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

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.

The foregoing appointment is made in accordance with said Indenture or Deed of Trust as supplemented and amended by the various Indentures supplemental thereto, including in particular the Supplemental Indenture dated October 2, 1945, and Sections 17.15, 17.16 and 17.17 of said last mentioned Supplemental Indenture.

IN WITNESS WHEREOF, The Northern Trust Company by one of its Vice Presidents has caused its corporate name and seal to be hereunto affixed, this 9th day of January, 1968.

(CORPORATE SEAL)

THE NORTHERN TRUST COMPANY
as Corporate Trustee under
the above mentioned Indenture
or Deed of Trust as supplemented
and amended.
By K. F. Hoffmaster
K. F. Hoffmaster Vice President

STATE OF ILLINOIS COUNTY OF COOK) SS.

On this 9th day of January, 1968, before me, a Notary Public in and for said County and State, personally appeared K. F. Hoffmaster, Vice President of The Northern Trust Company, the corporation described in and which executed the foregoing instrument to me personally known, who being by me duly sworn did say that he is the Vice President of said corporation; that the seal affixed to the said instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and the said K. F. Hoffmaster acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.

(NOTARIAL SEAL)

Lloyd D. Taylor Notary Public
My commission expires December 10, 1970

The undersigned hereby accepts, effective immediately, appointment as successor to Thomas H. Jolls as Individual Trustee under the above described Indenture or Deed of Trust as supplemented and amended.

Charles H. Cory, II
Charles H. Cory, II

Dated January 9, 1968

STATE OF ILLINOIS COUNTY OF COOK)SS.

On this 9th day of January, 1968, before me, a Notary Public in and for said County and State, personally appeared Charles H. Cory, II, personally known to me to be the person named in and who executed the foregoing instrument, and acknowledged to me that he executed and delivered the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth.

NOTARIAL SEAL

Lloyd D. Taylor Notary Public
My commission expires December 10, 1970

Dale G. Jungst
To
The Public

#172
Fee $1.50
I.M.M.

Filed for record the 5 day of February A.D. 1968 at 10:36 o'clock A. M.

Mary E. Welty, Recorder

AFFIDAVIT

STATE OF IOWA COUNTY OF UNION SS

I, Dale G. Jungst, being first duly sworn on oath depose and say that I am a son of Louie Jungst, and that the information given in this affidavit is from my own personal knowledge.