

Articles of Incorporation) Filed for Record Feb. 2nd A.D. 1912 at 9.00 o'clock A.M.
 of) Articles(
 The Shale Brick & Tile Co.) George Hill Recorder.
 By Daisy Hill Deputy.

1255
 The undersigned, J.P. Steele, J.C. Mardis, W.C. Sumner, H.N. Shaw, H.L. Joeckel, A.M. Benge, Fred Mardis, and W.L. Smalley, all of Madison County, Iowa, except J.C. Mardis of Polk County, Iowa, do hereby ~~herby~~ adopt the following Articles of Incorporation for the purpose of organizing a corporation under the provisions of Chapter One (1) of Title IX of the Code of the State of Iowa.

ARTICLE I.

The name of this Corporation shall be The Shale Brick and Tile Company, and its principal place of business shall be Winterset, 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 is issued by him, and shall continue for the period of twenty years unless sooner dissolved, with the privilege of renewal as provided by law.

ARTICLE III.

This Corporation shall have and possess all of the rights, powers, and privileges granted and permitted by law, and as are possessed by all corporations of like character in general, including 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 sue and be sued; to transact all lawful business consistent with its general character; 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 which may be necessary or proper for carrying on 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 and proper, giving to them all necessary and proper power and authority in accordance with law and these Articles of Incorporation.

ARTICLE V.

The general nature of the business of this corporation shall be to acquire by lease or purchase real estate, and thereon to manufacture brick and tile, and other products of shale, clay, and stone, and any other articles of merchandise which may be produced by the manufacturing plant of this corporation, and to market such products of shale, clay, stone, and any other product of the plant.

ARTICLE VI.

The Capital Stock of this Corporation is authorized to be Twenty Five Thousand (25000) Dollars, at least Eighteen Thousand (18000) Dollars of which shall be paid up in cash or property before the commencement of business. The 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 appraisement as provided in Chapter 71 of the Acts of the 32nd 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 actually paid in at or prior to the time stock is issued. Any stock not issued at the time of the commencement of business may be thereafter issued by the Board of Directors for cash or property as above provided. 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 five 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 the majority of the stock holders. The Board of Directors shall be elected by a majority of the stock holders present at the annual meeting, which shall be held on the first Monday in April of each year.

ARTICLE VIII.

The Officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer; the President shall be elected from the membership of the Board of Directors; the Secretary and Treasurer may be the same person or not as determined by the stock holders, and shall be each a stock holder in this Corporation. Until the annual meeting to be held on the first Monday in April, 1912, the following named persons shall serve as officers of this Corporation.

President, J.P. Steele, Winterset, Iowa.
 Vice-President, H.N. Shaw, Winterset, Iowa.
 Secretary and Treasurer,
 H.A. Darrah, Winterset, Iowa.

Until such meeting the following named persons shall serve as the Board of Directors of this Corporation, J.P. Steele, H.N. Shaw, Fred Mardis, W.C. Sumner, and W.L. Smalley, all of Winterset, Iowa.

ARTICLE IX.

The highest amount of indebtedness for which this Corporation shall be liable at any time is two thirds of its 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 the manufactured product of its plant by agreement with the stock holder, and thereupon such stock shall be placed in the Treasury, and become the property of the Corporation.

ARTICLE X.

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 XI.

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 from the corporation, for any sums of money due the Corporation from such stockholder, whether on account of stock purchased or otherwise.

ARTICLE XII.

The Board of Directors shall have power to appoint from its members an executive committee, who shall have the direct and immediate charge of the affairs of the corporation, such committee to consist of such a number of the Board of Directors as may be deemed advisable.

Miscellaneous Record, No. 17, Madison County.

ARTICLE XIII.

The Board of Directors shall meet at such time as may be provided by 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 XIV.

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, and such officer or member of the Board of Directors so elected shall hold office until the next annual meeting of the stock holders.

ARTICLE XV.

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 for carrying on the business of the Corporation; they may also issue stock, upon the conditions herein before provided, but no stock shall be sold for less than its face value, by the Corporation.

ARTICLE XVI.

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 XVII.

The 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.

W.C. Sumner.
H.L. Joeckel.
A.M. Bengé.
W.L. Smalley.

J.P. Steele.
J.C. Mardis.
Fred Mardis.
H.N. Shaw.

State of Iowa Madison County SS:

On this 26th day of January, A.D. 1912, before the undersigned, a Notary Public in and for said County and State, personally appeared J.P. Steele, J.C. Mardis, W.C. Sumner, H.N. Shaw, Fred Mardis, H.L. Joeckel, W.L. Smalley and A.M. Bengé, each to me personally known to be the identical persons whose names are signed to the foregoing Articles of Incorporation, and each for himself acknowledged the execution of the same to be his voluntary act and deed for the purposes therein expressed.

WITNESS my hand and Notarial Seal the date last above written.

NOTARIAL
SEAL

W.S. Cooper.
Notary Public in and for
Madison County, Iowa.