

## Miscellaneous Record, No. 17, Madison County.

#964  
 Articles of Incorporation of Concrete Manufacturing Co) Articles ( Filed for Record April 15th A.D. 1911 at 9.30 o'clock A.M. <sup>1.50</sup> George Hill Recorder. By Daisy Hill Deputy.

We, M.E. Harris, W.H. Deardorff, Elwood Macumber, and S.G. Dunn, all of Madison County, Iowa, do hereby adopt the following articles of incorporation for the purpose of organizing a corporation under and by virtue of the laws of the State of Iowa.

## ARTICLE I.

The name of this Corporation shall be "Concrete Manufacturing Co." and its principal place of business shall be at East Peru, Iowa.

ARTICLE II. This corporation shall commence business as soon as these Articles of Incorporation are filed with the Secretary of State of the State of Iowa, and the Certificate of Incorporation issued by him, and shall continue for twenty years unless sooner dissolved, and shall have the privilege of renewal such as may be provided by law.

## ARTICLE III.

This corporation shall have and possess all of the rights, powers, and privileges granted and permitted by law, and such as are possessed by all corporations of like character in general; the right to buy, sell, rent, lease, take, own, dispose of, transfer, and control property both real and personal; to enter into, perform, and enforce contracts, to transact any and all lawful business consistent with its general character; to sue and to be sued, to render the interests of its stock holders transferable; to acquire its own stock or the stock of other corporations; and to do any and all other acts necessary and proper for carrying out the purposes of its organization.

## ARTICLE IV.

this corporation shall have power and authority to make and adopt by laws and rules for its government and conduct, and to choose such officers as may be necessary or proper, giving to them all necessary and proper power and authority in accordance with law and with these articles of incorporation.

## ARTICLE V.

The general nature of the business transacted by this corporation shall be to buy or lease real estate, and thereon to manufacture cement tile and blocks, and other products of stone and cement, and to market such products of stone and cement, and other products of such plant.

## ARTICLE VI.

The Capital Stock of this Corporation shall be authorized and is authorized to be ten thousand (10000) dollars; at least six thousand dollars of which shall be paid up in cash or property before the commencement of business; stock shall only be issued in payment for property transferred to this corporation upon the approval of the Executive Council of the State of Iowa, after appraisalment made as provided in Chapter Seventy one (71) of the Acts of the thirty second General Assembly of the State of Iowa; and no stock shall be issued for any thing except property so transferred to this corporation, unless for cash paid in at the time; any stock not issued at the time of commencement of business may be thereafter issued by the Board of Directors for cash or property as above provided. The Capital Stock may be increased or diminished in the manner provided by law. The Capital Stock of this Corporation shall be issued in shares of One Hundred (100) Dollars each.

## ARTICLE VII.

The general affairs of this Corporation shall be managed by a Board of Directors consisting of four members which may be increased at any annual meeting of the stock holders, or at any special meeting called for that purpose, by vote of a majority of the stock holders; the Board of Directors shall be elected by a majority of the stockholders present at the annual meeting which shall be held on the first Monday of March of each year. The Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, and a Board of Four (4) Directors, consisting of the above named officers, and such other stockholders as may be elected to make up the necessary number. Such officers shall be elected by the stock holders at their annual meeting in the usual manner, or in such manner as may be provided in the By-Laws, and shall hold their respective offices until their successors are elected and qualified. Until the next regular meeting of the Corporation the following persons shall constitute the Board of Directors, to-wit: W.H. Deardorff, M.E. Harris, Elwood Macumber, and S.G. Dunn. M.E. Harris shall be President, Elwood Macumber shall be Secretary, and W.H. Deardorff shall be Treasurer. The place of residence and Post Office address of W.H. Deardorff and S.G. Dunn is East Peru, Iowa; Of Elwood Macumber is Winterset, Iowa, and of M.E. Harris is Macksburg, Iowa.

## ARTICLE VIII.

The highest amount of indebtedness for which this corporation shall be liable at any time shall be two thirds of the Capital Stock actually paid up; this corporation shall have the right to retire its outstanding Capital Stock, or to purchase the same, and pay therefor with its manufactured product by agreement with the holder, and thereupon such stock shall be placed in the Treasury, and become the property of the Corporation.

## ARTICLE IX.

The private property of the stock holders of this Corporation shall in no event be liable for any debts or obligations of the Corporation.

## ARTICLE X.

The shares of stock in this Corporation shall be transferrable only upon the books of the Corporation in the manner provided by law, and as may be prescribed by the Board of Directors; the Corporation shall have a first lien on the shares of stock, and upon any and all money due any stockholder, for any and all sums of money due the Corporation from such stockholder.

## ARTICLE XI.

The Board of Directors shall have power to appoint from its members an executive committee to consist of such a number of the Board of Directors as may be deemed advisable.

## ARTICLE XII.

The Board of Directors shall meet at such time as may be provided in the by-laws, and at any other time on the call of the President; the President shall call a meeting of either the Board of Directors or of the Stockholders at once on receiving a written request signed by at least two stock holders.

ARTICLE XIII.

The Board of Directors shall have the power to fill any vacancy occurring in any of the offices of this corporation, or in its own membership by majority vote of the members of such Board.

ARTICLE XIV.

The President and Secretary shall have power and authority upon resolution of the Board of Directors, to sign all leases, conveyances, contracts, bills of sale, and any and all other necessary and proper instruments necessary in carrying on the business of the Corporation; they may also issue stock, upon the conditions herein before provided, but the stock before issuance must be countersigned by the Treasurer, and the amount paid therefor endorsed thereon, and no stock shall be sold for less than its face value, by the Corporation.

ARTICLE XV.

These Articles of Incorporation may be amended at any annual meeting of the stock holders, or at any regular meeting called for that purpose.

ARTICLE XVI.

This Corporation may be dissolved at any annual meeting of this Corporation, or at any special meeting called for that purpose, by vote of two thirds of the stock holders.

Elwood Macumber.  
S.G. Dunn.

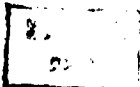
W.H. Deardorff.  
M.E. Harris.

State of Iowa Madison County SS:

On this 12 day of April, A.D. 1911, before the undersigned, a Notary Public, in and for said County and State, personally appeared W.H. Deardorff, Elwood Macumber, and S.G. Dunn each to me known to be the identical persons who signed the foregoing articles of Incorporation, and each acknowledged the execution thereof to be his voluntary act and deed for the purposes therein expressed.

WITNESS my hand and notarial seal the date last above written.

L.M. Delaplain.  
Notary Public in and for  
Madison County, Iowa.



State of Iowa, Madison County SS:

On this 13th day of April A.D. 1911, before me W.S. Cooper, a Notary Public, in and for said County, personally appeared M.E. Harris to me known to be the identical person named in and who executed the foregoing instrument and whose name is affixed thereto and acknowledged that he executed the same as his voluntary act and deed. MADE under my hand and seal of office the day and year last above written.

W.S. Cooper.  
Notary Public in and for said County.

