B & F of Winterset, Inc. #159 Filed for record the 1 day of February
To A.D. 1968 at 9:13 o'clock A. M.
Fee $3.50 I.M.M.
The Public Mary E. Welty, Recorder

ARTICLES OF INCORPORATION OF B & F OF WINTERSET, INC.

RECEIVED
1968 JAN 12 AM 8:02
Secretary of State Iowa

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have formed a body corporate under the laws of the State of Iowa, and to that end have adopted the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be B & F of Winterset, Inc.

ARTICLE II
STATUTE

This corporation is organized under the provision of Chapter 496A of the 1966 Code of Iowa.

ARTICLE III
DURATION

This corporation shall exist for a period of twenty (20) years commencing on February 1, 1968.

ARTICLE IV
POWERS

This corporation shall have unlimited power to engage in, and to do any lawful act concerning, any or all lawful businesses for which corporations may be organized under Chapter 496A of the 1966 Code of Iowa.

ARTICLE V
CAPITAL STOCK

This corporation shall have authority to issue seven hundred fifty (750) shares of capital stock of one class, each share to have a par value of One Hundred Dollars ($100).

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at 70 Court Street Winterset Madison County, Iowa and the initial registered agent at such address shall be Herbert J. Ehm.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors of the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and duly qualify are:

Herbert J. Ehm Winterset, Iowa
Wilma V, Ehm Winterset, Iowa

ARTICLE VIII
INCORPORATORS

The incorporators of this corporation are as follows:

Herbert J. Ehm Winterset, Iowa
Wilma V. Ehm Winterset, Iowa

IN WITNESS WHEREOF, we have signed and executed these Articles of Incorporation by the terms of which we agree to be bound, this 9th day of January, 1968.

Herbert J. Ehm
Herbert J. Ehm
Wilma V. Ehm
Wilma V. Ehm

STATE OF IOWA MADISON COUNTY : SS.

Now on this 9th day of January, 1968, 1968 before me, Jerrold B. Oliver, a Notary Public in and for Madison County, State of Iowa, personally appeared Herbert J. Ehm and Wilma V. Ehm, to me personally known, who by me being duly sworn, did say that they are the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal the day and year last above stated.

(NOTARIAL SEAL)

Jerrold B. Oliver
Jerrold B. Oliver, Notary Public
in and for Madison County, Iowa.

COMPARED

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA

This instrument recorded in Book H-23, Page 629, Jan. 12, 1968 Expires Feb 1, 1988.
Cert. No. 40164, Receipt No. - - - Filed by Webster & Jordan, Attys, Winterset, Iowa
Filing Fee 20.00 Recording Fee 1.50 Melvin D. Synhorst Secretary of State

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Northern Trust Company
To
Charles H. Cory, II.

#171

Fee $2.50 I.M.M.

Filed for record the 5 day of February A.D. 1968 at 9:25 o'clock A. M.

Mary E. Welty, Recorder

APPOINTMENT OF SUCCESSOR TRUSTEE

WHEREAS, A certian Indenture or Deed of Trust dated as of the 1st day of February, 1923, was made between Iowa Southern Utilities Company and The Northern Trust Company and Harold H. Rockwell as Trustees, whereby said Iowa Southern Utilities Company mortgaged and pledged to the said Trustees and their successors in trust and assigns, all and singular its properties (except certain property expressly reserved) in trust for the purpose of securing the principal and interest of bonds issued and to be issued under said Indenture or Deed of Trust;

AND WHEREAS, said Indenture or Deed of Trust and various indentures supplemental thereto were duly recorded in the following counties in the State of Iowa to-wit: Clarke, Davis, Monroe, Union, Lucas, Louisa, Ringgold, Appanoose, Keokuk, Wayne, Taylor, Poweshiek, Jasper, Washington, Des Moines, Decatur, Wapello, Jefferson, Adams, Mahaska, Madison, Adair, Henry, Warren, Marshall, Muscatine, Lee and Polk;

AND WHEREAS, by instrument dated April 10, 1939, Harold H. Rockwell was removed as Individual Trustee under said Indenture or Deed of Trust and S. A. Weaver (Sheldon A. Weaver) was appointed successor in trust to the said Individual Trustee;

AND WHEREAS, on January 31, 1961, Sheldon A. Weaver resigned as Individual Trustee and by instrument dated February 2, 1961, Thomas H. Jolls was appointed successor in Trust to the said Individual Trustee;

AND WHEREAS, said Thomas H. Jolls under date of January 5, 1968, gave notice of his resignation as Individual Trustee, under said Indenture or Deed of Trust, to Iowa Southern Utilities Company and to The Northern Trust Company such resignation to become effective February 9, 1968, or upon the earlier appointment of a successor;

NOW THEREFORE, the undersigned as the Corporate Trustee under said Indenture and Deed of Trust as supplemented and amended, does hereby accept the said resignation and hereby appoints, effective immediately, Charles H. Cory, II, as successor to Thomas H. Jolls as Individual Trustee.