

Frank Bissell Inc) Filed for record the 22nd day of Dec A.D. 1917, at 11:45 o'clock A.M
 to Jeannette E. Beck, Recorder.
 The Public) Articles of Incorporation. Fee, \$ 1.00 ✓
 # 3288

I the undersigned Frank Bissell incorporator, do hereby incorporate into a body corporate into a body corporate under the provisions of Chapter 1, Title 12, of the Code of Iowa and acts amendatory thereof; assuming all the powers, rights and privileges granted bodies corporate, and all the duties and obligations imposed by said Chapter and Title, and do adopt the following Articles of Incorporation, to-wit:

Article I.
 The name of this corporation shall be: "Frank Bissell Incorporated."
 Article II.

Its principal place of business shall be at Dexter, Dallas County, Iowa.

Article III.
 The object of this corporation and the general nature of its business to be transacted shall be the purchasing, acquiring, trading, owning, holding, improving, developing, exchanging, selling, hypothecating, leasing, sub-letting, conveying and handling of any and all kinds of property, real, personal or mixed, and wherever being or situated, whether in this or in foreign countries, and including stocks, bonds, mortgages, bills, notes, and choses in action, for its self and for others; making, executing, acknowledging, securing, collecting and negotiating, deeds, mortgages, notes, stocks, bonds, bills and accounts and all other kinds of obligations and evidences of indebtedness, for its self and for others, and releasing and cancelling of the same for its self and for others; selling and trading property of all kinds on commission for others; receiving, handling or using bequests and devises for its self and for others; and as aforesaid in any and all of the said matters and things it may act for its self, or for others as agent, factor or broker or as assignee, trustee, guardian, executor or administrator.

All deeds or conveyances of real property made by the corporation shall be executed and acknowledged by the President, with an impression of the corporate seal affixed, and all releases of mortgages, liens, judgments or other claims that are or may be required by law ~~to be made a matter of record shall be executed by the President, with or without an impression of the corporate seal affixed.~~

Article IV.

The corporate period of this corporation and the date on which it may commence business, shall begin on the date that the Secretary of State issues a certificate of incorporation, and shall terminate at the expiration of twenty years from that date, with the right of renewal, unless sooner dissolved by a majority vote of the stockholders at any annual meeting.

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or at a special meeting called for that purpose, or by unanimous consent as by law provided.

Article V.

The amount of capital stock authorized is Twenty five Thousand and No/100 (\$25000) Dollars, divided into shares of One Hundred and No/100 (\$100) Dollars each. Such stock shall not be issued until the corporation has received payment in full therefor at par in cash or in property of equivalent value, and shall be sold and issued at such times, as the President or Directory Board may prescribe.

Article VI.

The affairs of this corporation shall be conducted and managed by a Directory Board consisting of a President alone, which Board may in the future be increased to three or five members including the President as a member thereof, as determined by a majority vote of the stock issued and outstanding at any special meeting called for that purpose, and the stockholder or stockholders shall by majority vote of the stock issued and outstanding elect said Directory Board, and the said Directory Board shall elect a President and such other officers of the corporation as they see fit, or as may be provided by the by-laws.

Article VII.

The annual meeting and annual election shall be held on the first Monday in January of each year hereafter, and until the first election to be held on the first Monday in January A.D. 1915, the Directory Board of this corporation shall consist only of Frank Bissell of Dexter, Dallas County, Iowa, and during said period of time the said Frank Bissell shall also be President of the said corporation.

All officers of this corporation shall hold office for the term of one year or until their successors are elected and have qualified. The President may fill all vacancies occurring in the membership of the Directory Board or other elective officers of this corporation occurring between annual elections. Special meetings of the stockholders may be called at any time by the President giving five days notice in person or in writing addressed to the last known post office address of each stockholder, and such meeting shall also be called at any time by the President on written request of stockholders representing fifty per cent of the stock issued and outstanding. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him, which vote he may cast in person or by written proxy.

Article VIII.

Until such time as the Directory Board of this corporation shall consist of more than one member, the President of this corporation shall be sole manager of the corporation with power and authority to do all business of the corporation, execute, sign and acknowledge all papers for and in behalf of the corporation, and whenever the said Directory Board is increased to more than one member it shall be the duty and authority of the President to execute, sign and acknowledge all legal documents and papers for and in behalf of this corporation.

Article IX.

The corporation by majority vote of its stockholders may make and alter by-laws at pleasure, not inconsistent with law and the provisions of these Articles, and may authorize the Directory Board to do so.

Article X.

The President by special power of attorney under seal of the corporation and duly acknowledged, may delegate or confer upon any other person or persons any and all power, authority or privileges that are by these articles conferred upon or vested in the President; and in the event of death or total disability of the President to act, all power, authority and privileges by these articles conferred upon or vested in the President, shall then vest in such person or persons, officer or officers as the by-laws may prescribe.

Article XI.

The indebtedness of this corporation shall not at any time exceed two thirds of its capital stock.

Article XII.

The private property of the stockholders of this corporation shall not at any time be exempt from liability for corporate debts of this corporation.

Article XIII.

Amendments to these articles may be made at any annual meeting of the stockholders, or at a special meeting called for that purpose, a majority in interest of all stockholders voting

for such amendments. Dated at Dexter, Iowa, on this 16th day of March A.D. 1915
Frank Bissell, Incorporator.

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State of Iowa, Dallas County, SS. Be it remembered, that on this 17th day of March A.D. 1915, before me, a Notary Public in and for said county and state, personally appeared Frank Bissell, said person being to me personally known to be the identical person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged the execution of the same to be his free and voluntary act and deed for the purposes and uses therein expressed. Witness my hand and notarial seal at Dexter in the County of Dallas and State of Iowa, on the day and year last above written.

Geo A. Crane

Notary Public in and for Dallas County, Iowa.

