

Articles of Incorporation of) (Filed for Record Dec. 18th A.D. 1904 at 11:15
St. Charles and Truro Farmers) Art. of Inc. (o'clock A. M. W. H. Vance,
Mutual telephone Company.) Recorder.

We whose names are hereto subscribed for the purpose of transacting the business hereinafter set forth do hereby associate ourselves into a body corporate under the provisions of Chapter -I- Title -IX- of the Code of Iowa, and acts amendatory thereto, assuming all the powers and obligations granted bodies corporate under said Chapter and Title, and do adopt the following Articles of Incorporation.

Article I.

The name of this corporation shall be The St. Charles and Truro Farmers Mutual Telephone Company.

Article II.

The principal place of business of the Corporation shall be in South Township Madison County, Iowa with its Post Office address, St. Charles, Iowa.

Article III.

The object of the Corporation or business to be transacted is to acquire and own by franchise, purchase, lease, or contract, to build, operate, manage, control and maintain telephone lines telephone switches and telephone exchanges, to lease, buy or sell, franchises, right of ways, exchanges, switches buildings or real estate in the State of Iowa, or elsewhere, as may be authorized by its by-laws, or board of directors. To sell, lease or sublease and improve the same. To collect rentals, tolls or dues, for the use of the telephone exchanges, telephone switches and telephone lines, with or without instruments and to do each or all of said things and to do and make every other contract agreement or matter proper and necessary, to carry out the purposes of this Corporation.

Article IV.

The amount of capital stock of this Corporation authorized is the sum of Eight Hundred (800) Dollars, divided into shares of sixteen (16) Dollars each, and no share of stock shall be issued until it is fully paid, and the capital stock may be increased from time to time by a vote of two thirds of the stock holders voting at any annual or regularly called meeting of said stockholders, but it may commence business when sixteen (16) shares are issued and paid for.

Article V.

The shares of stock of this Corporation shall be issued or sold to no person or firm except to patrons who have or intend to have telephone instruments connected with the lines owned or operated by this Corporation and are transferrable only upon the books of the corporation as provided by the by-laws of the Corporation.

Article VI.

This Corporation shall begin business on the date of the issuance of its certificate of Incorporation by the Secretary of State of the State of Iowa and shall terminate at the expiration of Twenty (20) years from said date unless renewed or sooner dissolved in the manner provided by law.

Article VII.

The affairs of this Corporation shall be managed by a board of Five Directors consisting of the President and Secretary of the Company and Three Directors.

Article VIII.

The annual meeting of the Stockholders of this Corporation shall be held on the first Saturday in December in each year at which time they shall elect a President, Vice-President, Secretary, Treasurer, and three members of the Board of Directors and until the first election which shall be held on the first Saturday in December A.D. 1905 the following persons shall be Directors:

President H. W. Sutton St. Charles Iowa
Secy', C. E. Leggett Truro Iowa
John Summerville St Charles Iowa
J. P. Attig Truro Iowa
M. F. Irwin Truro Iowa

and the following persons shall be the officers H. T. Sutton President St. Charles Iowa
Wesley Roberts Vice President St Charles Iowa
C. E. Leggett Secretary Truro Iowa
J.Y. McGinnis Treasurer St Charles Iowa

and all officers and directors of the Corporation shall hold office for the term of one year, or until their successors are elected and qualified. Every Officer and Director shall be a Stockholder and, if any of them shall part with his holdings in this corporation he shall at once cease to be a Director or officer. The Board of Directors may fill all vacancies occurring in its membership or of the officers between the annual election by the appointment of qualified persons to hold office the remainder of the term.

Special meetings of the Stockholders may be called at any time by the President upon giving five days notice in person or in writing to the stockholders and shall be called by him at any time upon request of stockholders representing one third of the shares of stock, and in case of his neglect or refusal to call a meeting the persons owning stock to the amount of one third of the shares may join in a call for said meeting, which meeting shall have the same authority as if called by the President. At all meetings of the stockholders, each stockholder shall be entitled to one vote for each share of stock owned by him which vote he may cast in person or by proxy, authorized in writing to represent him and a majority of all votes cast shall be necessary for an election.

Article IX.

The highest amount of indebtedness to which this Corporation is at any time to subject itself shall not exceed Two Hundred and fifty (250) Dollars, and the shares of stock shall be non-assessable, for any purpose, except that the stockholders may by majority vote provide in their by-laws, for a contingent fund to be used for repairs or operating the lines owned or operated by the Corporation in which case the stockholders may be assessed pro rata for their share of said contingent fund, and for no other purpose.

Article X.

The private property of the stockholders shall be exempt from liability for corporate debts or liabilities.

Article XI.

This corporation may make and alter its by-laws at pleasure and may authorize the Board of Directors to do so subject to such restrictions as may be deemed advisable.

Article XII.

Amendments to these Articles may be made at any annual meeting of the stockholders

or at a special meeting called for the purpose, by two thirds of all the stockholders present voting for said amendments.

Witness our hands this the third day of December, A.D. 1904.

J. Y. McGinnis
R. W. Phipps
G. H. Craig
M. F. Irvin
John Summerville
Peter Attig
S. A. Bradshaw
Cooley & Chronicle
(By S.W.Cooley)

G. L. Archer
J. W. Likens
C. E. Leggett
J. W. Leggett
Wm. J. Picken.

Wesley Roberts
H. W. Sutton
S. W. Miller
J. D. Clanton
Albert W. King
J. P. Attig
S. N. Sayre
Switzer & Anderson
(By S.S.Switzer)
St Charles Savings Bank
by W. A. Tris, Cashier
E. E. Kale
W. S. Porter
F. F. Lytle
A. & E. Powell

State of Iowa, Madison)
County.)

)SS.

Before me, S. W. Lee a Notary Public in and for said County, personally appeared Wesley Roberts, H. W. Sutton, J. Y. McGinnis, R. W. Phipps, S. W. Miller, G. H. Craig, J. D. Clanton, M. F. Irvin, J. P. Attig, Albert W. King, John Summerville, Peter Attig, Switzer and Anderson by S. Switzer one of said partners, J. N. Sayre, S. A. Bradshaw, Cooley & Chronicle by S. W. Cooley one of said partners, St Charles Savings Bank by W.A.Tris Cashier, G. L. Archer, E. E. Kale, J. W. Likens, W. S. Porter, C. E. Leggett, F. F. Lytle, J. W. Leggett, Wm. J. Picken, and E. Powell, said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and Notarial Seal at St Charles in the County of Madison State of Iowa, this 5th day of December A.D. 1904

NOTARIAL
SEAL

S. W. Lee
Notary Public.