

Miscellaneous Record, No. 19, Madison County

Earlham Ice and Cold Storage Company) Articles of Filed for Record the 10th day of
to December A.D. 1919. at 8.45 o'clock
The Public) Incorporation A.M. Nettie E. Winship Recorder,
#2730 Fee \$1.20

We whose names are hereto subscribed, for the purpose of transacting the business herein after set forth, do hereby associate ourselves into a body corporate under the provisions of Chapter One, Title IX, of the Code of Iowa and Acts amendatory thereto; assuming all the powers and obligations granted bodies corporate under said Chapter and Title, and do adopt the following Articles of Incorporation, to wit:

Article I. The name of this Corporation shall be the Earlham Ice and Cold Storage Company.

Article II The principal place of business shall be at Earlham, in the County of Madison, State of Iowa

Article III. The object of the Corporation, or business to be transacted, is to conduct an Ice Business or an ice and cold storage business, as, the necessity may seem to demand and for the purpose of conducting said business, may lease land and buildings or lease land and erect buildings, or purchase land and erect buildings and purchase machinery, that from time to time may seem advisable for conducting said business.

Article IV. The amount of Capital Stock authorized is Ten Thousand Dollars (\$10,000) divided into shares of Twenty Five Dollars (\$25) each, to be sold at times and in such amounts as the board of directors may direct. The Capital Stock may be increased by vote of a majority in interest of all the stockholders. When the Capital is to be increased, the additional shares shall be offered to the existing stockholders at not less than par, no one stockholder shall own more than one-fourth the issued stock,

Article V. This Corporation shall begin business on the date of issuance of its certificate of Incorporation by Secretary of State, of the State of Iowa, and shall terminate at the

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expiration of twenty years from ^{said} date, unless sooner dissolved by a majority vote of the stockholders.

Article VI. The affairs of this Corporation shall be managed by a board of seven directors, who shall elect from their number a president, ^{vice president} secretary-treasurer, and such other officers, including an executive committee, as it may choose, or as may be provided for by the by-laws of this Corporation. Meeting of directors for transaction of business may be held at any time at the call of the president or a majority of directors. All questions to have a majority vote of directors, each director entitled to only one vote.

Article VII. The annual election of stockholders shall be held on the second Tuesday of November of each year. Until the first election the following shall be directors:

W.J. Dean	G.E. Bricker
T.J. Beals	W.F. Price
<u>E.L. Scar</u>	E.E. Maulsby
John E. Bechtel	

The following shall be officers:

W.J. Dean president
E.L. Scar vice president
 T.J. Beals secretary-treasurer

The directors of this Corporation shall hold office for two years, or until their successors are elected and qualified, at the first election. Four shall be elected for two years and three for one year. Thereafter for a term of two years. The officers shall be elected for one year by the directors on the same day immediately following the stockholders election or at an adjourned, or called meeting. Every director shall be a stockholder, and if any director shall part with his holdings in this Corporation he shall at once cease to be a director. The board of directors may fill all vacancies occurring in its membership between annual election by the appointment of some qualified person to hold office until the next annual election. Special meetings of the stockholders may be called at any time by the president giving three days notice to the stockholder in person or writing, and shall be called by him at any time by request of stockholders representing a majority of shares of stock and upon his refusal or neglect to do so. The parties ^{be} owing a majority of shares may call said meeting, and such meeting shall be the same as if called by the president. 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 proxy.

Article VIII. The highest amount of indebtedness to which this Corporation is at any time to subject itself shall not exceed two-thirds of its Capital Stock outstanding.

Article IX. The private property of the stockholders shall be exempt from corporate liability, except to the extent and in the manner provided by the laws of the state of Iowa.

Article X. The Corporation may make and alter by-laws at pleasure, and may authorize the directors to do so, subject to such restrictions as may be deemed advisable.

Article XI. 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 of all stockholders in interest voting for such amendments.

State of Iowa, Madison County,)	SS. W.J. Dean T.J. Beals <u>E.L. Scar</u>	Elmer L. Scar G.E. Bricker John E. Bechtel W.F. Price
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Before me, D.R. Jones, a justice of the peace in Madison Township, Madison County Iowa personally appeared W.J. Dean, T.J. Beals, E.L. Scar, G.E. Bricker, W.F. Price and E.E. Maulsby, John E. Bechtel said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing articles of incorporation, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

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Witness my hand at Earlham inn the county of Madison, State of Iowa, this the 8th day of
December 1919.

D.R. Jones
Justice of the Peace