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SECRETARY OF STATE

nor the holders of the Preferred Stock shall have any right under any circumstances to vote in any election for directors or upon any subject or proposal with respect to which the Iowa Business Corporation Act does not affirmatively entitle them to vote. The holders of the Class A Voting Common Stock will be entitled to receive the net assets of the corporation upon dissolution.

(3) - All or any part of the shares of the Voting Common Stock, Non-Voting Common Stock and Preferred Stock may be issued by the corporation from time to time and for such consideration as may be determined upon and affixed by the Board of Directors, as provided by law, with due regard to the interests of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid. Authority is hereby vested in the Board of Directors to divide and issue One Hundred Thousand (100,000) shares of Preferred Stock presently authorized, but not hitherto issued into series and, prior to the issuance of each such series, to fix and determine the variations and the relative rights and

preferences as between such series. Any or all of these series of any such preferred class of stock, and the variations and the relative rights and preferences as between different series shall be so fixed and determined, but all shares of Preferred Stock shall be identical, except as to the following relative rights and preferences, as to which there may be variations as between each series; (a) The rate of dividends; (b) The price at and the terms and conditions on which shares may be redeemed; (c) The amount payable upon shares in the event of liquidation, voluntary or involuntary; (d) Sinking fund provisions for the redemption of purchase of shares; (e) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion; (f) Whether or not the dividends on such shares shall be declared payable in common stock of the corporation. The Board of Directors shall adopt a resolution setting forth the designation of each series and fixing

and determining the relative rights and preferences thereof; upon the filing in the office of the Secretary of State of the State of Iowa

of the statement required by the Iowa Business Corporation Act, such resolution shall become effective and shall become a part of these Articles of Incorporation.

IV. The street address of the corporation's initial registered office is Suite One, 223 West Main Street, in the City of Manchester, Iowa, 52057; and the name of its initial registered agent at that office is Randle Fiddelke.

V. The number of directors constituting the initial Board of Directors of the corporation is two, and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Randle Fiddelke	Rural Route #3 Manchester, Iowa 52057
Ben R. Breitbach	223 West Main Street Manchester, Iowa 52057

VI. The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Randle Fiddelke	Rural Route #3 Manchester, Iowa 52057
Ben R. Breitbach	223 West Main Street Manchester, Iowa 52057

VII. The name and address of the initial officers of the corporation who shall serve until the first meeting of the Board of Directors, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Randle Fiddelke	President	Rural Route #3 Manchester, Iowa 52057
Ben R. Breitbach	Vice President	223 West Main Street Manchester, Iowa 52057
Ben R. Breitbach	Secretary	223 West Main Street Manchester, Iowa 52057
Randle Fiddelke	Treasurer	Rural Route #3 Manchester, Iowa 52057

VIII. Pursuant to the provisions of Section 493B.832 of the Iowa

Business Corporation Act, this corporation contains a provision eliminating the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that said limitation does not eliminate the liability of a director for a breach of the director's duty of loyalty to the corporation or its shareholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for a

transaction from which the director derives an improper personal benefit or under Section 493B.833 of the Iowa Business Corporation Act. This provision does not in any way limit the corporation to participate and make decisions concerning indemnification pursuant to the provisions of Section 493B.850 et seq. of the Iowa Business Corporation Act.

IX. The corporation reserves the right from time to time to amend,

alter, repeal, or add any provision to its Articles of Incorporation, in the manner now or hereafter prescribed by law. At any meeting of the shareholders at which a proposed amendment is duly submitted in the manner prescribed by law, modifications or revisions of such proposed amendment may be submitted, voted upon and adopted at such meeting and in the manner and to the same affect as the original proposed amendment.

X. The initial By-Laws of the corporation shall be adopted by

its Board of Directors. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors. XI. The By-Laws may contain any provisions restricting the transfer of shares.

1990.

DATED AT MANCHESTER, IOWA, this 17th day of January,

Randle Fiddelke
Incorporator

Ben R. Breitbach
Incorporator

STATE OF IOWA)
) ss.
DELAWARE COUNTY)

I, Randle Fiddelke, being first duly sworn on oath, depose and state that I am an incorporator named in the foregoing Articles of Incorporation of Centerville Properties, Inc.; that I have read same and the statements and allegations contained therein are true as I verily believe.

Randle Fiddelke
Randle Fiddelke

Subscribed and sworn to before me this 17th day of January, 1990.



Ann McMahon Whitman
Notary Public in and for the State of Iowa.

STATE OF IOWA)
) ss.
DELAWARE COUNTY)

I, Ben R. Breitbach, being first duly sworn on oath, depose and state that I am an incorporator named in the foregoing Articles of Incorporation of Centerville Properties, Inc.; that I have read same and the statements and allegations contained therein are true as I verily believe.

Ben R. Breitbach
Ben R. Breitbach

Subscribed and sworn to before me this 17th day of January, 1990.



Ann McMahon Whitman
Notary Public in and for the State of Iowa.

Receipt No. R140355



SECRETARY OF STATE

490 DP-140548
SWIFT AND SWIFT
ATTN: DANIEL H. SWIFT
108 N. MADISON ST, DRAWER D
MANCHESTER, IA 52057

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Incorporation

The document was filed on Jan. 23, 1990, at 16:22.

The amount of \$50.00 was received in full payment of the filing fee.

SECRETARY OF STATE

Daine D. Oyster