

*687

Articles of Incorporation) (Filed for Record Oct. 10th A.D. 1902
of) Articles of Incorporation (at 9:25 o'clk A.M. W. H. Vance,
Winterset Business Mens' Association) (Recorder.

-I-

The name of this corporation shall be the Winterset Business Mens' Association, with its principal place of business at Winterset, Iowa, and it assumes to itself all the powers and privileges enumerated in Title IX of Corporations, Chapter I, of the Code of Iowa, 1897, and amendments thereto.

-II-

The general business of this corporation shall be to promote the manufacturing, Mercantile, and all other business interests of the City of Winterset, Iowa, and for doing all such acts as shall be necessary for the prosecution of said business, or for the benefit of said City.

-III-

The Capital Stock of this corporation shall be Five Hundred Dollars (\$500.00), divided into shares of one Dollar each, and no stockholder shall be the owner of more than five shares of stock. This corporation shall commence business when fifty shares of capital stock are subscribed.

-IV-

Members of this corporation may be elected by a two-thirds vote of the Board of Directors. Members of this corporation shall pay such annual dues as may be prescribed by the laws; not to exceed Ten Dollars per annum on each share of stock held by each member. The Board of Directors shall have the power to provide for the issuing of classified stock under such designations as they deem proper, and to provide that the annual dues thereon, or a part of such annual dues shall be set apart as a permanent improvement fund to be entrusted and to be managed by a Board of Trustees of not less than three, to be appointed by the Board of Directors, and such fund shall be appropriated and used only on the recommendation of the Board of Directors, and approved by the Stockholders at any regular or called meeting.

-V-

This corporation shall begin on the First day of October, 1902, and shall continue for twenty years, with the right of renewal for like period thereafter, unless sooner dissolved by a two-thirds of the stockholders voting in favor of such dissolution.

-VI-

The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer, and Board of Directors. The Board of Directors shall consist of seven members who shall be elected by the stockholders at their annual meeting. The President, Vice-President, and Treasurer shall be elected by the Board of Directors from among their number. The Secretary shall be elected by the Board of Directors but shall not be a member of that body.

-VII-

The Directors, may, by a vote of a majority of the members of the Board, make such by-laws for the transaction of the business of this corporation, as may, in their judgment be necessary.

-VIII-

The highest amount of indebtedness of this corporation shall not at any time exceed two thirds of its capital stock actually subscribed,

-IX-

At all stockholders meetings each stockholder shall be entitled to one vote for each share of stock held by him, and such vote shall be cast in person. It shall require fifteen stockholders to constitute a quorum at any stockholders meeting.

-X-

The regular annual meeting of stockholders shall be on the first Tuesday in October in each year.

-XI-

Special meetings of the stockholders may be called at any time by the President and Secretary, or, upon their refusal, by three members of the Board of Directors, or upon their

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refusal, upon the application of five stockholders to the President in writing, it shall be the duty of the President and Secretary to call a meeting of the stockholders, at which time only business of which notice has been given shall be transacted.

-XII-

All vacancies occurring in any of the offices of this corporation shall be filled by a majority vote of the Board of Directors, but should any vacancy occur in the Directory Board, the same may be filled by a majority vote of the remaining members thereof.

-XIII-

The shares of the capital stock of this corporation shall be transferable only upon the books of this corporation in pursuance of such regulations as the Board of Directors may determine.

-XIV-

This corporation shall have a seal, and sue and be sued in its corporate name.

-XV-

These articles may be amended at any annual meeting of the stockholders, or at any special meeting called for that purpose, by a vote of two-thirds of the stockholders present, and voting at said meeting for the proposed amendment; provided, however, that said proposed amendment or amendments shall be filed with the Secretary of the Corporation at least thirty days prior to said meeting, and a copy thereof mailed to the address of each stockholder, as shown by the stock register.

-XVI-

The private property of the Stockholders shall in no event be liable for the debts of the corporation.

-XVII-

The Board of Directors of this Corporation for the year commencing with the first Tuesday in October, A.D. 1902, shall be J. J. Gaston, Chas. T. Koser, M. E. Smith, J. E. Smith, J. H. Wintrose, C. L. Wilson, and W. S. Cooper, of whom J. J. Gaston shall be President, Chas. T. Koser Vice President, and M. E. Smith Treasurer; L. Lowe shall be Secretary of this Corporation for said year.

M. E. Smith	Ray M. Price	C. W. Eastman	W. S. Cooper
W. S. Doud	Chas. T. Koser	S. Westerfield	Chas. Joeckel
Geo. Garrett	R. H. Cooper	A. L. Stout	A. W. Crawford
R. A. Schwaner	D. B. Hood	J. W. Morris	J. M. McCombie
T. L. Mullinnix	C. E. Rippey	M. S. McCullough	C. Danforth
W. E. Garrison	John McAndrew	C. A. Marvin	I. E. T. Wilson
B. F. Bare	Arthur Goshorn	R. L. Huston	S. D. Alexander
W. S. Whedon	C. S. Leech	F. L. Graham	J. E. Smith
G. N. Skinner	J. F. Leonard	A. B. Shriver	James J. Crossley
Henry Bruns	Jay Jacobs	F. D. Campbell	E. M. Smith
W. H. Bellows	J. W. Miller	Chas. McMillan	C. A. Cole
C. L. Wilson	W. O. Lucas	I. V. Whisler	T. J. Hudson
Lee Prather	J. H. Wintrose	W. J. Cornell	C. B. Anthes
J. J. Keefe	Luther Fox	S. M. Hamilton	P. E. McClenahan
Wm. H. Thompson	A. Gaskle	W. A. Hartman	W. J. Hinery
S. B. Wheelock	G. W. Garner	J. J. Gaston	S. E. Catterlin
I. J. Ketman	John Catterlin	Raimond Toson	Ed. Embree
Ben Minturn	F. O. Richards	W. C. Sumner	A. T. Rees
E. E. McCall	H. A. Mueller	G. W. Patterson	J. A. Way
J. W. Smith	H. G. Tidrick	L. Lowe	W. H. Bobbitt
L. V. Darnall	Emory Nicholson	J. A. Faurote	

State of Iowa, Madison County,)ss.

On this 7th day of October A.D. 1902, before me, Edward C. Debord, a Notary Public in and for said County and State, personally appeared M. E. Smith, Ray M. Price, C. W. Eastman, W. S. Cooper, W. S. Doud, Chas. T. Koser, S. Westerfield, Chas. Joeckel, Geo. Garrett, R. H. Cooper, A. L. Stout, A. W. Crawford, R. A. Schwaner, D. B. Hood, J. W. Morris, J. M. McCombie, T. L. Mullinnix, C. E. Rippey, M. S. McCullough, C. Danforth, W. E. Garrison, John McAndrew, C. A. Marvin, I. E. T. Wilson, B. F. Bare, Arthur Goshorn, R. L. Huston, S. D. Alexander, W. S. Whedon, C. S. Leech, F. L. Graham, J. E. Smith, G. N. Skinner, J. F. Leonard, A. B. Shriver, James J. Crossley, Henry Bruns, Jay Jacobs, F. D. Campbell, E. M. Smith, W. H. Bellows, J. W. Miller, Chas. McMillan, C. A. Cole, C. L. Wilson, W. O. Lucas, I. V. Whisler, T. J. Hudson, Lee Prather, J. H. Wintrose, W. J. Cornell, C. B. Anthes, J. J. Keefe, Luther Fox, S. M. Hamilton, P. E. McClenahan, Wm. H. Thompson, A. Gaskle, W. A. Hartman, W. J. Hinery, S. B. Wheelock, G. W. Garner, J. J. Gaston, S. E. Catterlin, I. J. Ketman, John Catterlin, Raimond Toson, Ed. Embree, Ben Minturn, F. O. Richards, W. C. Sumner, A. T. Rees, E. E. McCall, H. A. Mueller, G. W. Patterson, J. A. Way, J. W. Smith, H. G. Tidrick, L. Lowe, W. H. Bobbitt, L. V. Darnall, Emory Nicholson, J. A. Faurote, each to me personally known to be one of the persons who signed the foregoing articles of Incorporation, each acknowledged that he signed the same, as his voluntary act and deed, for the purposes therein expressed.

In witness whereof, I have hereunto set my hand and affixed my Notarial Seal the date last above written.

NOTARIAL
SEAL

Edward C. Debord
Notary Public, in and for Madison County, Iowa.