papers or proceedings in said Estate of Claude E. Nicholson, Deceased, the names Lyle Nicholson and Lysle Nicholson appear, they refer to one and the same person, the said Lysle Nicholson whose estate is No. 42,871 Probate in Polk County, Iowa, District Court, and that, wherever in the chain of title to the real estate in the City of Winterset, in Madison County, Iowa, described as East Half of the West Two-thirds of Lot One (1), in Block Twenty-three (23) of the Original Town of Winterset, Iowa, the names Lyle Nicholson and Lysle Nicholson appear, they refer to one and the same person, the said Lysle Nicholson whose estate is No. 42,871 Probate in Polk County, Iowa; that said Mary Nicholson was duly appointed Administratrix of the estate of said Lysle Nicholson in Polk County, Iowa, District Court, and has served as such administratrix, and I have acted as attorney for said administratrix in said estate from the opening of said estate, and I know the facts with reference to said estate; that all expenses of the last sickness and funeral and burial of said Lysle Nicholson have been paid, and there are no unpaid claims in his estate, and the time for filing claims in said estate has expired; that all of the property owned by said Lysle Nicholson at his death, including all property owned in joint tenancy, or joint ownership of any kind, was worth less than $15,000.00 in value, and said Mary Nicholson, as surviving spouse, takes all of the property of said estate of Lysle Nicholson deceased, and as surviving joint tenant or joint owner, and that order of Court, with the consent of the State Tax Commission of Iowa, has been entered in said estate showing freedom from any inheritance tax liability; that said Mary Nicholson has not remarried since the death of said Lysle Nicholson; that wherever in the chain of title to said real estate in the City of Winterset, in Madison County, Iowa, described as East Half of the West Two-thirds of Lot One (1), in Block Twenty-three (23) of the Original Town of Winterset, Iowa, the names Mary Mattison and Mary Matteson appear, they refer to one and the same person, the said Mary Matteson who is mentioned hereinbefore as a niece of said Lysle Nicholson, the correct spelling of her name being Mary Matteson; that the correct spelling of the name of said person named and referred to as Lysle Nicholson, and also as Lyle Nicholson, is Lysle Nicholson.

Dated at Winterset, Iowa, the 27th day of June, 1959.

Gordon K. Darling

Subscribed in my presence and sworn to before me by said Gordon K. Darling this 27th day of June, 1959.

(DISTRICT COURT SEAL)

Marguerite Morrissey Clerk
of District Court, Madison County, Iowa.

COMPARED

Horton Nursing Home of Winterset, Incorporated
To
The Public

#2704
Fee $3.60

Filed for record the 8 day of July A. D. 1959 at 10:20 o'clock A. M.
Mary E. Welty, Recorder

ARTICLES OF INCORPORATION OF HORTON NURSING HOME OF WINTERSET, INCORPORATED

RECEIVED
1959 JUN 29 AM 9:06
SECRETARY OF STATE IOWA

We, whose names are hereunto subscribed, associate ourselves in a body corporate under the provisions of Chapter 491, Code of Iowa (1958), and acts amendatory thereto, 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. NAME OF CORPORATION

The name of this corporation shall be: HORTON NURSING HOME OF WINTERSET, INCORPORATED

ARTICLE II. PLACE OF BUSINESS

The principal place of business of this corporation shall be at Winterset in the County of Madison and state of Iowa.

ARTICLE III. POWERS AND OBJECTS.

The general nature of the business of this corporation shall be to own, lease, operate and manage nursing home or homes for the care, nursing and custody of aged, indigent or infirm persons and such other persons as the Board of Directors of said corporation shall desire; to buy, sell or maintain ownership of such property, merchandise, fixtures or assets as may be desired and to do all things reasonable and necessary for the conduct of said business, for the expansion thereof, and for the engagement in business deemed related thereto, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee, or otherwise.

The corporation shall have the right to buy, hold, sell and convey personal property and such real estate as may be necessary or convenient for the proper conduct of the affairs of the corporation, 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. This corporation shall have and exercise the usual powers of corporations and any and all powers granted to corporations under and by virtue of the laws of the State of Iowa.

All conveyances of real property made by the corporation shall be executed by the president and countersigned by the secretary with an impression of the corporate seal attached, if the corporation has a seal; and all releases of mortgages, liens, judgments 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 IV. AUTHORIZED CAPITAL STOCK

The authorized capital stock of this corporation is twenty-five thousand Dollars ($25,000.00) divided into two hundred fifty (250) shares of the par value of One Hundred Dollars ($100.00) each.

The corporation may commence business when $3,000 in stock has been issued. No stock shall be issued until the corporation has received payment in full therefor at par in cash or property; provided, however, that when stock is to be issued for anything other than money, it must be subject to the approval of the Executive Council of Iowa, as provided in Section 492.6, Code of Iowa.

The capital stock authorized may be increased by the affirmative vote of three-fourths (3/4) in interest of all 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 than par.

ARTICLE V. DURATION.

The corporate period of this corporation shall begin on the date the Secretary of State issues a certificate of incorporation, and shall terminate at the expiration of twenty (20) years from said date, with the right of renewal as provided by law, unless sooner dissolved by the affirmative vote of three-fourths (3/4) stockholders in interest at any annual meeting, or at a special meeting called for that purpose or by unanimous consent as provided by law.

ARTICLE VI. OFFICERS.

The affairs of this corporation shall be managed by a board of not less than two (2) nor more than seven (7) directors who, except as hereinafter provided by these Articles in respect to original directors, shall be elected by and from the stockholders at the elections provided for in Article VII. The directors so elected shall elect a president, a Vice-president, a secretary, and a treasurer, and such other officers, including an executive committee, as they may see fit or as may be provided for in the by-laws. The directors shall elect such officers annually at a meeting of the directors immediately

following and on the same day as the annual meeting of the stockholders, or as soon as practicable after adjournment of said meeting.

ARTICLE VII. ANNUAL ELECTION

The election of directors shall take place at each annual meeting of the stockholders on the 15th day of July of each year. Until the first annual meeting of the stockholders which shall be held on the 15 day of July, 1960, the following persons shall be directors:

NAME	ADDRESS
C. B. Horton	1542 Magnolia Way, Seattle, Washington
Ervin E. Smith	Winterset, Iowa
L. C. Shepard	Logan, Iowa
C. B. Kirsch	8th & Chester, Bremerton, Washington
Maynard Morehouse	8th & Chester, Bremerton, Washington

and the following persons shall be officers:

President	C. B. Horton	Address 1542 Magnolia Way Seattle, Washington
Vice President	L. C. Shepard	Address Logan, Iowa
Secretary	Ervin E. Smith	Address Winterset, Iowa
Treasurer	Ervin E. Smith	Address Winterset, Iowa

All directors and officers of this corporation shall hold office for the term of one year or until their successors are elected and have qualified. Every director shall be a stockholder and if any director shall sell or transfer his stock in this corporation he shall at once cease to be a director. The board of directors may fill all vacancies occurring in its membership between annual elections by the appointment of qualified persons to hold office for the remainder of the term. Special meetings of the stockholders may be called at any time by the President. Special meetings of the stockholders shall be called by the President upon the request of stockholders representing one hundred (100) shares of stock; and in case of his neglect or refusal, when so requested, to call such a meeting, the stockholders owning stock to the amount of a majority of shares issued may join in a call of a special meeting of stockholders, and such meeting when called and assembled shall possess the same authority as though called by the President. Notice of every special meeting shall be given to each stockholder of record by the President or Secretary or by the stockholders calling such meeting at least ten (10) days prior to the date thereof. Such notice may be in person or in writing, but any stockholder may waive notice. Written notice to any stockholder shall be deemed given, completed, and served when such notice, addressed to the last known address of the stockholder as such address may be shown on the records of the corporation, is deposited in the United States mail at Winterset, Iowa, postage prepaid, at least ten (10) days before said meeting. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him and standing in his name on the corporate records, which vote he may cast in person or by written proxy.

ARTICLE VIII. PRIVATE PROPERTY EXEMPT.

The private property of the stockholders shall forever be exempt from corporate debts and liabilities.

This Article shall not be changed except by unanimous consent of all stockholders in interest.

ARTICLE IX. ISSUE OF STOCK.

All stock when issued by the corporation shall be fully paid up and non-assessable.

ARTICLE X. AMENDMENT OF BY LAWS.

The corporation, acting by and through its stockholders, may make and alter by-laws at pleasure, and may authorize the board of directors to do so, subject to such restrictions as may be deemed advisable.

ARTICLE XI. AMENDMENT OF ARTICLES.

Amendments of these Articles, except Article VIII, may be made at any annual meeting of the stockholders, or at a special meeting called for that purpose, by the affirmative vote of three-fourths (3/4) of all stockholders in interest.

Dated this- - day of - - 1959.

INCORPORATORS	ADDRESS
C. B. Horton	1542 Magnolia Way, Seattle, Wash.
Ervin E. Smith	Winterset, Iowa
L. C. Shepard	Logan, Iowa
C. B. Kirsch	8th & Chester, Bremerton, Washington
M. J. Morehouse	8th & Chester, Bremerton, Washington

STATE OF IOWA MADISON COUNTY) SS

BE IT REMEMBERED, that on this 26 day of June 1959, before me, a Notary Public in and for said County and State, personally appeared Ervin E. Smith and L. C. Shepard said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and each for himself acknowleged the execution of said Articles of Incorporation to be his free and voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and notarial seal at Winterset in the County of Madison, State of Iowa, the day and year last above written.

(NOTARIAL SEAL)

Gordon K. Darling Notary Public
in and for Madison County, Iowa.

STATE OF WASHINGTON KITSAP COUNTY) SS

BE IT REMEMBERED, that on this 19th day of June 1959, before me, a Notary Public in and for said County and State, personally appeared C. B. Horton, C. B. Kirsch anu M. J. Morehouse said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and each for himself acknowledged the execution of said Articles of Incorporation to be his free and voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and notarial seal at Bremerton in the County of Kitsap, State of Washington, the day and year last above written.

(NOTARIAL SEAL)

W. A. Buffington Notary Public
in and for Kitsap County, Washington

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book Z-17, Page 684, June 29, 1959 Expires June 29, 1979
Cert. No. 13168 Receipt No. 13168 Filed by Gordon K. Darling Atty Winterset, Iowa
Filing Fee 40.00 Recording Fee 2.50 Melvin D. Synhorst Secretary of State

COMPARED

Alfred M. Porter
To
The Public

#2758
Fee $1.20

Filed for record the 14 day of July A. D. 1959 at 3:40 o'clock P. M.
Mary E. Welty, Recorder
Shirley G. Henry, Deputy

VGH.

AFFIDAVIT EXPLANATORY OF TITLE

STATE OF IOWA MADISON COUNTY) SS.

I, Alfred M. Porter, being first duly sworn on oath depose and state:

1. That my father, James A. Porter, died intestate on June 17, 1919, a resident of Madison County, Iowa; that at the time of his death he was the owner of the following described real estate:

Lots Forty-four (44) and Forty-five (45) of the Northeast Quarter (¼) of the Northwest Quarter (¼) of Section Eleven (11) in Township Seventy-four (74) North of Range Twenty-seven (27) West of the 5th P. M.

2. That the estate of the said James A. Porter was never administered upon and that all his debts and claims against him have been paid, including the expense of last sickness and burial.