

Miscellaneous Record, No. 18, Madison County

#487
 Winterset Mutual Tel Co) Filed for record the 4th day of April A.D.1914, at 3:50 P.M.
 to J. Eannette E. Beck, Recorder.
 The Public Articles of Incorporation. FILED *Rec 8/148*

/ We the undersigned, citizens of the State of Iowa, here by adopt the following articles 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 the Winterset Mutual Telephone Company of Winterset, Iowa, and its principal place of business shall be at Winterset in Madison County, and State of Iowa.

Article II.

This corporation shall commence business as soon as these articles are filed with the Recorder of Madison County, Iowa, as required by law, and continue for 20 years with the privilege of renewal as provided by law, unless sooner dissolved by a three-fourth vote of all the stockholders, which resolution of dissolution can only be had at the annual meeting or at a special meeting called for that purpose, written notice of each attempted dissolution shall be given by publication in one of the official newspapers of Madison County, Iowa, at least Two weeks prior to the holding of said special meeting.

Article III.

This corporation shall have and possess all power, rights and privileges prescribed and permitted by law and such as are possessed by like corporations in general, including the right to take, hold and dispose of property real and personal, and to acquire, maintain and operate rural telephone lines and to buy, erect, install and maintain a central switch-board exchange in Winterset, Iowa, and to construct, maintain, operate and acquire such additional telephone lines in Madison and adjoining Counties as a majority of the stockholders of said corporation shall determine, and to make, perform and enforce contracts, and to transact any lawful business consistent with its purpose and aid; to sue, and be sued, to have a common seal, and to alter the same at pleasure, to render the interests of its stockholders transferable, and to do any and all acts necessary and proper to carry out the purposes of the organization the same as a private individual might do, which powers and privileges may be possessed and exercised at any place within the State of Iowa, or elsewhere, where it may lawfully transact its business.

Article IV.

The general affairs of this corporation shall be managed by a board of directors consisting of seven members, who shall be elected by the stockholders at the annual meeting, which be held on the second Tuesday of March of each year, at the hour of Ten o'clock A.M. at its general place of business.

Article V.

The officers of this corporation shall be a president, vice-president, secretary, and treasurer, who shall be elected by the stockholders at the annual meeting, who with three others shall constitute the Board of Directors, and whose duty shall be such as is usual in such cases, or as the by-laws shall prescribe, and they shall hold their office until their successors are properly chosen and qualified.

Article VI.

The Board of Directors of this corporation from its organization until the second Tuesday of March A.D.1915 shall consist of the following named person: W.D. Patterson, J.R. Holloway, G.F. Ragan, W.W. Crawford, M.J. Boyce, E.A. Herman and O.L. Gray, and the officers

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of this corporation from its organization until the second Tuesday in March A.D. 1915, shall be as follows: President, W.D. Patterson, Vice President, W.V. Cawford, Treasurer, J.R. Hollaway, Secretary G.P. Ragan.

Article VII.

The amount of capital stock authorized shall be Ten Thousand Dollars divided into shares of Ten Dollars each, to be issued by the President and Secretary of said corporation as shall be ordered by the Board of Directors, and each share of stock shall be fully paid up as issued, and no sale or transfer of stock issued shall be valid or binding upon the corporation until such transfer shall have been entered upon the stock book of said corporation kept by its Secretary.

Article VIII.

Each stock-holder shall be entitled to one vote on each share of stock held by him, upon any question before the meeting of the stock-holders, but no stock-holder or owner whose share or shares of stock shall not have been entered upon the books of said corporation by its Secretary, shall be entitled to a vote. Should any stock-holder desire to dispose of his stock to any party not owning stock in this corporation, he shall at once notify the Secretary in writing of such fact, stating the price for which and the party to whom he desires to make such sale, whereupon such corporation or any of its stock-holders shall have an option for the purchase of said stock for ten days from the giving said notice at the same price, and no transfer of such stock shall be entered by the Secretary upon the books of the corporation unless this provision has been fully complied with.

Article IX.

The amount of indebtedness or liability of this corporation shall at no time exceed two-thirds of its paid up capital stock, and the private property of the stock-holders shall not be liable for the corporate debts or obligations.

Article X.

The Board of Directors shall make and adopt by-laws, not inconsistent with these articles of incorporation, for the government and carrying on of the business of said corporation, and determining the amount of toll and rentals to be paid by the stock holders and patrons of said line, and when the same shall be paid Forfeitures for failures to comply with such rules and regulations, and shall have all the implied, necessary, and proper powers to carry out the purposes of this corporation.

Article XI.

Special meetings of the stock-holders may be called at any time by the Board of Directors, or upon a written request of ten per cent of the stockholders owning stock in this corporation, and in either case special calls shall state in substance the nature of the business to be transacted at such special meeting.

Article XII.

Four members of the Board of Directors shall constitute a quorum to transact any kind of business that may be transacted by the Board of Directors.

Article XIII.

This corporation shall have a prior lien upon the shares of stock and upon all moneys or property due any stock-holder, for all sums unpaid upon stock or owing by him, or her, to this corporation and for this purpose no assignment of stock shall

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be valid until such obligation is satisfied except the same be subject thereto.

Article X/V.

These articles of incorporation may be changed at any annual meeting provided always that at least thirty days prior to the annual meeting the Secretary shall mail each stock-holder a notice of such annual meeting, containing the proposed change in these articles of incorporation, and any stock-holder may file with the Secretary a proposed change in the articles of incorporation, and it shall then become the duty of the Secretary to notify the Stock-holders of such proposed change and the change shall not be made unless a majority of the stock-holders present and voting shall vote in favor of such change.

Dated this 21st day of March A.D. 1914.

W.D. Patterson.
W.W. Crawford
G.F. Ragan
J.R. Holloway.
H.J. Boyce
E.A. Hermon
C.L. Gray.

State of Iowa, Madison County SS. I, hereby certify that on the 21st day of March A.D. 1914, at the place aforesaid before me, A.W. Wilkinson, a notary public in and for said County, and State, personally came W.D. Patterson, J.R. Holloway, G.F. Ragan, W.W. Crawford, H.J. Boyce, E.A. Hermon and C.L. Gray all of whom are personally known to me to be the identical persons whose names are affixed to the foregoing articles of incorporation, and each of them severally acknowledged the said instrument to be his voluntary act and deed.

In witness whereof, I have hereunto set my hand and notarial seal the day and date last above named.

A.W. Wilkinson

Notary Public Madison County, Iowa.

