CERTIFICATE OF RECORD

I, Mary E. Welty, Recorder of Madison County, Iowa, do hereby certify that the foregoing Affidavit was filed in my office by the owner in possession of the real estate above described in accordance with the provisions of Section 614.17 of the Code of Iowa.

Mary E. Welty
Recorder of Madison County, Iowa.

COMPARED

A. E. Emerson
To
The Public

#4224
Fee $1.00 V.G.H.

Filed for record the 15 day of November A. D. 1956 at 3:15 o'clock P. M.
Mary E. Welty, Recorder

AFFIDAVIT

STATE OF IOWA MADISON COUNTY : ss

I, A. E. Emerson, being first duly sworn on oath depose and say, that I have been a resident of Peru, Iowa, for more than twenty years last past. That I am well and truly acquainted with the various plats and additions to the town of East Peru, Madison County. That wherever in the chain of title to the following described real estate, to-wit:

Lot Three (3) and the North Half (½) of Lot Two (2)
of Sol Odell's Addition to the Town of East Peru,
Madison County, Iowa,

the name O'Dell's Addition to the town of East Peru, Madison County, Iowa, or O'Dells Addition to the town of East Peru, Madison County, Iowa, appear in the chain of title to said real estate, that in truth and in fact refer to real estate located in Sol Odell's Addition to the town of East Peru, Madison County, Iowa, which is also known as Odell's Addition to the town of East Peru, Madison County, Iowa, and that there is no addition to the town of East Peru, Madison County, Iowa, with the name spelled O'Dell's Addition or as O'Dells Addition.

That this affiant has no interest in the real estate above described and this Affidavit is made for the sole purpose of establishing of record the facts herein recited.

Dated this 15th day of November, 1956.

A. E. Emerson

Subscribed and sworn to before me by A. E. Emerson this 15 day of November, 1956.

(DISTRICT COURT SEAL)

COMPARED

Marguerite Morrissey Clerk of District Court in and for Madison County, Iowa.

Reed'sService
To
The Public

#4265
Fee $ 3.80 V.G.H.

Filed for record the 20 day of November A. D. 1956 at 10:00 o'clock A. M.
Mary E. Welty, Recorder

ARTICLES OF INCORPORATION
OF REED'S SERVICE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have formed a body corporate under the provisions of Chapter 491 of the 1954 Code of Iowa and to that end have adopted the following Articles of Incorporation.

ARTICLE I.
NAME OF CORPORATION

The name of this corporation shall be Reed's Service and its principal place of business shall be at Winterset, Madison County, Iowa.

ARTICLE II.
POWERS AND OBJECTS OF CORPORATION

Section 1. General Purposes.

The general purposes of the business of this corporation shall be to own, lease, operate and manage a feed, fertilizer and service business; to buy, sell, lease, exchange, deal in and deal with, rent, repair, manufacture, construct and store machinery, passenger automobiles, trucks and other equipment of every kind and description, and articles of merchandise, equipment and vehicles, including farm equipment and implements, elevating and conveying machinery and all parts and accessories thereof; and to acquire, hold,

possess and own letters patent of the United States of America and of any foreign country now or hereafter issued, or acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon, of every kind and nature whatsoever, and to use rights under such patents in any way whatsoever; and to carry on a general manufacturing, wholesale and retail merchandise business; to perform services in connection with feed, fertilizer, farm equipment, motor vehicles or any machinery connected with the general purposes of this corporation; and for the better attainment of the general purposes thus indicated, to purchase, lease, encumber, hold and convey all necessary property, real or personal, wheresoever the same may be situated.

Section 2. Among the powers of this corporation are the following:

(a). To have perpetual succession; to sue and be sued by its corporate name; to have a seal which it may alter at its pleasure; to render the interests of the stockholders transferrable; to exempt the private property of its members from liability for corporate debts; to make, construct, acquire and transfer property, real or personal, possessing the same power in this respect as natural persons; to establish By-Laws and make all rules and regulations necessary for the management of its affairs.

(b). This corporation shall have the further power to purchase, lease, own, sell, exchange, convey or encumber property, either real or personal, or mixed, as may be necessary or convenient for the purpose of carrying on the business of the corporation.

(c). This corporation shall have and exercise all powers now or hereafter conferred by the laws of the State of Iowa upon corporations for pecuniary profit and shall have the general power and authority in connection with all the powers, purposes or business of the corporation above enumerated not inconsistent with law, as is necessary to carry out all such objects and purposes into effective operation. This corporation shall also have the power to purchase, acquire and hold its own stock.

ARTICLE III.
CAPITAL STOCK

The amount of authorized capital stock of this corporation shall be Twenty Thousand Dollars ($20,000), divided into two hundred (200) shares, each of the par value of One Hundred Dollars ($100). All of the capital stock shall be issued and paid for at such time and on such terms and conditions as the Board of Directors may order. No capital stock shall be issued until it has been fully paid for, either in cash or in property, in accordance with the laws of the State of Iowa. The capital stock of this corporation shall be nonassessable.

ARTICLE IV.
DIRECTORS

The affairs of this corporation shall be conducted by a board of not less than two (2) nor more than six (6) directors. Within said limits, the number of directors may be fixed by the stockholders at any annual meeting of the stockholders by a majority vote of the outstanding shares of stock. Until otherwise fixed as aforesaid, the board of directors shall consist of two (2) directors. The directors shall hold office for one (1) year or until their successors are chosen and have qualified. If a vacancy occurs in the board of directors during the year, it shall be filled by a majority of the surviving members of the board of directors or, if none, by a majority vote of the stockholders of this corporation at a special meeting called for that purpose.

ARTICLE V.
OFFICERS

The officers of this corporation shall be a president, vice president, secretary and treasurer. Two (2) or more offices may be held by the same person at the same time. Officers shall hold office for one (1) year or until their successors are chosen and

have qualified. If a vacancy occurs in any of the offices during the year, it shall be filled by a majority vote of the directors of the corporation and the officer so chosen shall hold office for the unexpired term or until the successor is chosen and has qualified.

ARTICLE VI.
STOCKHOLDERS' MEETING

The annual meeting of the stockholders of this corporation shall be held on the 2nd day of January of each year at 9:00 o'clock A. M. in the office of this corporation in the City of Winterset, Madison County, Iowa.

The directors of this corporation shall be elected at the annual meeting. All voting shall be by ballot and each stockholder shall be entitled to one (1) vote for each share of stock held by him. The officers of this corporation shall be chosen by the Directors each year immediately after the annual meeting of the stockholders. Until the first annual meeting of the stockholders of this corporation and until their successors have been chosen and qualified, the officers and directors of this corporation shall be as follows:

OFFICERS

President ..... Harry F. Reed

Vice President ..... Lyle W. Haines

Secretary ..... Fred Reed, Jr.

Treasurer ..... Harold Travis

DIRECTORS

Harry F. Reed
Fred Reed, Jr.
Chas. L. Crawford
James H. Young

ARTICLE VII.
DIRECTORS

Each director of this corporation shall be a stockholder therein, and if any director shall cease to be a stockholder, he shall forthwith cease to be a director.

ARTICLE VIII.
SPECIAL MEETINGS

Special meetings of the stockholders of this corporation may be called at any time by the president or by a majority of the board of directors, who shall cause to be mailed to each stockholder of record, a five (5) days' notice of such meeting. By unanimous consent of the stockholders, a special meeting may be held without notice at any time.

ARTICLE IX.
PRIVATE PROPERTY EXEMPT

The private property of the stockholders of this corporation shall at all times be exempt from any and all of the debts of this corporation.

ARTICLE X.
DURATION OF CHARTER

This corporation shall commence business as soon as a certificate of incorporation shall be issued to it by the Secretary of State of the State of Iowa, and shall continue for twenty (20) years thereafter, unless sooner dissolved by a majority vote of the capital stock then outstanding.

ARTICLE XI.
BY-LAWS

The Board of Directors of this corporation by a majority vote thereof of all the members, and without action on the part of the stockholders, may make, alter, amend or repeal By-Laws of the corporation.

ARTICLE XII.
POWERS OF DIRECTORS

The directors shall have the power to perform all of the general purposes and objects of this corporation as herein set out, and in addition thereto when authorized by a majority vote of the outstanding capital stock, the board of directors of this corporation shall have the power and authority to sell, assign, encumber, convey and otherwise dispose of all of the property of the corporation and the assets of the corporation at such price

and at terms and conditions as they shall prescribe.

ARTICLE XIII.
CONVEYANCE OF REAL ESTATE

Section 1. All conveyances of real estate made by this corporation shall be signed by the president and duly acknowledged by said officer.

Section 2. All mortgages, judgments and liens of any kind or description in favor of the corporation may be satisfied, released or assigned by either the president, or Secretary, or any officer of this corporation authorized by its By-Laws to make said satisfaction, release or assignment, and legally acknowledged by the officer making said satisfaction, release or assignment.

ARTICLE XIV.
AMENDMENTS

These Articles of Incorporation, except Article IX, may be amended at any annual meeting of the stockholders, or at any special meeting of the stockholders provided that no such amendment shall be made without the affirmative vote in its favor of the majority of the shares of the capital stock then outstanding.

ARTICLE XV.
COMMENCEMENT OF BUSINESS

This corporation may commence business as soon as the certificate of incorporation is issued by the Secretary of State of the State of Iowa, and at least ten (10) shares of capital stock of said corporation has been issued.

In Witness Whereof, we have signed and executed these Articles of Incorporation, by the terms of which we agree to be bound, this 12th day of November, 1956.

Harry F. Reed
Harold Travis
Fred Reed, Jr.
James H. Young
Chas. L. Crawford
Lyle W. Haines

STATE OF IOWA MADISON COUNTY)ss

On this 12th day of November, 1956, before me, Robert O. Frederick, a Notary Public in and for Madison County, State of Iowa, personally appeared Harry F. Reed, Fred Reed, Jr., Harold Travis, James H. Young, Chas. L. Crawford and Lyle W. Haines, to me personally known, who by me being duly sworn, did say that they are the persons described in and who executed the foregoing 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 written .

(Notarial Seal)

Robert O. Frederick Notary Public
in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book N-16, Page 301, Nov 13, 1956. Expires Nov. 13, 1976, Cert. No. 11405, Receipt No. 11405, Filed by Webster & Frederick, Attys, Winterset, Iowa. Filing Fee 35.00 Recording Fee 3.50 COMPARED Melvin D. Synhorst Secretary of State

E. H. Quick
To
The Public

#4268
Fee $1.00 G.H

Filed for record the 20 day of November A. D. 1956 at 4:45 o'clock P. M.
Mary E. Welty, Recorder

AFFIDAVIT

State of Iowa, Madison County) ss:

I, E. H. Quick, of said county and state, being first duly sworn on oath depose and say that I have been a resident of Madison County, Iowa, for more than 30 years last past and am well and personally acquainted with the Ethel Aletha Murphy for whom F. E. Murphy was appointed guardian on Apr. 28, 1922, as shown at Guardianship #1722, docketed in Guardianship Docket D, page 477, of the records in the office of the Clerk of the District Court of Madison County, Iowa, and know that she is the same and identical person as the Ethel Murphy, mentioned as the ward of said F. E. Murphy, Guardian, one of the grantees in the