

FILE No. 1891 FILED FOR RECORD THE 1 DAY OF STATE OF IOWA CLAYTON COUNTY  
RECORDING FEE \$ 15.00 SEPTEMBER 19 88 AT 9:50 By Joan Helsh Recorder  
O'CLOCK A M. BOOK 36 PAGE 422-424 Deputy

ARTICLES OF INCORPORATION  
OF  
MANCHESTER STATION, INCORPORATED

We, the undersigned person(s), acting as incorporators of a corporation organized under the Iowa Business Corporation Act, Chapter 496A, Code of Iowa (1987) hereby adopt the following Articles of Incorporation for such corporation.

I. The name of the corporation is Manchester Station, Incorporated.

II. Corporation existence shall commence upon issuance of the Certificate of Incorporation by the Secretary of State, and shall continue thereafter for an unlimited time.

III. The corporation shall have full and unlimited power to engage in, and to do any lawful acting concerning any and all lawful business(es) for which corporations may be organized under that Act.

IV. A. The aggregate number of shares which the corporation shall have the authority to issue is 50,000 shares, consisting of three classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class are as follows:

| Class               | Number of Shares | Par Value |
|---------------------|------------------|-----------|
| Common (voting)     | 20,000           | \$ 1      |
| Common (non-voting) | 20,000           | \$ 1      |
| Preferred           | 10,000           | \$ 1      |

B. At every meeting of the shareholders, every shareholder of the Common Voting shares shall be entitled to one (1) vote for each common voting share outstanding in his name on the books of the corporation. At every meeting of the shareholders, every shareholder of the preferred shares shall be entitled, with respect to every question upon which he has the right to vote, pursuant to the provisions of the Act, to one (1) vote for each share of Preferred standing in his name on the books of the Corporation. The holders of the Preferred shares shall have no right under any circumstances to vote at any election for directors, or upon any subject or proposal with respect to which the Act does not affirmatively entitle them to vote.

FILE No. 93-2606 FILED FOR RECORD THE 9 DAY OF STATE OF IOWA, DELAWARE COUNTY  
RECORDING FEE \$ 15.00 May 19 91 AT 9:14 By Joan Sheppard Recorder  
TRANSFER FEE \$ O'CLOCK A M. BOOK 8 PAGE 108 Art of Inc

C. Authority is hereby vested in the Board of Directors to divide and issue eight hundred (800) shares of the Preferred class, presently authorized, but not hitherto issued, into series, and, prior to the issuance of each series, to fix and determine the variations in the relative rights and preferences as between such series. Any or all of the series of any such Preferred class, and the variations in the relative rights and preferences as between different series shall be so fixed and determined, but all shares of Preferred shall be identical, except as to the following relative rights and preferences, as to which there may be variations as between each series:

1. The rate of dividends;

2. The price at and the terms and conditions on which shares may be redeemed,

3. The amount payable upon shares in the event of liquidation, voluntary or involuntary,

4. Sinking fund provisions for the redemption or purchase of shares; and

5. The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

The Board of Directors shall adopt a resolution setting forth the designation of each series and fixing and determining the relative rights and preference thereof; and upon the filing in the office of the Secretary of State of the State of Iowa of the statement required by the Act, such resolution shall become effective and shall become a part of these Articles of Incorporation.

V. The address of the initial registered office of the corporation is

Dee Gosling & Co. P.C., 217 N. Franklin, Manchester, County of Delaware, Iowa, and the name of its initial registered agent at such address is Duane Tiemens.

VI. The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting until successor(s) are elected is:

Name  
Eugene Weiterlen

Address:  
% F. Day Weiterlen  
Edgewood, Iowa 52042

VII. The name and address of each incorporator is:

Name  
John C. Compton,

Address:  
Strawberry Point, Iowa 52076

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DATED AT Strawberry Point, Iowa this 12th day of August, 1988.

John C. Compton  
John C. Compton

STATE OF IOWA

SS:

COUNTY OF CLAYTON

On this 12th day of August, 1988, before me, the undersigned, a Notary Public in and for said County and state, personally appeared John C. Compton, to me known to be the identical persons named in and who executed the within and foregoing instrument, and acknowledged that he executed the same as his voluntary act and deed.

Charlotte Fritz  
Charlotte Fritz  
Charlotte Fritz  
Notary Public in and for the State  
of Iowa



| OFFICE OF THE SECRETARY OF STATE<br>DES MOINES, IOWA |                                             |               |                    |
|------------------------------------------------------|---------------------------------------------|---------------|--------------------|
| This instrument recorded in Book                     | Page                                        | Aug 15 1988   |                    |
| Expires                                              | Cert. No. C102779                           | Receipt No.   |                    |
| Filed by                                             | John C. Compton atty - Strawberry Point, Ia |               |                    |
| Filing Fee                                           | 50.00                                       | Recording Fee | 50276              |
|                                                      |                                             | Elaine Baxter | Secretary of State |