be "Hunter Motor Company".

ARTICLE II.

The principal place of business of this corporation shall be in the Town of Earlham, Madison County, Iowa.

ARTICLE III.

The general nature of the business to be transacted by this corporation shall be:

(a) To buy, sell, lease, make repairs to, recondition, rebuild, store and otherwise deal in new and used motor vehicles and all supplies, materials, parts and accessories therefor, and to operate garages and repair shops and to carry on all business allied or incidental thereto.

(b) To buy, sell, repair and otherwise deal in radios, heaters, household appliances, sundries and supplies.

(c) to purchase and in any other manner acquire and to hold, own, use, sell and transfer or in any manner dispose of, and deal in notes, bonds, bills of exchange, drafts, acceptances, mortgages, securities, capital stock, debentures, debenture stock, warrants, commercial paper, contracts of sale, conditional sale contracts, purchase obligations and evidences of indebtedness made, issued or created by any person, firm or corporation, joint stock company or association, or by any state, government, country or any sub-division or municipality thereof; to lend money on time or call with or without security, and to give credit to individuals, corporations, partnerships or associations, public or private; to buy or otherwise acquire and to hold, sell, mortgage or otherwise dispose of and deal in personal property and to conduct a general discount business in connection with the wholesale and retail purchase or sale of motor vehicles and/or accessories, new and used.

(d) To purchase, sell and deal in real and personal property, goods, wares and merchandise of any and every kind, character and description.

(e) to enter into, make, perform, carry out contracts of any kind and description, made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation either public or private, including insurance contracts.

ARTICLE IV.

This corporation shall have all of the powers necessary for, or incidental to, the convenient transaction of the business for which it has been organized, including the power to borrow money and to issue negotiable notes, bonds or other evidences of such indebtedness, and to secure the payment of the same by liens upon all or any portion of its property, real or personal, by way of mortgage or otherwise; and, further among its powers shall be the following:

(a) to have perpetual succession.

(b) to sue and be sued by its corporate name.

(c) to render the interest of the stockholders transferable.

(d) to exempt the private property of its members from liability for corporate debts.

(e) to make contracts, acquire and transfer property, possessing in such respects the same powers as natural persons.

(f) to establish by-laws and make all rules and regulations necessary for the management of its affairs.

(g) to sell, lease, mortgage or otherwise dispose of all its property, franchises and privileges.

(h) to acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation and to pay for the same in cash, stock of this corporation, bonds, or otherwise.

(i) to acquire, own, hold, sell and dispose of the capital stock of this corporation.

(j) to have one or more offices, and to carry on any or all of its operations, within or without the State of Iowa.

(k) to carry out all or any part of the objects enumerated in Article III and such other enterprises as the Corporation may engage in, either as principal, agent, factor, partner or otherwise, either alone or in connection with any other person, firm, association or corporation.

(l) to borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations, or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation upon such terms and conditions as the Board of Directors

shall authorize, and as may be permitted by law.

ARTICLE V.

The amount of authorized capital stock of this corporation is the sum of Fifty Thousand Dollars ($50,000.00), divided into Five Hundred (500) shares, each of the par value of One Hundred Dollars ($100.00) all of which shall be common stock and non-assessable. The corporation may commence business when $1,000.00 in stock has been issued. No stock shall be issued until the corporation has received payment in full therefor at par in cash or property.

Each share of common stock shall be entitled to one vote at all meetings of stockholders when represented thereat in person or by proxy as provided in the by-laws.

The captial stock authorized may be increased by a vote of two-thirds ininterest of all the stockholders, by the adoption of an amendment to these Articles.

ARTICLE VI.

The corporate life of this corporation shall begin on the date of the issuance of its Certificate of Incorporation by the Secretary of State of the State of Iowa and shall continue to exist perpetually, unless sooner dissolved by a vote of not less than two-thirds (2/3) of the common stock then outstanding.

ARTICLE VII.

The affairs of this corporation shall be managed by a board of not less than two (2) nor more than five (5) directors. Within said limits the number of directors may be fixed by the by-laws. Until otherwise fixed by the by-laws, the Board of Directors shall consist of three (3) members. The Board of Directors shall have general charge of the business and affiars of this corporation and all powers of this corporation, including the power to adopt by-laws, and amend or alter the same, are vested in its Board of Directors, except as otherwise provided by law.

A meeting of the Board of Directors shall be held immediately following the regular annual meeting of the stockholders at Earlham, Iowa. At such meeting the Board shall elect the officers of the corporation for the ensuing year and until their successors are elected and qualified.

ARTICLE VIII.

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as shall be provided for in the By-Laws. One person may hold two or more offices at the same time.

All conveyances and mortgages of real property made by the corporation shall be executed by the President and countersigned by the Secretary; and all releases of mortgages, liens, judgments or other claims that are required by law to be made of record may be executed by the President, Vice President or Secretary of the corporation.

ARTICLE IX.

The annual meeting of the stockholders shall be held at the principal place of business of the corporation in the town of Earlham, Iowa, at 10:00 o'clock A.M., on the first Monday in November of each year if not a legal holiday, but if a legal holiday, then on the day following. At the annual meeting Directors for the ensuing year shall be elected. Special meetings of the stockholders may be held at any time at the place of business of the corporation, either upon a call of the President, order of the Board of Directors, or upon written request of stockholders owning one-half of the outstanding voting stock upon not less than five days' written notice to the voting stockholders stating the time, place and objects of said meeting. Said notice shall be sufficient when mailed to the last known post office address of each stockholder entitled to vote. Special meetings may be

called for any purpose, and the notice thereof may be given by the Secretary or the person or persons calling such meeting. Until theannual meeting for the year 1968, or until a change in the number of Directors has been made by a change in the By-laws, the following persons shall be the directors:

| | |
|---|---|
| Fred R. Hunter | Earlham, Iowa |
| Robert E. Hunter | Earlham, Iowa |
| Ralph B. Hunter | Earlham, Iowa |

and until the first meeting of the Board of Directors following the regular annual meeting of the stockholders for the year 1968, the following persons shall be officers of the corporation:

| | |
|---|---|
| PRESIDENT | Fred R. Hunter |
| VICE PRESIDENT | Robert E. Hunter |
| SECRETARY-TREASURER | Ralph B. Hunter |

ARTICLE X.

The private property of the stockholders, directors and officers of this corporation shall be exempt from corporate debts, obligations and/or liabilities.

ARTICLE XI.

These Articles may be amended at any annual meeting of the stockholders or at any special meeting called for that purpose, a majority of all of the shares of common stock then outstanding voting for such amendment or amendments.

ARTICLE XII.

The corporation shall have a corporate seal.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names this 20th day of October, 1967.

Fred R. Hunter Earlham, Iowa
Robert E. Hunter Earlham, Iowa
Ralph B. Hunter Earlham, Iowa

STATE OF IOWA MADISON COUNTY : SS

On this 20th day of October, 1967, before me, H. Claude Peer, a Notary Public in and for Madison County, Iowa, personally appeared Fred R. Hunter, Robert E. Hunter and Ralph B. Hunter, to me personally known to be the identical persons whose names are subscribed to the foregoing Renewed and Amended Articles of Incorporation, and they acknowledge the same to be their voluntary act and deed and for the purposes and uses therein set forth and explained.

(NOTARIAL SEAL)

H. Claude Peer
H. Claude Peer Notary Public
in and for said County and State.

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA

This instrument recorded in Book D-23, Page 284, Oct 30, 1967 Expires Perpetual,
Cert. No. 39273, Receipt No. 39273 Filed by Robert Hunter, Earlham, Iowa
Filing Fee $144.00 Recording Fee $4.50 Melvin D. Synhorst Secretary of State.

COMPARED

Hunter Hardware and Implement Company
To
The Public

#1777
Fee $10.50
RESOLUTION

Filed for record the 6 day of November A.D. 1967 at 10:12 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 Hardware and Implement 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 Fred R. 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:

RESOLUTION

WHEREAS, Hunter Hardware and Implement Company was incorporated on the 14th day of