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ARTICLES OF INCORPORATION RECEIVED
OF

R. W. MCDOWELL, INC. DEC 26 1 35 PM '91

SECRETARY OF STATE
IOWA

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned acting as incorporators of a corporation under the Iowa Business Corporation Act under Chapter 490 of the 1991 Code of Iowa adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is R. W. MCDOWELL, INC.

ARTICLE II

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Iowa Business Corporation Act.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common (Voting)	100,000	None
Common (Non-Voting)	100,000	None
Preferred (Non-Voting)	100,000	None

Every shareholder of each voting share of common stock shall be entitled to one vote for each voting common share standing in his name on the books of the corporation in all corporate voting matters.

ARTICLE IV

No shareholder shall be permitted to sell any of his shares without first offering them to the corporation for purchase at the fair market value. If the corporation does not exercise its option to purchase said shares the shareholder must then offer them equally to the other shareholders for their fair market value. If the corporation does exercise its option to purchase said shares, thereafter all other shareholders shall have a first pre-emptive right to acquire said shares before the corporation may sell them to any non-shareholder.

000582

FILE No. 152-1816	FILED FOR RECORD THE 7 DAY OF	STATE OF IOWA, DELAWARE COUNTY
RECORDING FEE \$ 15.00	January 19, 92 AT 3:18	Jane A. Lloyd, Recorder
TRANSFER FEE \$	O'CLOCK P.M. BOOK 8 PAGE 150	Art. of Inc.

ARTICLE VI

The address of the initial registered office of the corporation is RR #1, Box 233-B, Manchester, IA 52057 and the initial registered agent at such address is Robert W. McDowell.

ARTICLE VI

The number of directors constituting the initial Board of Directors 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 be elected and qualify are:

<u>Name</u>	<u>Address</u>
Robert W. McDowell	RR #1, Box 233-B, Manchester, IA 52057
Linda I. McDowell	RR #1, Box 233-B, Manchester, IA 52057

ARTICLE VII

The name of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert W. McDowell	RR #1, Box 233-B, Manchester, IA 52057

ARTICLE VIII

The private property of the shareholders of this corporation shall be exempt from liability for any debts of the corporation whatsoever.

ARTICLE IX

The date on which the corporate existence shall begin is January 1, 1992.

ARTICLE X

Any director of the corporation shall have no personal liability for monetary damages for breach of a fiduciary duty as a director. However this provision is limited as provided in Chapter 490.832 of the 1991 Code of Iowa as amended.

Dated this 24 day of December, 1991.

Robert W. McDowell
Robert W. McDowell

STATE OF IOWA, DELAWARE COUNTY, ss:

On this 24 day of December, 1991 before me the undersigned a Notary Public in and for the State of Iowa personally appeared Robert W. McDowell to me known to be the identical person named in and who executed the foregoing instrument as incorporator and whose signature and name is affixed thereto and acknowledged that he executed the same as his voluntary act and deed.

Dianne K. Foust
Dianne K. Foust, Notary Public in and for the
State of Iowa.

ELAINE BAXTER Secretary of State FILED Date: 12-26-91 Time: 13:35 Receipt: R191086

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