

#308

Amended Articles of Incorporation) of the
Building Saving & Loan Association,)
located at Winterset Iowa)

Filed for Record Jan. 19th A.D. 1909
at 11.15 o'clock

George Hill Recorder
By Daisy Hill Deputy

(Certificate) Recording Fee \$4.00

State of Iowa, Madison County : SS:

We, J.E. Schwaner and W.O. Lucas, the President and Secretary, respectively, of the Building, Saving & Loan Association, located at Winterset, Iowa, do hereby certify, that the regular annual meeting of the stockholders of the Building, Saving & Loan Association, located at Winterset, Iowa, was held in the office of the Secretary of said Association in Winterset, Iowa, on Monday the 4th day of January, A.D. 1909, at the hour of four o'clock P.M., and at said meeting an adjournment was taken until Monday, January, 18th, 1909, at the hour of four o'clock P.M., for the purpose of considering amendments to the Articles of Incorporation of said Association, and for renewing the said articles for another period of twenty years. That on the said 18th, day of January, 1909, at the hour of four o'clock P.M., the stockholders met pursuant to said adjournment. That there was represented at said meeting ninety-one shares of stock in person and by duly authorized proxy. That said meeting by a unanimous vote of all stock represented voted to renew the articles of incorporation for another period of twenty years. That the said stockholders by the same vote adopted and passed the amended and renewed articles of incorporation attached to this certificate, and directed that the said articles be properly executed, filed and recorded in the manner provided by law.

Witness our hands this 19th, day of January, 1909.

John E. Schwaner President.

W.O. Lucas Secretary.

Subscribed and sworn to before me by J.E. Schwaner and W.O. Lucas, the President and Secretary, respectively, of the Building, Saving & Loan Association, located at Winterset, Iowa.

Witness my hand and official seal.

W.F. Craig Clerk
By H.C. Husted Deputy

District Court
Seal,

(1)

Amended Articles of Incorporation of the Building, Saving & Loan Association, located at Winterset, Iowa.

At a meeting of the stock holders of the Building, Saving, & Loan Association, located at Winterset, Iowa, being the regular annual meeting of said Association, and held on the first Monday in January, A.D. 1909, and adjourned to Monday January, 18th, A.D., 1909, held at the office of the Secretary in said City, a quorum being present at each session of said Association, the following were adopted by said Association as amended Articles of Incorporation of said Association, amending the articles now in force, which was approved by the Executive Council of the State of Iowa on the 5th day of July, A.D., 1900, and recorded in Miscellaneous Record of Madison County, Iowa, in Book 14 on page 307 on the 7th day of July, A.D. 1900, and re-newing the corporate existence of said Association for another term of twenty years from and after the first day of January, A.D., 1909,

ARTICLE I.

Section 1. The incorporators of this association under these amended and renewed articles of incorporation shall consist of the following named persons, to-wit: J.E. Schwaner, F.W. Sprinkle, S.W. Stark, H.G. Tidrick, R.B. Terrill and J.C. Clark, who shall be known as the incorporators hereof, and sign and acknowledge these articles in the manner provided by law.

ARTICLE III.

Section 1. The name of this corporation shall be the "Building, Saving & Loan Association", and its principal place of business shall be at Winterset, in the County of Madison, Iowa, and its business shall be restricted to said County.

ARTICLE III.

Section 1. The purpose of this corporation is to raise money, to be loaned to the members upon the proper security, to acquire, hold, encumber and convey such real estate and personal property as may be necessary for the transaction of their business, and to exercise such other and further powers and privileges as may be conferred upon such corporations by the laws of the State of Iowa. Also to invest money for its members; to issue stock to its members, to be paid for single, stated or monthly payments; to collect from each member such membership fees, dues, fines, and interest, and delinquent interest, or loans as may be by these articles and the laws of the State of Iowa, provided.

Section 1.

ARTICLE IV.

Any person for himself, or herself, or as executor, administrator, guardian or trustee of another, may become a member of this association by paying an entry fee of twenty-five cents per share for each share of stock issued to said party, except in the case of installment stock, when taken after the Pay-Day in any semi-annual term, the applicant shall pay in addition thereto, two cents per month per share for each month thereafter up to the time of taking said stock.

Section 2. Each installment stock holder shall, on the last Saturday in each month, before the hour of four o'clock, P.M., pay to the secretary One (\$1.00) dues for each share of stock, taken on the installment plan, owned or controlled by him or her, such payment to continue until the stock has reached par value, or has been otherwise disposed of. If said stockholder should fail or refuse to pay said sum by the time the same is due, the secretary shall assess against said stock for the first month of said delinquency the sum of six cents per share, and for each

subsequent month of said delinquency, the sum of ten cents per share, as a fine for the non-payment of said dues, said fine to be taken only from the earnings or dividends apportioned to said stock. Provided, an installment stock holder may pay one or more monthly payment in advance, and he may remain in arrears for the same number of months succeeding said advance payment without being subject to penalty for such delinquency, provided, said advance payment shall not extend beyond the close of the semi-annual period in which such advance payment is made.

Section 3.

Partial payment of monthly payment of dues or interest shall not be received by the secretary.

Section 4.

Stock shall be issued on the series plan, beginning with January and July of each year, and closing with Pay Day in June and December of each year, the period from the opening to the close of each series constitution a semi-annual period. Stockholders shall pay dues from the beginning of the series which they enter. Stock may be assigned but only on the books of the association.

Section 5.

An installment stockholder, in any series, may withdraw his stock upon the following terms and conditions, to-wit: Stock upon which there has been made less than six monthly payments, by giving the secretary, six months notice in writing of said intention. Stock upon which there has been made not less than six nor more than eleven monthly payments, by giving the secretary ninety days notice in writing of such intention. Stock upon which there has been made twelve or more monthly payments, by giving the secretary thirty days notice in writing of such intention.

Section 6.

(3)

The withdrawing shareholder shall after the expiration of the notice required in the preceding section, receive all dues or stock payments made on said stock, and if there has been paid in on said stock no less than six and no more than twelve monthly payments, he shall receive in addition to said dues or stock payments, forty percent of the earnings or dividends apportioned to his stock as shown by the last semi-annual statement preceeding the giving of said notice, but not to exceed a sum equal to five per cent per annum for the average time the money has been in the hands of the association. If there has been paid in on said stock, more than twelve and not more than twenty-four monthly payments, he shall receive in addition to said dues or monthly payments, fifty per cent of the earnings or dividends apportioned to said stock as shown by the last semi-annual statement next preceeding the filing of said notice, not to exceed six per cent per annum for the average time the money has been in the hands of the association. If there has been paid in more than twenty-four and not to exceed thirty-six monthly payments, he shall receive, in addition to said dues, sixty per cent of the earnings or dividends apportioned to said stock as shown by the last semi-annual statement next preceeding the filing of said notice, not to exceed seven percent per annum for the average time the money has been in the hands of the association. If there has been paid in more than thirty-six and not to exceed sixty monthly payments, he shall receive, in addition to said dues, seventy-five per cent of the earnings or dividends apportioned to said stock as shown by the last semi-annual statement next preceeding the filing of said notice, not to exceed seven per cent per annum for the average time the money has been in the hands of the association. If there has been paid in on said stock more than sixty monthly payments and the stock has not reached maturity, he shall receive, in addition to said dues, ninety per cent of the earnings or dividends apportioned to said stock as shown by the semi-annual statement next preceeding the filing of said notice, but not to exceed seven per cent per annum for the average time said money has been in the hands of the association. Provided, should there be losses in excess of the contingent fund while said withdrawing member was a member of the association, and in excess of all earnings, he shall be charged with his proportionate share of the excess of said losses while he was a member, over the amount of the contingent fund and earnings. Said withdrawals shall be paid in the order of notice given and as the money is available for that purpose.

Section 7.

(4)

An installment stock holder, holding stock upon which there has been paid twelve or more monthly payments, by giving the secretary thirty days notice in writing of his desire to transfer his stock to the series then forming, may have his stock so transferred and receive the full book value of his stock as shown by the last preceeding semi-annual statement, plus the dues paid in since said semi-annual statement, and less his share of losses, if any. He shall enter into the series then forming with the same number of shares and pay thereon not less than three monthly payments and twenty five cents as the costs of said transfer. Transfers shall be paid in the order of the filing of the notice, and when there are funds available.

Section 8.

Whenever it shall appear to the Board of Directors necessary to reduce the surplus funds, or otherwise to promote the interests of the association, the said Board shall have the power by a three-fourths vote of the Board, to require non-borrowing members to withdraw their stock at book value, beginning with the oldest stock and withdrawing in the order of issue, until the surplus is sufficiently reduced, and the said stock shall be so withdrawn by the stockholder after thirty days notice, to the holder of said stock, of such order. Provided, if two or more persons shall hold stock of the same age, being the oldest stock, the Board of Directors shall determine by lot which of said persons shall withdraw their stock first.

ARTICLE V.

Section 1.

Not to exceed seventy-five per cent of the monthly receipts can be used for withdrawals and transfers, unless otherwise ordered by the Board of Directors of the association.

Article VI.

Section 1.

Applications for loans shall be made on the association blanks.

Loans may be made to installment stock holders, not exceeding Two Hundred (\$200.00) Dollars on each share of stock owned by said applicant, and the shares of stock used for the basis of said loan shall be assigned to the association as collateral security. The loan shall be further secured by a note or bond, and a first mortgage on unencumbered real estate situated in the county of Madison and State of Iowa, which property shall equal in value twice the amount of the loan after deducting the value of the shares of stock so assigned, and such mortgage shall provide for the payment of attorney fees for collection, and for the payment of taxes and insurance. The loan shall bear six per cent interest per annum, payable in equal monthly installments before four o'clock P.M. on the last Saturday in each month. If the interest or any installment thereof, or taxes levied upon the mortgaged property remain delinquent at any time for three months, the note or bond and the mortgage shall become due and collectible at the option of the Board of Directors, and said

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Board may proceed to the foreclosure of said note, or bond and mortgage in the manner provided by law. Delinquent interest and money advanced for the payment of taxes and insurance shall bear interest at the rate of eight per cent per annum for the time delinquent.

Section 2.

The borrower shall pay all of the expenses of perfecting the title to the real estate covered by said mortgage, and expense of the examination of the title and the preparation and recording of the mortgage and other necessary papers. He shall pay the taxes assessed on the mortgaged premises before they become delinquent, and when required by the Executive Committee, or the mortgage, shall keep the buildings thereon insured for the benefit of the association.

Section 3.

Loans may be made to stockholders at seven per cent per annum interest, for not exceeding one hundred days, to the amount of ninety per cent of the withdrawal value of their stock as shown by the last semi-annual statement, without giving other security than the assignment of their stock to the association, and if the sum so loaned, with interest thereon, be not promptly paid within thirty days after due, the secretary shall proceed to enforce the collection of the amount due by reason of such loan. The borrower shall be entitled to credit upon his note for the withdrawal value of the stock so assigned, and if said withdrawal value exceeds the amount due on said note, the holder of said stock shall receive the difference and the note shall be cancelled, but if the note and the amount due thereon exceed the withdrawal value of said stock, the balance shall be recovered in manner provided by law, and the stock shall be cancelled.

Section 4.

Stockholders whose stock has been pledged to the association as collateral security, may withdraw or transfer their stock upon the same terms and conditions as non-borrowing stockholders, by first satisfying their indebtedness to the association, or they can withdraw or transfer their said stock upon the same terms and conditions as non-borrowing stockholders, by applying the value of their stock, upon withdrawal or transfer, upon their indebtedness to the association, and by paying to the association, ~~and by paying to the association~~ the balance in full.

Section 5.

A borrowing stockholder, after his loan has been at interest for one full year, may, upon giving the secretary in writing on a pay-day, at the next pay-day thereafter, pay upon his mortgage partial payments of the same, but said partial payments shall not be made in sums less than One Hundred (\$100.00) Dollars, or multiple thereof. Any borrower may pay his loan in full at any time.

Section 6.

When the mortgages are fully paid they shall be cancelled of record by the secretary and president.

(6)

ARTICLE VII.

Section 1.

At the close of each semi-annual term, to-wit: at the close of business for the months of June and December, of each year, the earnings or profits shall be applied as follows, to-wit:

1st. The payment of expenses for that semi-annual term. 2nd. The payment of losses if any for that semi-annual term. 3rd. The apportionment of net profits or earnings to the stockholders. The net earnings or profits of each semi-annual term shall be apportioned to the stockholders by apportioning to each share of stock the highest per cent upon the money that has been invested for that semi-annual term that can be paid from said net earnings or profits. Earnings apportioned to an installment stockholder shall go to increase the value of the stock and become the principle upon which to apportion earnings or profits at the next semi-annual term.

ARTICLE VIII.

Section 1.

The capital stock of this association shall not exceed Five Hundred (500) shares of installment stock. The par value of said stock shall be Two Hundred (\$200.00) Dollars per share, to be issued in series, beginning in January and July of each year, and shall be paid for in the manner and at the time provided for in these articles.

Section 1.

ARTICLE IX.

The time of the existence of this association shall be renewed and extended for a period of twenty (20) years from and after the expiration of its original articles of incorporation, to-wit: January, 1st, A.D., 1909, and shall be dissolved or extended or renewed thereafter in the manner provided by the laws of the State of Iowa.

ARTICLE X.

Section 1.

the affairs of this association shall be managed by a board of six (6) directors, who shall serve for a term of three years each, the term of two of which shall expire on the first Monday of each year, and on said day at the hour of four oclock, P.M., there shall be elected by ballot, two directors to serve in the place of those whose term of office shall expire on that day, and who shall serve for a term of three years, and until their successors shall be elected and qualified. The Board of Directors may fill any vacancy in the office of director by appointment, and the person so appointed shall hold office until the next annual election, and until his successor is elected and qualified.

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The appointment of said director shall be by ballot. The resignation of a director when accepted by the board, the removal from Madison County, Iowa, or ceasing to be a stockholder in said association shall constitute a vacancy.

Section 2;

At all elections of this association, each stockholder present in person or by proxy, shall have one vote for each One Hundred (\$100.00) Dollars of installment stock par value owned or controlled by him. A majority vote cast shall be required to carry any measure or to elect any officer, except as herein totherwise provided.

SECTION 3.

The Board of Directors at their first meeting in each year shall elect by ballot from their own number, a President and Vice-President to serve for a term of one year, and until their successors are elected and qualified.

Section 4.

The Board of Directors may also elect by ballot all other needed officers including Secretary and Attorney and may define their duties when the same is not done by the by-laws. Such officers may be removed at any time by a majority vote of the Board of Directors.

Section 5,

The President, Vice-President and Secretary shall give bond in the amount required by the Board of Directors, and the by-laws of the association, and said bonds shall be approved by said Board and filed and deposited as provided by law.

ARTICLE XI.

Section 1.

The private property of the stockholders, officers and directors shall be exempt from corporate debts.

ARTICLE XII.

Section 1.

The association may adopt by-laws and repeal and amend the same. Any amendment to said by-laws shall require the affirmative vote of four Directors, their action being ratified at any special or regular meeting of the stock-holders by a vote of two thirds of the stock present and voting.

ARTICLE XIII.

Section 1.

The President, Vice-President and Secretary shall constitute an Executive Committee, which committee shall perform such duties as the Board of Directors may direct or the by-laws prescribe.

ARTICLE XIV.

Section 1.

All Articles of Incorporation of this association in conflict with these amended Articles of Incorporation are hereby repealed.

ARTICLE XV.

Section 1.

These Articles of Incorporation may be amended at any regular or special meeting of the stockholders of this association, Said proposed amendment shall be offered in writing and if two-thirds of the vote cast are in favor of such proposed amendment, one fourth of the stock being represented in person or by proxy, the same shall be declared carried, and shall be submitted to the Executive Council of the State of Iowa, for approval, and if approved by said Executive Council, the said amendment shall become apart of these amended articles of incorporation.

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ARTICLE XVI.

Section 1.

The annual meeting of the stockholders of this association shall be held at the office of the secretary of the association in Winterset, Iowa, on the first Monday in January of each year at the hour of four oclock, P.M., and a special meeting may be held at any time by order of the Board of Directors, or upon the written request of ten stockholders filed with the secretary. In case of a special meeting being called, the secretary shall give each stockholder a written notice, either personally delivered or by depositing said notice in the mail directed to the last known address of the stockholder, not less than ten days before the time of the said proposed meeting. Said notice shall state the time, place and the object of the said proposed meeting.

ARTICLE XVII.

Section 1.

This association may go into voluntary liquidation at any time by the affirmative vote of the holders of three-fourths of the outstanding stock, cast at any regular meeting, at any special meeting called for that purpose. If said stockholders shall so vote to voluntarily liquidate, the affairs of the association shall be closed up in the manner required by law.

Miscellaneous Record, No. 17, Madison County.

ARTICLE XVIII.

Section 1.

All persons who are members or stockholders in this association, or who may become members or stockholders herein, obligate themselves to conform to the provisions hereof, and to the provisions of the by-laws of the association, and to the laws of the State of Iowa governing such associations.

Signed and acknowledged by the incorporators named above.

District Court
Seal.

R.B. Terrell
H.G. Tidrick
J.C. Clark
S.W. Stark
B.W. Sprinkle
John E. Schwaner.

State of Iowa, Madison County, SS:

Be it remembered that on this 18 day of January, A.D., 1909,

before me Clerk of the District Court in and for Madison County, Iowa, personally came J.E. Schwaner, B.W. Sprinkle, S.W. Stark, H.G. Tidrick, R.B. Terrill and J.C. Clark, to me personally known, and personally known to be the identical parties named in the foregoing amended and renewed articles of incorporation, and severally acknowledged the execution of the amended and renewed articles of incorporation of said association, to be the voluntary act and deed of the stockholders thereof, and the voluntary act and deed of each person whose name is affixed hereto.

Witness my and seal on the day and date last above written.

W.F. Craig Clerk
By H.C. Husted Deputy