FURTHER RESOLVED, that this nullifies and supersedes a similar resolution dated September 12, 1967 by which Keith A. Templeton, 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 #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 25th day of March, 1968, 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 8th day of April, 1968.

(CORPORATE SEAL)

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

STATE OF WISCONSIN CLARK COUNTY)

Personally came before me this 8th day of April, 1968, 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 20,1972

Top Brands Discount Center of Winterset, Inc.
To
The Public

#596

Fee $3.50

I.M.M.

Filed for record the 19 day of April A.D. 1968 at 9:11 o'clock A. M.
Mary E. Welty, Recorder

ARTICLES OF INCORPORATION OF TOP BRANDS DISCOUNT CENTER OF WINTERSET, INC.

RECEIVED
1968 MAR 19 AM 10:46
Secretary of State Iowa

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of the corporation under the Iowa Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this corporation shall be TOP BRANDS DISCOUNT CENTER OF WINTERSET, INC.

ARTICLE II.

This corporation is organized under the Iowa Business Corporation Act, which became effective July 4, 1959 (Laws 1959 G.A.,c.321).

ARTICLE III.

The period of the corporation's duration is perpetual.

ARTICLE IV.

The 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 this Act, and any enlargement of such powers conferred by subsequent legislative acts.

ARTICLE V.

The aggregate number of shares which the corporation shall have the authority to issue is four thousand (4000) shares of common stock, and the par value of each of said shares shall be Twenty-five Dollars ($25.00).

ARTICLE VI.

The registered office of the corporation shall be located at 122 First Avenue, in the City of Winterset, County of Madison, State of Iowa; and the name of its resident agent at such address is Doyle Darnall.

ARTICLE VII.

The affairs of this corporation shall be managed by a Board of not less than two (2) directors. Until the first annual meeting of the shareholders, the following persons shall act as directors until their successors be elected and qaulify, to-wit:

Name	Address
D. J. Witherspoon	1111 Ridgewood Avenue Omaha, Nebraska
L. E. Wegener	8800 "F" Street Omaha, Nebraska

ARTICLE VIII.

The name and residence of the incorporator are as follows:

Name	Address
Howard J. Kaslow	707 Meadow Road Omaha, Nebraska

ARTICLE IX.

The Board of Directors of the corporation shall have power, without assent or vote of the shareholders, to make, alter, or repeal any of the provisions of the Code of By-Laws, except the provisions thereof fixing the number of directors of the corporation, which provisions shall be altered or repealed by the shareholders.

ARTICLE X.

These Articles of Incorporation may be amended at any annual or special meeting of the shareholders in accordance with the provisions contained in the Iowa Business Corporation Act, or subsequent amendments thereof.

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand this 15th day of March, 1968.

Howard J. Kaslow
Howard J. Kaslow

STATE OF NEBRASKA COUNTY OF DOUGLAS) SS.

Be it remembered, that on this 15th day of March, 1968, before me, a Notary Public in and for said County and State, personally appeared Howard J. Kaslow, said person being to me personally known to be the identical person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and Notarial Seal at Omaha, in the County of Douglas, State of Nebraska the day and year last above written.

(Notarial Seal)

Frederick S. Cassman Notary Public
in and for said County and State.

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA
This instrument recorded in Book L-23, Page 689, March 19, 1968, Expires Perpetual.
Cert. No. 40804, Receipt No. - - - Filed by Abrahams, Kaslow & Cassman, Omaha, Neb.
Filing Fee 20.00 Recording Fee 1.50 Melvin D. Synhorst Secretary of State.

COMPARED

Warren Carter
To
The Public

#661
Fee $1.50
AFFIDAVIT

I.M.M.

Filed for record the 3 day of May A. D. 1968 at 9:15 o'clock A.M.
Mary E. Welty, Recorder

STATE OF IOWA COUNTY OF GUTHRIE) ss

I, Warren Carter, of Madison County, Iowa, being first duly sworn do on my oath depose and state that I am of legal age and that I am a freeholder of Madison County, Iowa, and that at all times since January 1, 1950, I have been personally acquainted with the following described real estate, situated in Madison County, Iowa, to-wit:

The Southwest fractional Quarter and the West twenty (20) acres of the Southeast Quarter (SE¼) of Section nineteen (19), Township Seventy-seven (77), North, Range 29, West of the 5th P.M., Iowa.