Grip-Tite Manufacturing Co., Inc. #496
To
The Public

Fee $4.40

Filed for record the 27 day of January A. D. 1959 at 1:00 o'clock P. M.
Mary E. Welty, Recorder
Shirley G. Henry, Deputy

√G.H.

ARTICLES OF INCORPORATION OF
GRIP-TITE MANUFACTURING CO., INC.

RECEIVED
1959 JAN 12 AM 8:39
SECRETARY OF STATE IOWA

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have formed a body corporate under the provisions of Chapter 491 of the 1958 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 GRIP-TITE MANUFACTURING CO., INC and its principal place of business shall be at Winterset, Madison County, Iowa.

ARTICLE II

POWERS AND OBJECTS OF THE CORPORATION

The general nature of the business and the objects and purposes for which the corporation is formed shall be:

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing,buying, selling and dealing in goods, wares, and merchandise of every class and description.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges; subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States of America, its territories or any foreign country; to sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, concessions, licenses, inventions, or other rights or privileges, either in the United States of America, its territories or any foreign country; to manufacture and produce and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced, or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

To purchase, lease, or otherwise acquire lands or rights in lands belived to contain petroleum, oils and gas; to improve, sell, mortgage, lease or otherwise dispose of the same; to prospect and drill for, pump, pipe, store, refine and sell both at wholesale and retail oil, gas, and petroleum products in general; to construct any and all buildings, pipelines, pumping stations, storage tanks, and any or all other buildings or structures which may be necessary, advantageous, or incidental to the conduct of the said business; to act as a Trustee for holders of oil lands, to receive and disburse funds to be used for drilling for the common benefit of said land holders, or to participate in such a venture in any capacity.

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein wherever situated.

To sell, convey, mortgage, encumber, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

To purchase or otherwise acquire, own, hold, vote, sell, encumber, or otherwise dispose of and deal in and with shares or other interests in or obligations of domestic and

foreign corporations including this corporation, associations, partnerships or individuals, direct or indirect obligations of the United States of America or any state, district, municipality or instrumentality thereof; and through the use of said shares or interests to hold, operate or control other corporations as subsidiaries as it may appear necessary or advantageous to the conduct of any of the businesses in which this corporation may engage.

To make contracts and guarantees, incur liabilities and borrow money, to issue notes, bonds and other obligations of the corporation and to secure any obligation of the corporation by mortgage or pledge of any or all of its property, franchises or income and to guarantee the obligations of other persons.

To lend money to or otherwise assist its employees, officers and directors.

To have and to exercise all other powers necessary or incident to carry out its corporate purposes, and to exercise all other powers permitted by law and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character under the laws of the State of Iowa.

This corporation shall have an appropriate corporate seal.

ARTICLE III

RIGHT TO DO BUSINESS OUTSIDE OF STATE

This corporation may perform any part of its business outside the State of Iowa in other states and territories of the United States of America or in any foreign country.

ARTICLE IV

CAPITAL STOCK

The amount of authorized capital stock of this corporation shall be, to-wit: One Hundred Fifty-Thousand Dollars ($150,000) divided into fifteen hundred (1500) shares 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 property in accordance with the laws of the State of Iowa. The capital stock of this corporation shall be non-assessable.

ARTICLE V

DIRECTORS

The affairs of this corporation shall be conducted by a Board of not less than Two (2) nor more than Five (5) 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 then outstanding shares of stock. Unless otherwise fixed as aforesaid, the Board of Directors shall consist of Four (4) directors. The directors shall hold office for One (1) year or until their successors are chosen and have qualified. The directors of the corporation shall be elected by a majority vote of the outstanding shares of stock at each annual meeting of the corporation. If a vacancy occurs in the Board of Directors during the year, it shall be filled by a majority vote of the surviving members of the Board of Directors. Each director of this corporation shall be a stockholder therein. If any director ceases to be a stockholder, he shall forthwith cease to be a director.

ARTICLE VI

OFFICERS

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer. Two (2) or more offices may be held by the same person at the same time. The officers of the corporation shall be elected by a majority vote of the directors of the corporation at the first meeting of the Board of Directors following the annual meeting of the stockholders. Officers shall hold office for one 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 VII

INITIAL OFFICERS AND DIRECTORS

Until the first annual meeting 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	Will C. Johnson	Winterset, Iowa
Vice President	Goldie M. Johnson	Winterset, Iowa
Secretary	Clarence E. Johnson	Winterset, Iowa
Treasurer	Dwight G. Johnson	Winterset, Iowa

DIRECTORS

Will C. Johnson	Winterset, Iowa
Goldie M. Johnson	Winterset, Iowa
Clarence E. Johnson	Winterset, Iowa
Dwight G. Johnson	Winterset, Iowa

ARTICLE VIII

ANNUAL MEETINGS

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

ARTICLE IX

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 X

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 XI

DURATION OF CHARTER

This corporation shall continue for Twenty (20) years from the date the Certificate of Incorporation is issued by the Secretary of the State of Iowa unless sooner dissolved by a majority vote of the capital stock then outstanding.

ARTICLE XII

BY-LAWS

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

ARTICLE XIII

POWERS OF DIRECTORS

The directors shall have the power to perform and carry out all of the purposes and objects of this corporation as herein set out and, in addition thereto, when authorized by a majority vote of the then outstanding capital stock, the Board of Directors of this corporation shall have the power and authority to liquidate this corporation.

ARTICLE XIV

CONVEYANCE OF REAL PROPERTY AND EXECUTION OF INSTRUMENTS

All conveyances and encumbrances of real property made by this corporation shall be

executed by the President and countersigned by the Secretary. All releases of liens, judgments and other claims that are required by law to be made of record shall be executed by either the President or the Secretary of the corporation. All certificates of capital stock shall be executed by the President and countersigned by the Secretary. All transfers, assignments, and other instruments dealing with personal property or the affairs of the corporation may be executed by either the President or the Secretary. The exercise of any of the aforesaid powers by either the President or the Secretary, as the case may be, shall bind the corporation.

ARTICLE XV

AMENDMENTS

These Articles of Incorporation EXCEPT ARTICLE X may be amended at any annual or special meeting of the stockholders provided that no such amendment shall be made without the affirmative vote in its favor of a majority of the shares of capital stock then outstanding. ARTICLE X shall not be amended except by a unanimous vote of all the shares of capital stock then outstanding.

ARTICLE XVI

COMMENCEMENT OF BUSINESS

This corporation shall 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 this corporation have been issued.

IN WITNESS WHEREOF we have signed and executed these Articles of Incorporation by the terms of which we agreed to be bound this 9th day of January, 1959.

Will C. Johnson
Will C. Johnson — Winterset
Goldie M. Johnson
Goldie M. Johnson — Winterset
Clarence E. Johnson
Clarence E. Johnson — Winterset
Dwight G. Johnson
Dwight G. Johnson — Winterset

STATE OF IOWA MADISON COUNTY) ss

On this 9th day of January, 1959, before me, Lewis H. Jordan, a Notary Public in and for Madison County, State of Iowa, personally appeared Will C. Johnson, Goldie M. Johnson Clarence E. Johnson and Dwight G. Johnson, 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)

Lewis H. Jordan Notary Public
in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book Q-17, Page 682 Jan 12 1959 Expires Jan 12 1979, Cert. No. 15166, Receipt No. 15166 Filed by Webster & Fredericks Attys Winterset, Iowa Filing Fee 165.00 Recording Fee 4.00 Melvin D. Synhorst Secretary of State

COMPARED

Squire J. Crawford #712
To
The Public

Fee $1.20

Filed for record the 10 day of February A. D. 1959 at 3:05 o'clock P. M.
Mary E. Welty, Recorder VGH

AFFIDAVIT OF POSSESSION

State of Iowa, Madison County.):

I, Squire J. Crawford, being first duly sworn on oath depose and state that I am the record title holder and owner of