St. Charles Farm & Lumber Store, Inc. #1609 Filed for record the 10 day of April
To A. D. 1957 at 10:15 o'clock A. M.

The Public Fee $3.00 Mary E. Welty, Recorder

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SECRETARY OF STATE IOWA

ARTICLES OF INCORPORATION OF ST. CHARLES

FARM & LUMBER STORE, INC.

We, whose names are hereunto subscribed, associate ourselves in a body corporate under the provisions of Chapter 491, Code of Iowa, assuming all the powers, rights and privileges granted bodies corporate, and all the duties and obligations imposed by the laws of Iowa and do adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of this corporation shall be: ST. CHARLES FARM & LUMBER STORE, INC.

ARTICLE II.

The principal place of business of this corporation shall be at St. Charles, Madison County, Iowa.

ARTICLE III.

The objects and purposes of this corporation shall be; to buy, sell and generally deal in lumber products, hardware, home equipment, supplies, and other merchandise of all kinds and character; to manufacture, repair, service and maintain such articles and goods; to secure letters patent and manufacturing and distributing rights; to buy, sell, make contracts for and generally deal in any and all kinds of merchandise, products and property which may be useful in, or in any manner incidental or connected with the conduct of such business.

It shall also have the power to acquire, own, sell, pledge, mortgage and lease such real and personal property, including shares of stock in this or other corporations, as may be deemed necessary or convenient in carrying on said business, and the further right to do all things necessary, proper or convenient to be done to carry out the purposes for which it is organized.

It shall have the power to borrow money for any of the purposes of this corporation and to issue its notes, bonds or other obligations therefor and to secure the same by pledge or mortgage of the whole or any part of the property, real or personal, of the corporation.

The foregoing enumeration of specific powers is not intended and shall not be construed, to limit or restrict in any manner the power of the corporation and each separate power so granted is intended to operate as an independent power and in furtherance of and not as a limitation on any other grant or power expressed herein or conferred by the laws of the State of Iowa.

ARTICLE IV

The powers of this corporation may be exercised, not only in Iowa but in any other state or states of the United States and its officers are authorized to secure legal authority to do business in any of such states.

ARTICLE V

All conveyances of real property made by the corporation shall be executed by the President and counter signed by the Secretary and all releases of mortgages, liens, judgements or other claims that are required by law to be made of record may be executed by the President, Vice President or Secretary of the corporation.

ARTICLE VI

The authorized capital stock of this corporation is Thirty-five Thousand Dollars

($35,000.00) divided into shares of the par value of One Hundred dollars ($100.00) each.

The capital stock authorized may be increased by the affirmative vote of two-third (2/3) in interest of all of the Stockholders by the adoption of an amendment to these articles. When the outstanding capital is increased, the additional shares shall be offered to the existing stockholders proportionately to their holdings at not less then par.

ARTICLE VII

The corporation shall commence business as soon as a Certificate of Incorporation has been issued by the Secretary of State of the State of Iowa and shall continue for twenty years thereafter, unless sooner dissolved, which may be done at any regular or special meeting of the stockholders by a vote of a majority of the outstanding capital stock.

ARTICLE VIII

The number of directors of this corporation shall be any number not to exceed five, as may be provided from time to time by the By-laws. of the corporation. Directors need not be stockholders.

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, and such other officers as my be provided from time to time by the By-laws of the corporation. One person may hold one or more offices. Officers need not be directors or stockholders.

Directors shall be elected at the annual stockholders meeting and shall hold their offices until the next succeeding stockholders meeting and until their successors may be elected and qualified.

Officers shall be elected at the annual meeting of the Board of Directors and shall hold their offices until the next annual meeting of the Board of Directors and until their successors shall be elected and qualified.

Provided that any director or officer may be removed from office at any time by a majority vote of the entire Board of Directors.

Vacancies occurring in the Board of Directors may be filled by vote of the remaining member or members thereof, or a majority of such remaining members, and vacancies occurring in any of the offices of the corporation may be filled by a majority vote of the entire Board of Directors.

Until the first annual meeting of the stockholders, which shall be held on the 3rd Monday in January of 1958, the following persons shall be directors:

NAME	ADDRESS
Jennie A. Sayre	St. Charles, Iowa
Jack A. Sayre	115 Glenview Drive Des Moines, Iowa
S. Rex Sayre	930 Mississippi Ave. Davenport, Iowa
Grant Llewellyn	St. Charles, Iowa

and the following persons shall be officers:

President	Jack A. Sayre	Address- 115 Glenview Drive Des Moines, Iowa
Vice-President	Jennie A. Sayre	Address- St. Charles, Iowa
Secretary	S. Rex Sayre	Address- 930 Mississippi Ave. Davenport, Iowa
Treasurer	Jennie A. Sayre	Address- St. Charles, Iowa

ARTICLE IX

The regular annual meeting of the stockholders shall be held on the third Monday in January of each year and the annual directors meeting immediately thereafter.

Special stockholders' meeting may be called at any time by the President or a member of the officers or stockholders, by written notice served personally or deposited in the United States mail, addressed to each shareholder at his address, as shown by the Stock book of the corporation, stating the time and place of the meeting, at least five days

before such date.

Each share of stock shall be entitled to one vote at stockholders meetings. Stockholders representing a majority of the outstanding capital stock shall constitute a quorum, but less than a quorum may adjourn a meeting of stockholders to a time and place then to be fixed. Votes shall be either in person or by written proxy filed with the Secretary.

Special directors meetings may be called by any of the officers by giving three days' written notice in the manner above set out for stockholders meetings.

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but less than a quorum may adjourn a meeting of the Board of Directors to a time and place then to be fixed.

Any notices in these Articles provide for may be waived in writing by the person otherwise entitled to receive such notice.

ARTICLE X

These Articles may be amended by an affirmative vote of the holders of the majority of the outstanding paid up capital stock, at any annual meeting of the stockholders or special meeting called for that purpose and filing the same, as provided by the Statutes of Iowa.

ARTICLE XI

Neither the stockholders nor their private property, shall be liable for debts or obligations of the corporation.

ARTICLE XII

The Board of Directors may make or amend By-laws by a majority vote.

ARTICLE XIII

The corporation may have a corporate seal.

The shares of stock of the corporation shall be transferable only on the books of the corporation by either the Secretary or President and upon surrender of the certificate representing the shares so transferred.

The corporation shall have a lien on all the shares of any stockholder, for any indebtedness of such stockholder to the corporation.

Dated this 21st day of March A.D., 1957.

Jack A. Sayre Incorporator
Jennie A. Sayre Incorporator

STATE OF IOWA MADISON COUNTY) SS

On this 21st day of March, 1957, before me, the undersigned, a Notary Public in and for Madison County, Iowa, personally appeared Jennie A. Sayre and Jack A. Sayre, to me personally known to be the persons named in and who executed the foregoing Articles of Incorporation as Incorporators, and acknowledged that they executed the same as their voluntary act and deed.

(NOTARIAL SEAL)

Shirley A. Webster Notary Public
in and for Madison County

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book S-16, Page 269, Mar 29 1957 Expires Mar 29-1977
Cert. No 11974 Receipt No. 11924 Filed by Webster & Frederick, Attys, Winterset, Iowa
Filing Fee 5.00 Recording Fee 3.00 Melvin D. Synhorst Secretary of State

COMPARED