Madison County Farm Bureau To The Public

#1528

No Fee VEEL

Filed for record the 21 day of November A. D. 1969 at 4:40 o'clock P. M.

Mary E. Welty, Recorder

AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION OF MADISON COUNTY FARM BUREAU

KNOW ALL MEN BY THESE PRESENTS: That at a regular meeting of the members of the Madison County Farm Bureau held at Winterset, Iowa, on the 23 day of September, 1969, after due notice thereof had been given as by law provided, at which meeting there were present 345 members, the following Amended and Substituted Articles of Incorporation were adopted by a unanimous vote of all of the members present at said meeting, and the President and Secretary of said Madison County Farm Bureau were instructed and authorized to execute and file said Amended and Substituted Articles of Incorporation on behalf of said Corporation.

ARTICLE I.
Name

The name of this corporation shall be Madison County Farm Bureau.

ARTICLE II.
Principal Place of Business

The principal place of business of this corporation shall be in Winterset, Madison County, State of Iowa.

ARTICLE III.
Powers, Objects and Purposes

The purposes and objects for which this corporation is formed and the powers which it shall have and exercise shall be:

Section 1. To advance and improve the economic, educational, social and cultural interests of agriculture including family and community development.

Section 2. To develop a united voice for and improve agriculture by cooperating with the Iowa Farm Bureau Federation and other interested organizations, institutions, or agencies in the study of proposed and pending matters of federal and state legislation affecting agriculture.

Section 3. To cooperate with the Iowa Farm Bureau Federation, the American Farm Bureau Federation and other organizations interested in the conduct of studies into the fields of agriculture and other segments of the economy, and into economic conditions and to disseminate information in respect thereto.

Section 4. To cooperate with the United States Department of Agriculture, the State Department of Agriculture, Iowa State University, the extension educational program, and with any other association, educational institution, or any department, bureau, board, division, or agency of the United States government or state government or any agency or political subdivision thereof.

Section 5. To promote and develop marketing on a cooperative basis, or otherwise, of crops, livestock, and any other commodity raised, produced, or processed on the farm, and promote and develop the furnishing of any product, commodity, or service needed or used by producers of agricultural products or the members of this corporation, and for such purpose to sponsor or organize and establish such agencies, firms, and corporations from time to time as shall be determined necessary.

Section 6. To employ, in conjunction with the Iowa Farm Bureau federation, field personnel who shall advise and assist members of the county Farm Bureau in building and promoting the membership, educational, and service to member programs of the county Farm Bureau and in developing a stronger voice for agriculture.

Section 7. To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, sell, convey, exchange, mortgage, pledge, or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or

appropriate, to enable this corporation to accomplish any and all of its objects and purposes.

Section 8. To borrow money and otherwise contract indebtedness and give any form of obligation or security therefor and without limiting the generality of the foregoing to issue notes, bonds, and other evidences of indebtedness and to mortgage or pledge any of its property, assets and income.

Section 9. To take by gift, purchase, devise, or bequest, real or personal property and to mortgage, sell or otherwise encumber or dispose of the same.

Section 10. To develop active area Farm Bureau units that will assist in the promotion of the entire program and to do all things necessary, appropriate and convenient for the successful carrying out of all the objects and purposes of this corporation.

The objects specified above, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Amended and Substituted Articles of Incorporation and the foregoing shall be construed both as purposes, objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred upon this corporation by the laws of the State of Iowa, all of which are hereby expressly claimed.

ARTICLE IV.
Corporate Period

This corporation shall endure until terminated by operation of law.

ARTICLE V.
Officers and Directors

Section 1. Officers. The affairs of this corporation shall be conducted by a president, a vice president, a secretary, and a treasurer who shall be the officers of the corporation and who shall perform the duties usually pertaining to such offices. Additional officers may be provided for in the member bylaws.

Section 2. Board of Directors. The corporation shall have a board of not less than nine (9) directors which said board shall include the persons holding the offices referred to in Section 1 of this Article and such additional persons as may be designated in the member bylaws.

Section 3. Election of Officers and Directors. The officers and directors referred to in Sections 1 and 2 above in this Article, and such additional officers as may be provided for in the member bylaws, shall be elected by the members of this corporation having voting privileges at an annual meeting of this corporation.

Section 4. Terms of Office--Officers--Directors. The terms of office of all officers and directors shall be as follows: All officers and directors at large, except the official representative (voting delegate) shall be elected and serve for one (1) year; the area directors shall be elected and serve for two (2) years; the official representative (voting delegate) shall be elected and serve for three (3) years.

All of the officers and directors, with the exception of the official representative (voting delegate) shall take office on the first day of November of the calendar year in which they are elected and shall serve for the respective terms hereinbefore provided, and until their successors are elected and qualified. The official representative (voting delegate) shall take office on the first Monday in the next January following his election.

The area directors from the odd-numbered areas, as said areas shall be provided for in the member bylaws, shall be elected at the annual meeting held in 1969 for terms of two (2) years. The area directors from the even-numbered areas shall be elected at the annual meeting in 1969 for a term of one (1) year and their successors shall be elected

at the annual meeting in 1970 for a term of two (2) years. All area directors elected after the 1969 annual meeting shall be elected for terms of two (2) years and until their successors are elected and qualified.

Section 5. Eligibility--Officers--Directors. All members of the board of directors shall be members of this corporation having voting privileges and shall be actively engaged in farming, and whenever a director ceases to be so eligible, there shall immediately be a vacancy in the office of said director. Area directors shall give personal attention to the affairs of this corporation in their respective areas, solicit members, collect dues, assist in arranging and conducting meetings and campaigns.

Section 6. Quorum. A majority of the members of the board of directors shall constitute a quorum for the transaction of all business of the corporation, except as hereinotherwise provided.

Section 7. Vacancies. Whenever a vacancy occurs in any office or on the board of directors for any reason other than expiration of the term, the board of directors shall have authority to fill the vacancy until the next annual meeting of the members.

Section 8. Committees. The president, with approval of the board of directors, may appoint such standing or special committees, as may, from time to time, be provided for in the bylaws.

Section 9. Compensation. No salary or compensation of any kind shall be paid to the president, vice president, corporate secretary, treasurer or to any director of the association.

ARTICLE VI.
Meetings of the Members

Section 1. Annual Meeting of Members. The first annual meeting and all subsequent annual meetings of the members of this corporation, following the adoption of these Amended and Substituted Articles of Incorporation, shall be held annually at such time, place, and date as the board of directors of this corporation shall by resolution duly adopted fix and determine provided, however, that not less than ten days' notice in writing shall be given to each member of this corporation having voting privileges mailed to each such member at the address shown on the books and records of this corporation.

Section 2. Special Meetings of Members. Special meetings of the members may be called at any time by the president and shall be called by the president upon a three-fourths (3/4) majority vote of the board of directors or by written request of the members having voting privileges representing twenty-five percent (25%) of the membership. Notice of the time and place of such meeting shall be mailed to each member by the secretary or by anyone else designated to do so by the president or the board of directors of the corporation, at least ten (10) days prior to the date of said meeting.

ARTICLE VII.
Dividends and Diversion of Funds

No dividend shall ever be declared by the association nor shall there be any diversion of the funds or property of the organization to any other purpose than that for which the organization is incorporated.

ARTICLE VIII.
Private Property Exempt

This corporation may sue and be sued but the private property of the members shall be free from corporate debts.

ARTICLE IX.
Conveyances

All conveyances of real property made by this 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 shall be executed by the president, vice president, or secretary of the corporation.

ARTICLE X.
Amendments to Articles

These articles of incorporation may be amended in conformity with the law as follows.
(1) By affirmative vote of a majority of the members present and voting provided the proposed amendment has been mailed to the membership by authority of the board of directors at least ten (10) days prior to the annual meeting or any special meeting called for that purpose; and

(2) Provided further that if a special meeting is called for said purpose then not less than ten (10) days' notice shall be given the members by mail at their last known addresses as shown by the books and records of this corporation.

ARTICLE XI.
Bylaws

The bylaws of the corporation shall consist of (1) bylaws adopted by the members, hereinafter referred to as "member bylaws" and (2) bylaws adopted by the board of directors, hereinafter referred to as "board of director bylaws."

Member bylaws may be adopted or amended by the members of the corporation at any regular annual meeting or at any special meeting of the members by use of the same procedures provided in these Articles governing amendments to the Articles of Incorporation.

The board of directors may, at its pleasure, adopt, alter or amend bylaws which do not conflict with the law, the Articles of Incorporation or member bylaws.

ARTICLE XII.
General Provisions

(Membership Year - Fiscal Year - Dues - Qualification for Membership)

The membership year, the fiscal year, qualification for membership in this corporation, the annual membership dues and the general conduct of the business of this corporation shall be in accordance with the law, these Articles of Incorporation and the duly adopted member and director bylaws.

ARTICLE XIII.
Corporate Seal

This corporation may have a corporate seal in such form as may be prescribed in the bylaws.

CERTIFICATE

The President and Secretary of this Corporation's annual meeting of the members held September 23, 1969, were duly authorized and directed to sign, acknowledge and record and do all things which are by law required to execute, complete and carry into effect the within and foregoing Amended and Substituted Articles of Incorporation. We, J. D. Daggett and George Bown, Chairman and Secretary, respectively, of said meeting, do hereby certify the above to be a true and correct statement of the proceedings of the members at the above named meeting.

J. D. Daggett — Chairman
George I. Bown — Secretary

In conformity with the above Resolution, we, the President and Secretary, respectively, of said Corporation, have executed this instrument and do hereby sign and acknowledge the same for and on behalf of said Corporation this 3 day of November A.D., 1969.

Walter W. Heimberger — President
Delbert A. Jones — Secretary

STATE OF IOWA MADISON COUNTY) SS.

BE IT REMEMBERED, that on this 3 day of November A.D., 1969, before me a Notary Public in and for said County and State, personally appeared Walter W. Heimberger and Delbert A. Jones, who being by me duly sworn did say that they are the President and Secretary, respectively, of the Madison County Farm Bureau, located at Winterset, Iowa, and that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its members and that they acknowledge said instrument to be the voluntary act and deed of said Corporation by them voluntarily executed.

NOT. SEAL

Frances Allgeyer Notary Public in and for Madison County, Iowa

Kenneth R. Holmquist
To
Iowa State Highway Commission

#1542 V F.E.L. Fee $3.50

Filed for record the 26 day of November A.D. 1969 at 10:55 o'clock A. M.

Mary E. Welty, Recorder

APPLICATION FOR PERMIT TO CONSTRUCT ENTRANCE FROM PRIVATE PROPERTY TO PRIMARY ROAD OR PRIMARY ROAD EXTENSION

Applicant Kenneth R. Holmquist
Address RR # 1 Carlisle, Ia.
October 16, 1969

Permit Number 4-308
Madison County
Project P-767

Iowa State Highway Commission
Ames, Iowa

Gentlemen:

A permit is hereby requested to construct a Type "C" entrance 20 feet in width, from right of way line to primary road traveled way, including necessary drainage structure thereunder at Station 618+83, North side.

PLAT OF ENTRANCE AS PROPOSED TO BE CONSTRUCTED IS ATTACHED TO AND IS A PART OF THIS APPLICATION.

Proposed entrance is located on Primary Road No. 92, Sec. 25, T.76N, R. 26W, Madison County, 0.4, Miles West from Bevington more specifically described as follows:

APPROX. 3367 ft. Southwest of Madison-Warren County line at Bevington.

The applicant agrees that if granted a permit to construct the above described entrance, the following stipulations shall govern.

1. Written approval of the Highway Commission shall be obtained before any change is made in the entrance or its location.

2. That the entrance, including drainage structure, grading and surfacing, shall be constructed by the applicant at the applicant's expense, in accordance with the plat attached hereto, and in conformity with the standard specifications of the Iowa State Highway Commission, and shall thereafter be kept in repair and maintained by the applicant at his own expense. Nothing in this stipulation, however, shall preclude the Iowa State Highway Commission from entering upon said entrance on highway right of way and performing necessary maintenance for the protection of the highway.

3. That the construction, of the entrance shall be completed by the 1st day of Dec., 1969 (The permit is null and void if drive is not completed by the above date unless extension is granted in writing by the Iowa State Highway Commission.)

4. That the construction, future repair or maintenance of said entrance shall be carried on in such a way as not to interfere with, or interrupt traffic on said highway, and the applicant shall take all reasonable precautions to protect and safeguard the lives and property of any person or persons, and shall save the State and State Highway Commission harmless of any damage or losses that may be sustained by any person or persons, on account of such construction, repair or maintenance operations.

5. That no filling will be permitted in the right of way of primary road No. 92 other than that necessary to construct the proposed entrance.

That the culvert pipe under the entrance shall be zinc coated corrugated metal or 1500D concrete pipe. It shall be 18 inches in diameter and 30 feet in length as shown