voluntary act and deed.

(NOTARIAL SEAL) Marian A. Mark
(Marian A. Mark) Notary Public
in and for said County and State.

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA
This instrument recorded in Book 5-C, Page 143, July 24, 1968 Expires Perpetual
Cert. No. 42164 Receipt No.- - - - Filed by H. Claude Peer, Atty, Earlham, Iowa
Filing Fee 10.00 Recording Fee 1.00 Melvin D. Synhorst Secretary of State.

COMPARED

Roush Implement Co. #1127 Filed for record the 16 day of August
To A. D. 1968 at 10:39 o'clock A.M.
Fee $2.50 I.M.M.
The Public Mary E. Welty, Recorder
Secretary of State Iowa
1968 Jul 26 AM 8:15
Secretary of State Iowa
1968 Aug 5 AM 8:07

VOLUNTARY ELECTION TO ADOPT
THE IOWA BUSINESS CORPORATION ACT

TO.....SECRETARY OF STATE OF THE STATE OF IOWA

Pursuant to the provisions of Section 496A.142 of the 1966 Code of Iowa, the undersigned, Roush Implement Co., a corporation duly organized and existing under the laws of the State of Iowa, does hereby state that:

First: The name of the corporation is ROUSH IMPLEMENT CO.

Second: The following resolution was adopted in the manner prescribed by the Iowa Business Corporation Act by the Board of Directors of said corporation on the first day of July, 1968, and by the shareholders of the corporation on the first day of July, 1968:

Resolved that: 1. The corporation does hereby elect to voluntarily adopt the provisions of the Iowa Business Corporation Act.

2. The address of the initial registered office in the State of Iowa is Truro, Iowa, and the name of its registered agent at such address is John M. Mease.

ROUSH IMPLEMENT CO.
By John M. Mease
John M. Mease, President
By Joan Mease
Joan Mease, Secretary

STATE OF IOWA MADISON COUNTY: ss.

I, Lewis H. Jordan, a Notary Public do hereby certify that on the 23rd day of July, 1968, personally appeared before me, John M. Mease and Joan Mease, who, being by me first duly sworn, declared that they are respectively the President and Secretary of Roush Implement Co. and that they signed the within and foregoing document as President and Secretary respectively of said corporation and that the contents therein contained are true.

(Notarial Seal) Lewis H. Jordan
Lewis H. Jordan Notary Public
in and for Madison County, Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book T-23, Page 508, August 5, 1968. Expires Nov. 17, 1969.
Cert. No. 4706, Receipt No. - Filed by Webster & Jordan, Attys, Winterset, Iowa
Filing Fee 1.00 Recording Fee 1.00 Melvin D. Synhorst Secretary of State

COMPARED

M & M Implement Co. #1139 I.M.M. Filed for record the 22 day of August
To A. D. 1968 at 9:42 o'clock A.M.
Fee $2.50
The Public Mary E. Welty, Recorder
Received 1968 Aug 12 AM 7:58
Secretary of State Iowa

RESTATED ARTICLES OF INCORPORATION
OF
ROUSH IMPLEMENT CO.

Pursuant to the provisions of Section 496A.61 of the 1966 Code of Iowa, the undersigned Corporation adopts the following restated Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be

M & M IMPLEMENT CO.

ARTICLE II
DURATION

This corporation shall exist for a period of twenty (20) years commencing with the date of issuance of the restated certificate of incorporation by the Secretary of State.

ARTICLE III
PURPOSES

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 IV
CAPITAL STOCK

This corporation shall have authority to issue Two Hundred Fifty (250) shares of capital stock of one class, each share to have a par value of One Hundred Dollars ($100.).

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at Truro, Iowa 50257 and the registered agent at such address shall be John M. Mease

ARTICLE VI

The restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as hereby amended and they have been duly adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto.

Dated August 6, 1968.

ROUSH IMPLEMENT CO.
By John M. Mease
John M. Mease, President
By Joan Mease
Joan Mease, Secretary

STATE OF IOWA MADISON COUNTY: ss.

Now on this 6th day of August, 1968, before me, Lewis H. Jordan, a Notary Public in and for Madison County, State of Iowa, personally appeared John M. Mease and Joan Mease, to me personally known, who by me being duly sworn, did say that they are the persons described in and who executed the foregoing Restated 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)

Lewis H. Jordan
Lewis H. Jordan, Notary Public in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book T-23, Page 674, August 12, 1968. Expires August 12, 1988, Cert. No. 42353, Receipt No. - Filed by Webster & Jordan, Attys, Winterset, Iowa
Filing Fee 20.00 Recording Fee 1.00 Melvin D. Synhorst Secretary of State

COMPARED

City of Winterset, Iowa
To
The Public

#1143
Fee $10.50 I.M.M.

Filed for record the 22 day of August A.D. 1968 at 2:56 o'clock P. M.
Mary E. Welty, Recorder

RESOLUTION

STATE OF IOWA COUNTY OF MADISON) SS:

I, O. D. Simmons, the duly appointed, qualified and acting Secretary of the Board of Trustees of the Municipal Waterworks Plant and System of the City of Winterset, Iowa, do hereby certify that the attached is a true and correct copy of a resolution providing for and authorizing the issuance and securing the payment of $275,000 Water Revenue Bonds of the City of Winterset, Iowa, dated August 1, 1968.

(CITY OF WINTERSET SEAL)

O. D. Simmons Secretary,
Board of Trustees of the Municipal Waterworks Plant and System of the City of Winterset, Iowa.

RESOLUTION authorizing and providing for the issuance and securing the payment of $275,000 Water Revenue Bonds of the City of Winterset, Iowa, under the provisions of Sections 397.10 et seq. of the Code of Iowa, for the purpose of defraying the cost of improvements and extensions to the Municipal Waterworks Plant and System in and for the