of Main Street in St. Charles, Iowa, extended Westward, which South line is approximately 5 rods North of the North line of said SE¼ NE¼ of Section 23, thence West 11 rods and 6½ feet to a point due North of the place of beginning, thence South to the place of beginning.

That said record title holders and owners are in possession of said real estate and that their possession and the possession of their grantors and the predecessors in their record chain of title has been open, notorious, continuous, adverse and hostile under claim of right and color of title since prior to Jan. 1, 1940.

That I am well acquainted with the heirs at law of Frank F. Jones, deceased, and I know that Mae Schenck, an heir at law of Minnie Jones, deceased, is not an heir at law of the said Frank F. Jones, deceased.

Jno. N. Hartley Guardian of
John F. Jones, Incompetent

Subscribed in my presence and sworn to before me by the said Jno. N. Hartley, Guardian of John F. Jones, Incompetent, this 21st day of March, A. D. 1957.

(Notarial Seal)

Mabelle Smith Notary Public
within and for Madison County, Iowa.

The undersigned, one of the holders of the record title to and one of the parties in possession of the above described real estate, asks the County Recorder to record the above affidavit in support of his title to said real estate.

Jno. N. Hartley Guardian of
John F. Jones, Incompetent

I, Mary E. Welty, Recorder of Madison County, Iowa, 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.

COMPARED

Mary E. Welty
Recorder of Madison County, Iowa.

Winterset Development Commission, Inc,
To
The Public

#1475
Fee $ 5.40

V.G.H.

Filed for record the 2 day of April A. D. 1957 at 10:45 o'clock A. M.
Mary E. Welty, Recorder

RECEIVED 1957 MAR 19 AM 8:12
SECRETARY OF STATE IOWA

ARTICLES OF INCORPORATION OF

WINTERSET DEVELOPMENT COMMISSION, INCORPORATED

We, the undersigned, whose names are herewith subscribed, being citizens of the State of Iowa and of full age, for the purposes hereinafter stated, do hereby associate ourselves into a body corporate pursuant to the provisions of Chapter 504 of the Iowa Code of 1954 relating to corporations not for pecuniary profit, assuming for said corporation all the powers granted bodies corporate under said chapter and amendments thereto, and to that end adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I

Name and Place of Business

Tha name of the corporation shall be the Winterset Development Commission, Incorporated, and its principal place of business shall be in the City of Winterset, Madison County, Iowa.

ARTICLE II

Objects and Purposes

The general object of this corporation and the general purposes for which it is

organized are to promote the general welfare of the business, professional and community interests of the inhabitants of the City of Winterset, Iowa, and of the territory surrounding said city within the County of Madison. Its primary purpose is to conserve, improve, develop, promote, advance and expand existing industrial, commercial and professional enterprises in said locality; to attract and aid in securing the location of new industries in said locality by advertising and publicizing the industrial, cultural, labor, social and educational and physical advantages of said locality and to assist in the establishment thereof by locating, developing and making available suitable industrial sites and locations.

ARTICLE III.
Powers of the Corporation

This corporation shall have all the powers necessary for or incidental to the convenient and effective transaction of the business and the carrying out of the purposes for which it has been organized. Without limiting the generality of the foregoing it shall have the following specific powers;

1. To have perpetual succession;
2. To sue and be sued in its corporate name;
3. To exempt the private or individual property of its members from liability for the debts of the corporation;
4. To negotiate for and acquire by gift, purchase, bequest, devise, assignment or otherwise, any interest in real or personal property of every kind, nature or description whatsoever; to take, accept and hold such instruments of transfer, conveyance, pledge, mortgage deed or assignment as may be appropriate; to acquire and hold title and interest in any property acquired by it as absolute owner in fee thereof, as Director thereof, or otherwise; and to accept and/or execute all proper and appropriate contracts, receipts, deeds, bills of sale, assignments, real estate or chattel mortgages, and any and all other kinds of instruments necessary or appropriate to the convenient and effective exercise of this power;
5. To sell, rent, assign, mortgage, pledge, hypothecate, or alienate any portion or all of the property interests, real or personal, held by it, and to make and execute all proper and appropriate contracts, deeds, bills of sale, assignments, pledges, real estate or chattel mortgages, and any and all other kinds of instruments necessary or appropriate to the convenient and effect exercise of this power;
6. To borrow money and incur indebtedness for any of its corporate purposes and to issue any and all kinds of evidence of such indebtedness including certificates, notes, debentures, income and/or mortgage bonds;
7. To provide herein that no part of the earnings of this corporation shall inure to the benefit of its members.

The absence of a limitation upon the powers of the corporation or the exercise thereof shall not in any manner effect specific prohibitions in these Articles.

ARTICLE IV
Organization and Membership

There shall be no capital stock in the corporation.

All current members in good standing of the Winterset Chamber of Commerce, Winterset, Iowa, or any successor organization, corporate or non-corporate of the present Winterset Chamber of Commerce, as reflected by the minutes and records of the Secretary of said Chamber of Commerce, shall, by virtue of said membership, be voting members at large of this corporation.

The Board of Directors may authorize the issuance of such additional memberships as it may desire and by resolution direct.

The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or any other individual. Neither shall any of its funds, regardless of how raised or acquired be used for the purpose of influencing legislation by carrying on propaganda or in any other manner. All net earnings of this corporation shall be retained in the corporate treasury and shall be used in the furtherance of the objects and purposes for which the corporation is organized.

ARTICLE V
Exemption of Private Property

The members of this Corporation and their property shall be exempt from debts or obligations of the Corporation.

ARTICLE VI
Board of Directors

The business and affairs of this Corporation shall be conducted by a Board of no less than five, nor more than twelve Directors, all of whom shall be elected by the members at the annual meeting to be held in January of each year following the annual meeting of the Winterset Chamber of Commerce. Said meeting to take place at the general office of the corporation in the City of Winterset, Iowa. The president of the Winterset Chamber of Commerce shall, ex officio, be a member of the Board of Directors. The Board of Directors shall have general charge of the business and affairs of the corporation and all of the powers of this corporation are vested in its Board of Directors, except as provided by law and by the By-Laws of the corporation, and subject to such restricting of such powers as may be imposed, from time to time, by the members, either at an annual meeting or at a special meeting called therefor. The Board of Directors may by the affirmative vote of a majority of the voting members of the Board appoint standing committees and such standing committees shall have and may exercise such powers as may be conferred or authorized by the Board of Directors.

Until the annual meeting of the corporation in 1958, the number of directors shall be ten and the names of those comprising the Board of Directors and their addresses are as follows:

Alvin Meyer	Winterset, Iowa	John E. Gorman	Winterset, Iowa
Lowell L. Olson	Winterset, Iowa	George W. Lee	Winterset, Iowa
Ray E. Fowler	Winterset, Iowa	H. W. Callison	Winterset, Iowa
Gordon K. Darling	Winterset, Iowa	H. L. Paull	Winterset, Iowa
A. E. Emerson	Winterset, Iowa	Emery L. Goodenberger	Winterset, Iowa

ARTICLE VII
Officers

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors. They may, but are not required to be members of said Board or of the Corporation. They shall be elected for one year or until their successors are elected and qualify, but any officer shall be elibible for re-election.

Until the Annual Meeting of the Corporation in 1958, the following shall be the officers of the Corporation:

President	Mahlon R. Henderson
Vice President	William C. Johnson
Secretary	N. E. Kelley
Treasurer	E. C. Hansen

Each member shall be entitled to cast one vote at any election or on any subject before any annual or special meeting of the members and such vote may be cast either in person or by written proxy and is limited to one vote for each member.

ARTICLE VIII
Meetings

The Annual Meeting of the Corporation shall be held following the annual meeting of the Winterset Chamber of Commerce in January of each year. The election of the members of the Board of Directors, whose terms of office are to expire, shall be held at said annual meeting of the members of this Corporation.

Special meetings of the members of this Corporation may be called by the President or Secretary of the Corporation. Special meetings may be called on request of one-half of the members of the Corporation. Notice of special meetings specifying the purpose thereof and the nature of the business to be transacted thereat, shall be sent by mail to all members at least five days before the date of such meeting. Such notice shall also be sent all members of the Board of Directors who shall be entitled to attend such meeting and have the privilege of the floor, but shall have no vote in their capacity as directors.

A meeting of the Board of Directors of the Corporation shall be held following the regular annual meeting of the members. At such meeting the Board shall elect the officers for the ensuing year.

Regular and special meetings of the Board of Directors shall be held in accordance with the by-laws or as fixed by resolution of the Board.

Vacancies in the Board of Directors shall be filled by the remaining members of the Board.

ARTICLE IX
Immunity and Non-disqualification of Officers & Directors

In the absence of fraud, no contract or other transaction between this corporation and any other business entity, and no act of this corporation, shall in any way be invalidated or otherwise affected by the fact that one or more of the Directors of this corporation, is, or are, pecuniarily or otherwise interested in or are proprietors, partners, directors, officers or stockholders of such other business entity; further, any Director of this corporation individually, or any firm or association, of which any Director may be a proprietor, partner, director, officer or stockholder, may be a party or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof as shall be present, at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of this corporation who is also a proprietor, partner, director, officer or stockholder of such other firm or business entity, or who is so interested, may be counted in determining the existance of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction with like force and effect as if he were not so interested; provided, however, such Director may vote to authorize such a contract or transaction. In the absence of fraud, no Director shall be liable to account to this Corporation for any profit realized by him from or through any such contract or transaction of this Corporation, authorized as aforesaid, by reason of the fact that he, or any firm or association of which he is a member, or any corporation, of which he is a director, officer or stockholder, is, may be, or shall have been interested in such contract or transaction.

Each Director or officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by, or imposed upon, him in connection with, or rising out of, any action, suit or proceeding in which he may be involved or to which he may be a party, by reason of his being or having been a Director or officer of this Corporation, such expense to include the cost of a reasonable settlement

made with a view to curtailment of the costs of litigation. The corporation, however, shall not indemnify any director or officer with respect to matters as to which he shall have finally been adjudged in said action, suit or proceedings have been derelict in the performance of his duty as such director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled by law.

ARTICLE X
By-Laws

This Corporation may have by-laws not inconsistent with these Articles of Incorporation for the government, control and direction of the business of the Corporation, its officers, directors, or committees, which by-laws may be amended as shall be provided therein. They shall be adopted by the Board of Directors and reported to the members of the Corporation at the next annual meeting.

ARTICLE XI
Amendment of Articles

Article V of these Articles may not be amended. Any and all other Articles may be amended pursuant to the following procedure; The proposed amendment shall be approved by the Board of Directors and submitted to the mebers of the Corporation at any annual or special meeting called for that purpose. It shall then be voted on by the members of the Corporation present at such meeting and shall be adopted if two-thirds of the members present vote in favor of the amendment.

Any change in the provisions prohibiting participation of members, trustees or individuals in the income or property of the corporation shall work a dissolution of the Corporation with the consequences provided in Article XII.

ARTICLE XII
Dissolution

The corporation shall endure for a period of fifty (50) years unless sooner dissolved as in these Articles provided, or by operation of law. It may be dissolved by a vote of three-fourths (3/4) of its members.

In the event of dissolution, any net surplus of funds remaining in the treasury of the corporation after the payment of all debts and liabilities of the corporation, shall be paid over to the Chamber of Commerce of Winterset, Iowa, as such organization may exist at such time, or to such other non-profit corporation as is similarly engaged in promoting the best interests of the City of Winterset, Iowa, providing a majority of the quorum of members voting upon such dissolution shall by vote approve of such distribution. If such action shall be disapproved, the members thus convened shall by vote direct the distribution of such surplus, but may not do so in a manner that such surplus will inure to the benefit of any private individual or entity, and such distribution shall be made in a manner beneficial to the City of Winterset, Iowa.

Witness our signatures this 16th day of March A. D. 1957.

Mahlon Henderson
Clifton W. Smith
Francis O. Winjum
Gilbert C. Goettsch
N. E. Kelley
E. C. Hansen
Donald J. Penner
Lowell L. Olson
A. E. Emerson
William C. Johnson
John E. Gorman
Bernard E. Wight

STATE OF IOWA MADISON COUNTY) ss

On this 16 day of March A. D. 1957, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Mahlon Henderson, Clifton W. Smith, Francis O. Winjum, Gilbert C. Goettsch, N. E. Kelley, E. C. Hansen, Donald J. Penner, Lowell L. Olson, A. E. Emerson, William C. Johnson, John E. Gorman, Bernard E. Wight, to me known to be the identical persons named in and who executed the foregoing Articles of Incorporation, and each of himself acknowledged the execution of the same for the

purposes therein set forth as his voluntary act and deed.

(Notarial Seal) Gordon K. Darling Notary Public in and for said County.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 3-B, Page 174, Mar 19, 1957 Expires Mar 10-2007, Cert No. 11917, Receipt No. 11917, Filed by Gordon K. Darling, Atty, Winterset, Iowa. Filing Fee 5.00 Recording Fee - Melvin D. Synhorst Secretary of State COMPARED

Doris McKinzie To The Public

#1528

Fee $1.20 V G.H.

Filed for record the 4 day of April A. D. 1957 at 4:15 o'clock P. M.

Mary E. Welty, Recorder

AFFIDAVIT

STATE OF IOWA MADISON COUNTY) ss

I, Doris McKinzie, being first duly sworn on oath depose and say, that I am the record titleholder and owner of the following described real estate, to-wit:

Block One (1) of Barker's Second Addition to the Original Town of Macksburg, Iowa; and commencing at the Southwest Corner of Block One (1) of Barker's Second Addition to the Original Town of Macksburg, Iowa, running thence South 150 feet to the Northwest Corner of Block Two (2) of said Addition, thence East 544½ feet, thence North 150 feet, thence West 544½ feet to the place of beginning, excepting therefrom a tract described as follows: Commencing at the Northwest Corner of said Block Two (2), running thence North 32 feet, thence East 80 feet, thence South 32 feet, thence West 80 feet to the place of beginning; and Lot Thirteen (13) in Block Five (5) of Barker's Second Addition to the Town of Macksburg, Iowa.

that I am in possession of said real estate and that my possession and the possession of my grantors and predecessors in our record chain of title has been open, notorious, continuous, adverse and hostile to claim of right and color of title since prior to January 1, 1940.

I further depose and say that the dwelling house and all building improvements on said real estate are located solely on Block One (1) of Barker's Second Addition to the Original Town of Macksburg, Iowa.

Dated this 21st day of April, 1956.

Doris McKinzie

Subscribed and sworn to before me this 21st day of April, 1956.

(Notarial Seal) Robert O. Frederick Notary Public in and for Madison County, Iowa.

The undersigned, Doris McKinzie, holder of the record title to and the party in possession of the above described real estate asks the County Recorder to record the above affidavit in support of her title to said real estate.

Doris McKinzie

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, as set forth therein, in accordance with the provisions of Section 614.17 of the Code of Iowa, 1954.

COMPARED

Mary E. Welty
Recorder of Madison County, Iowa.

Winterset Motor Company To The Public

#1545

Fee $1.00 V G.H.

Filed for record the 6 day of April A. D. 1957 at 10:15 o'clock A. M.

Mary E. Welty, Recorder

AFFIDAVIT OF PUBLICATION

RECEIVED 1957 Mar 25 AM 9:03
SECRETARY OF STATE IOWA

State of Iowa Madison County) ss.

J. C. Moore being duly sworn says he is Publisher of The Winterset Madisonian, a weekly newspaper of general circulation, published in Winterset, Iowa, and that the notice, a copy of which is annexed and made part hereof, was correctly published in said newspaper for the period of 4 consecutive weeks, the last publication thereof being