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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $15.00

ARTICLES OF INCORPORATION

OF

WINTERSET INCENTIVE NETWORK, INC.

TO: THE SECRETARY OF STATE OF THE STATE OF IOWA

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1985 Code of Iowa, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is "Winterset Incentive Network, Inc.", and it is incorporated under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1985 Code of Iowa.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The purposes for which the corporation is organized are set forth in the paragraphs that follow:

The Corporation is organized exclusively for the purpose of advancing the charitable, educational, community, professional and business interests of Winterset, Iowa, and the surrounding area in Madison County, Iowa, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraphs.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a

3

corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The specific purpose of the corporation is to promote the welfare of the business, professional and community interests of the inhabitants of the City of Winterset, Iowa, and the territory surrounding this City in Madison County. This is to be done through preserving, improving, developing, promoting and expanding the commercial, professional, industrial, cultural, social, educational and physical advantages of the locality.

ARTICLE IV

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, depose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed by the District Court of the State of Iowa in and for Madison County, the county in which the principal office of the corporation is located exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The corporation's initial registered agent shall be Jerrold B. Oliver. The address of its initial registered office is Jerrold B. Oliver, Farmers & Merchants State Bank Building, P. O. Box 230, Winterset, Iowa 50273-0230, in Madison County, Iowa.

ARTICLE VI

The following individuals shall serve as the initial directors and officers for the corporation, with the initial board of directors

consisting of seven (7) members:

Name	Position	Address
John Reed	President and Director	1152 West Washington Winterset, IA 50273
Gary Dwyer	Vice President and Director	715 South 8th Avenue Winterset, IA 50273
Jerrold B. Oliver	Secretary and Director	Farmers & Merchants State Bank Bldg. - POB 230 Winterset, IA 50273-0230
James Mease	Treasurer and Director	Farmers & Merchants State Bank P. O. Box 29 Winterset, IA 50273
Patrick Corkrean	Director	719 North 8th Avenue Winterset, IA 50273
David B. Weaklend	Director	Farmers Electric Cooperative P. O. Box 330 Greenfield, IA 50849
Clarence Johnson	Director	1020 West Jefferson Winterset, IA 50273

ARTICLE VI

The names and addresses of the incorporators are as follows:

Name	Address
Gary Dwyer	715 South 8th Avenue Winterset, IA 50273
James Mease	Farmers & Merchants State Bank P. O. Box 29 Winterset, IA 50273

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Iowa, we, the undersigned, as incorporators, execute these Articles of Incorporation on this 18th day of August, 1986.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book — Page —
Cert. No. C05279 August 18 1986
Expires Perpetual Recording Fee 20.00
Filed By Webster Land Firm, P.C. Stephen Walters Farmers & Merch Bank Bldg. Winterset Ia 50273
Mary Jo Wilhelm Secretary of State

Gary Dwyer

James Mease

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 18th day of August, 1986, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared Gary Dwyer and James Mease, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

STEPHEN WALTERS NOTARIAL SEAL

Notary Public in and for the State of Iowa.

296