agrees to pay to Party of the First Part the sum of $1290.00 as soon as an easement can be prepared by Party of the Second Part and is properly executed by Party of the First Part.

Said amount shall include payment for land, fencing and all general damages.

COMPARED

Sarah Pomeroy
E E Pomeroy
(Party of the First Part)

Erwin M Howell
Chas. Beeler
S A Alexander
(Party of the Second Part)

MADISON COUNTY BREEDERS' COOPERATIVE ASSOCIATION
To
The Public

#4724
Fee $2.10

Filed for record the 23 day of October A. D. 1947 at 10:45 o'clock A. M.
Wilma M. Wade, Recorder

ARTICLES OF INCORPORATION
of
MADISON COUNTY BREEDERS' COOPERATIVE ASSOCIATION

We, the undersigned, residents of the State of Iowa, do hereby associate ourselves together in a body corporate under and by virtue of the provisions of Chapter 499 of the Code of Iowa, 1946 and do assume for said association all the rights, powers, privileges granted and conferred by the laws of the State of Iowa upon associations of the kind hereby formed and created, and in pursuance thereof do hereby make and adopt the following ARTICLES OF INCORPORATION.

ARTICLE I
Name

The name of this corporation shall be MADISON COUNTY BREEDERS' COOPERATIVE ASSOCIATION.

ARTICLE II
Place of Business

The principal place of business of this Association shall be at Winterset, in the County of Madison, and State of Iowa.

ARTICLE III
Powers and Purposes of Association

Section 1. The objects, powers and purposes of this Association, among other things, shall be to associate ourselves together into an agricultural society and association, and to engage in all of the pursuits in which such a society and association may engage as a cooperative under the laws of the State of Iowa; to strenghten, develop, improve and promote the general welfare of the rural and agricultural people; to foster and promote all of the activites, endeavors and work of the said Breeders' Cooperative Association; and to promote, conduct, maintain and engage in additional work relating to the Improvement of Livestock and Crops in Madison County, Iowa; and generally to promote, assist, organize and foster group activities relating to better livestock and crop production.

Section 2. This Association shall have the right to sue and be sued in its corporate name; to make contracts; to acquire by gift, purchase, devise or bequest real and personal property for the purposes appropriate to its creation, and to establish by-laws and make proper rules and regulations necessary for the management of its affairs.

Section 3. This Association shall have the right to purchase, lease, own, sell or exchange property either real, personal or mixed, to purchase, lease, own, operate and control real estate in the State of Iowa, for purposes appropriate to the business of this Association, including the purchase of stocks, bonds or other securities of corporations, promoting, conducting, maintaining and engaging in work relative to the improvement of livestock and crops.

Section 4. This association may hold exhibitions, expositions, general meetings, and conduct campaigns relating to improvement of livestock and rural crops.

Section 5. This Association shall have the power by corporate endeavor to solicit, earn, or otherwise procure funds and property for corporate purposes, use and development as permitted by these Articles and the law.

Section 6. In addition to the foregoing specifically authorized powers, this Association shall have and exercise all rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the

formation of cooperative associations of the kind hereby formed, without any particular limiting any of the objects or purposes or powers of the corporation as hereinbefore set forth; the objects or purposes of the corporation shall be from time to time to do any one or more or all of the acts, things and objects in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the Association or enhance the value of or render profitable any of its property or rights as such an association may lawfully do. All of the foregoing shall be construed as purposes, powers and objects but no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included, including all powers provided for cooperatives under the laws of Iowa as set out in Chapter 499.

ARTICLE IV
Elgibility

Section 1, Any person or cooperative association formed under Chapter 499 may become a member of this Association by:

(a) paying a membership fee of $1.00 per cow for each cow said member contemplates being bred and-or actually bred by this Association.

(b) agreeing to use and pay for the service provided by this Association; and

(c) agreeing to comply with and be bound by these Articles of Incorporation and the by-laws of the Corporation and any amendments thereto and such rules and regulations as may from time to time be adopted by the board of directors; provided, however, that no person or corporation shall become a member unless and until he or it has been accepted for membership by the board of directors or the members. The by-laws of the Corporation may provide the procedure for such action. The by-laws of the Corporation may fix such other terms and conditions upon which persons shall be admitted to and retain membership in the Association not inconsistent with these Articles of Incorporation or the act under which it is organized.

Section 2. The Association shall have no capital stock.

Section 3. No dividend or interest shall be paid on membership fees.

Section 4. The private property of the members shall be exempt from corporate debts.

Section 5. Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the association and upon compliance with such terms and conditions as the board of directors may prescribe.

Section 6. Membership in the Association and a certificate representing the same shall not be transferable. In case of termination of membership a member shall not be entitled to repayment of a membership fee.

Section 7. Each member of the Association shall be entitled to one vote at all meetings of the members of the Association.

ARTICLE V
Corporate Life

The duration of the corporation shall be perpetual.

ARTICLE VI
Officers

The officers of this Association shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be necessary shall be elected by the Board of Directors from their own members. The first officers of this Association shall be as follows:

Name	Address	Occupation
President: Orville C. Willcox	Earlham, Iowa	Farmer
Vice-President: M. M. Lillie	Winterset, Iowa	Farmer
Secretary: William C. Morse	Winterset, Iowa	Farmer
Treasurer: Elbert Gray	Winterset, Iowa	Farmer

ARTICLE VII
Management

Section 1. The business and affairs of this Association shall be managed by a board of directors composed of not less than five (5) nor more than nine (9) members, as determined by the by-laws, which said members shall be elected from the membership of this Association at the annual meeting of the Association, as hereinafter provided, and shall serve for a term of one (1) to three (3) years, as hereinafter provided, and until their successors are elected and qualified.

Section 2. All vacancies on the board may be filled by election by the board.

Section 3. The board of directors shall have the power to make and adopt by-laws for the government of this corporation and may amend the same from time to time at its discretion.

Section 4. The board of directors shall be authorized to enter into contract for indeterminate periods with other associations, individuals, or firms for the purpose of securing materials, service, management, accounting, etc., consistent with type of service to be rendered its members.

Section 5. The following persons shall constitute the Board of Directors of this Association and shall serve until the next annual meeting of said Association:

Name	Address	Term	Occupation
Orville C. Willcox	Earlham, Ia.	1 yr.	Farmer
M. M. Lillie	Winterset, Ia.	1 yr.	Farmer
William C. Morse	Winterset, Ia.	2 yr.	Farmer
Elbert Gray	Winterset, Ia.	2 yr.	Farmer
R. L. Hudson	Peru, Iowa	3 yr.	Farmer
R. D. Wilson	St. Charles, Ia.	3 yr.	Farmer

Section 6. At the annual meeting to be held in 1948 the members shall elect all directors. The term of at least three directors shall be for three years, and the term of at least two or more directors for two years, and the term of all other directors for one year, as shall be fixed in the by-laws. And all directors shall serve until their successors are elected and qualified. And when the board fills a vacancy or vacancies, as provided in Section Two hereof, the director or directors thus selected shall serve until the next annual meeting of the Association, at which meeting such vacancy or vacancies shall be filled by an election of the membership and the director or directors so elected shall serve out the unexpired term of the original director or directors.

ARTICLE VIII
Meetings

The annual meeting of this Association shall be held the Third Monday in October each year, And the annual meeting of the Board of Directors on the Third Monday in October each year and following the annual members' meeting.

Special meetings of the members may be called by the President or by a call signed by a majority of the Board of Directors.

Notice of the time and place of all meetings signed by the President or Secretary shall be mailed to each member at his last known address as shown by the books of the Association five days before such meeting.

At all meetings of the Association the members present shall constitute a quorum for the transaction of business.

ARTICLE IX
Dissolution or Liquidation

The assets of the Association shall be distributed as provided in Code Section 499.48 Code of Iowa, 1946,

ARTICLE X
Earnings

The earnings of this Association, if any, shall be distributed as provided in Section

499.30, Code of Iowa, 1946.

ARTICLE XI
Amendments

These Articles of Incorporation may be amended as provided in Section 499.41, Code of Iowa, 1946.

WITNESS our hands this 20 day of October, A.D., 1947

Farmer	William C Morse
Farmer	R. L. Hudson
Farmer	R. D. Wilson
Farmer	M. M. Lillie,
Farmer	O. C. Willcox
Farmer	Elbert Gray

STATE OF IOWA MADISON COUNTY) SS.

BE IT REMEMBERED, that on this 20 day of October A.D., 1947, before me, Frances Allgeyer a Notary Public in and for Madison County, Iowa, personally appeared: William C. Morse, R. L. Hudson, R. D. Wilson, M. M. Lillie, O. C. Willcox, Elbert Gray to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same as their voluntary act and deed for the uses purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Frances Allgeyer Notary Public
(Notarial Seal) in and for Madison County, Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book A 13, Page 105, Oct. 21 1947 Expires Perpetual Cert. No 11175, Receipt No. 2789 Filed by Feh H. Moody, Atty, 420 C C Bk Bldg., Des Moines, Iowa Filing Fee 10.00 Recording Fee 2.00 Rollo H Bergeson Secretary of State COMPARED

M. S. Creger #4766 Filed for record the 25 day of October A.D. 1947 at 11:30 o'clock A.M.

To Fee $ .50 ✓

The Public Wilma M. Wade, Recorder

AFFIDAVIT

State of Iowa, Madison County)ss:

I, M S Creger, of said county and state, being first duly sworn on my oath depose and say that I have been a resident of Madison County, Iowa, for more than 25 years last past, and am well and personally acquainted with the following named persons and know that wherever in the chain of title to the NW¼ NW¼, except the South 50 feet thereof, of Sec. 7-74-25, Warren County, Iowa, and the E½ NE¼ of Sec. 12-74-26, Madison County, Iowa, the names F. L. Douglas and Fred L. Douglas appear, they refer to one and the same person, and that wherever in said chain of title the names M. L. Douglas and Martin L. Douglas appear, they refer to one and the same identical person, and that wherever the names Estella Douglas and Estella M. Douglas and Estella May Douglas appear, they refer to one and the same identical person, and that wherever the names Caroline Pahl and Caroline F. Pahl appear they refer to one and the same identical person, and that wherever the names Adah Briles and C. Adah Briles appear they refer to one and the same identical person, and that wherever in said chain of title the names Fred Briles and Fred E. Briles appear, they refer to one and the same identical person.

I further state that I am in no way interested in the title to said real estate, but make this affidavit at the request of the present owner thereof for the purpose of establishing of record the facts above set forth.

M S Creger

Subscribed in my presence and Sworn to before me by the above named affiant this 24 day of October, A.D. 1947.

C C Kale Notary Public
in and for Madison County, Iowa.

NOTARIAL SEAL