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ARTICLES OF INCORPORATION
OF
CHATEAU DIVING AND FITNESS, INC.

RECEI.

TO: THE SECRETARY OF THE STATE OF IOWA

The undersigned, acting as incorporators of a Corporation under the Iowa Business Corporation Act, Chapter 490, Code of Iowa, hereby adopt the following Articles of Incorporation for such corporation.

I.

The name of the Corporation is CHATEAU DIVING AND FITNESS, INC.

II.

The Corporation shall be of perpetual duration.

III.

The Corporation shall have unlimited power to engage in, and to do any lawful act concerning the transaction of any and all lawful business for which the Corporation may be incorporated under the Iowa Business Corporation Act.

IV.

The aggregate number of shares which the Corporation has authority to issue is One hundred thousand (100,000) shares of common stock. There shall be but one class of common stock, and all shares shall be without par value.

V.

The Board of Directors shall adopt appropriate By-Laws governing the affairs of the Corporation, and shareholder approval shall not be required for adoption, amendment or repeal of By-Laws.

VI.

The Board of Directors may adopt restrictions on transfer of shares of stock of the Corporation. These restrictions may include an option on behalf of the Corporation to repurchase any or all shares of the outstanding stock owned by any shareholder of the Corporation upon such terms and conditions as may be prescribed by the Board of Directors and/or By-Laws of the Corporation.

VII.

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. The specific duties of each officer shall be prescribed in the By-Laws of the Corporation.

FILE No. <u>253-2137</u>	FILED FOR RECORD THE <u>14</u> DAY OF	STATE OF IOWA, DELAWARE COUNTY
RECORDING FEE \$ <u>10.00</u>	<u>Jan</u> , 19 <u>93</u> AT <u>2:19</u>	<u>Deborah L. Peyton</u> , Recorder
TRANSFER FEE \$ _____	O'CLOCK <u>P.</u> M. BOOK <u>8</u> PAGE <u>177</u>	<u>Arr. of Inc.</u>

The same individual may hold more than one (1) corporate office.

VIII.

Conveyances of real estate shall be signed in behalf of the Corporation by the President and Secretary. Any other corporate obligations shall be signed in behalf of the Corporation by the President or Treasurer.

IX.

The address of the initial registered office of the Corporation is Rural Route 1, Box 9, Hopkinton, Iowa, 52337, said office being located in Delaware County, Iowa. The name of the initial registered agent at such address is Steven Lee Herington.

X.

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than two (2) nor more than the number of persons prescribed in the By-Laws of the Corporation. A person need not be a shareholder to be eligible to serve as a Director. The persons constituting the initial Board of Directors of the Corporation are: Beatrice Ann Herington Elledge, R.R. 1, Box 9, Hopkinton, Iowa, 52237, and Steven Lee Herington, R.R. 1, Box 9, Hopkinton, Iowa, 52237. Said persons shall serve as Directors until the first annual meeting of shareholders, and until their successors are elected and qualify.

XI.

The incorporator of the Corporation is: Steven Lee Herington, R.R. 1, Box 9, Hopkinton, Iowa, 52237.

Signed at Monticello, Iowa this 24 day of December, 1992.

STATE OF IOWA)
) S
COUNTY OF JONES)

Steven Lee Herington
STEVEN LEE HERINGTON, Incorporator
Secretary of State
FILED
Date: 12-28-92
Time: 11:22
Receipt: R215863

On this 24th day of December, 1992, before me, the undersigned, a notary public in and for said County and State, personally appeared Steven Lee Herington, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

N L Strittmatte
NOTARY PUBLIC IN AND FOR THE STATE
N L Strittmatte OF IOWA

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