

Delaware

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SECRETARY OF STATE
IOWA

ARTICLES OF INCORPORATION OF
MIDWEST OF IOWA, INC.

TO THE SECRETARY OF THE STATE OF THE STATE OF IOWA:

We the undersigned, acting as incorporators of the corporation under the Iowa Business Corporation Act, Chapter 493B, Code of Iowa, hereby adopt the following Articles of Incorporation for such corporation:

I. The name of the corporation is: Midwest of Iowa, Inc.

II. The purpose which the corporation is authorized to pursue is, or includes, the transaction of any and all lawful business for which the corporation may be incorporated under the Iowa Business Corporation Act.

III. The aggregate number of the shares which the corporation shall have the authority to issue is Three Hundred Thousand (300,000) shares consisting of one class. The designation of the class, the number of the class, and the par value, if any, of the shares of the class, or a statement that the shares are without par value, is as follows:

FILE No. <u>96-2722</u>	FILED FOR RECORD THE <u>20</u> DAY OF <u>May</u> , 19 <u>91</u> AT <u>10:36</u>	STATE OF IOWA, DELAWARE COUNTY
RECORDING FEE \$ <u>30.00</u>	O'CLOCK <u>A.</u> M. BOOK <u>8</u> PAGE <u>114</u>	<u>Joan Sheppard</u> , Recorder
TRANSFER FEE \$ <u> </u>		<u>Art. of Inc.</u>

<u>Class</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
Class A Voting Common Stock	300,000	No Par Value

IV. At every meeting of the shareholders, each shareholder of Class A Voting Common Stock shall be entitled to one (1) vote for each share of Class A Voting Common Stock standing in his or her name on the books of the corporation. The holders of the Class A Voting Common Stock will be entitled to receive the net assets of the corporation upon dissolution. All or any part of the shares of the Class A Voting Common 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 interest of the existing shareholder; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

V. The street address of the corporation's initial registered office is c/o William L. Phelps, 230 West Main Street, Manchester, Delaware County, Iowa, 52057; and the name of its initial registered agent at that office is William L. Phelps.

VI. The number of directors constituting the initial Board of Directors of the corporation is two, and the names and addresses 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>
William L. Phelps	Rural Route #1 Manchester, Iowa 52057
Melvin Bruggeman	Coal Valley, Illinois 61240

VII. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
William L. Phelps	Rural Route #1 Manchester, Iowa 52057
Melvin Bruggeman	Coal Valley, Illinois 61240

VIII. The names and addresses 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>
William L. Phelps	President/Treasurer	Rural Route #1 Manchester, Iowa 52057
Melvin Bruggeman	Vice President/ Secretary	Coal Valley, Illinois 61240

IX. 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, or 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.

X. The corporation reserves the right from time to time to amend, alter, repeal, or add any provisions 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.

XI. 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.

XII. The By-Laws may contain provisions restricting the transfer of shares.

DATED THIS 7 DAY OF ^{MAY}~~APRIL~~, 1991.

William L. Phelps
William L. Phelps
Incorporator

STATE OF IOWA)
) ss.
COUNTY OF DELAWARE)

I, William L. Phelps, being first duly sworn on oath, depose and state that I am the incorporator named in the foregoing Articles of Incorporation of Midwest of Iowa, Inc.; that I have read the same and the statements and allegations contained therein are true as I verily believe.

William L. Phelps
William L. Phelps

Subscribed and sworn to before me this 7 day of ^{MAY}~~APRIL~~, 1991.

Barb Ridemore
Notary Public in and for the State of Iowa

DATED THIS 7 DAY OF May, 1991.

Melvin Bruggeman
Melvin Bruggeman
Incorporator

STATE OF Iowa)
) ss.
COUNTY OF Delaware)

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

Melvin Bruggeman
Melvin Bruggeman

Subscribed and sworn to before me this 7 day of May, 1991.

Barbara Ridemore
Notary Public in and for the State of
Iowa

SECRETARY OF STATE

Daine D. Borker

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

The document was filed on May 14, 1991, at 13:46.

Articles of Incorporation

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

ACKNOWLEDGMENT OF DOCUMENT FILED

490 DP-126418
MIDWEST OF IOWA, INC.
C/O SWIFT LAW FIRM
ATTN: DANIEL H SWIFT
108 N MADISON ST PO BOX DRAWER D
MANCHESTER, IA 52057

SECRETARY OF STATE

IOWA

Receipt No. RI76109