

Miscellaneous Record, No. 20, Madison County, Iowa.

Farmers Mutual Telephone
Co. of Pitzer
to
The Public

Articles of
Incorp.

Filed for record the 9th day of November A.D.
1922 at 10.45 o'clock A.M.
Nettie E. Winship, Recorder
Fee \$1.40 # 2064

We, the undersigned citizens of Madison County, Iowa, do hereby adopt the following articles of incorporation for the purpose of organizing a corporation under the provisions of Chapter One (1) of Title Nine (9) of the Code of Iowa, and acts amendatory thereto.

ARTICLE ONE.

The name of this corporation shall be Farmers' Mutual Telephone Company of Pitzer, and its principal place of business shall be in Pitzer, Madison County, Iowa.

ARTICLE TWO.

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 by a three fourths vote of all the stock holders, which dissolution can only be had at the annual meeting of the stock holders, or at a special meeting called for that purpose. Written notice of the intention to move for a 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 such meeting. This corporation shall have the privilege of renewal as provided by law.

ARTICLE THREE

This corporation shall have and possess all of the rights, powers, and privileges granted and permitted by law, and such as are possessed by like corporation in general, including the right to take over and dispose of property, both real and personal and to acquire, maintain, and operate the telephone system heretofore operated by the Farmers' Mutual Telephone Company of Pitzer, Iowa, succeeding the Farmers' Mutual Telephone Company of Dexter, Iowa, and which has been dissolved by operation of law; and to construct, maintain, operate, and acquire such additional telephone lines in Madison County, Iowa, and in adjoining counties as a majority of the Board of Directors of said corporation shall determine; and shall have the power to make, perform, and enforce contracts; to transact any lawful business; to sue and to be sued; to render the interest of its stock holders transferable; and to do any and all acts necessary and proper to carry out the purpose of its organization, 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 FOUR.

The general affairs of this corporation shall be managed by a Board of Directors, which shall consist of seven members elected by the stock holders at the annual meeting, and of the President, Vice-President, and Secretary-Treasurer, who shall ex-officio be members of the Board of Directors; said officers and Directors shall be elected at the annual meeting of the stock holders which shall be held on the 28th day of December, of each year, at the office of the Company, at the hour of ten o'clock A.M., unless the 28th day of December falls on Sunday, when said meeting shall be held on the day prior.

ARTICLE FIVE.

The officers of this corporation shall be a President, Vice-President, and Secretary-Treasurer, who shall be elected by the stock holders at the said annual meeting, and who, with the seven others elected, shall constitute the Board of Directors, and who shall have all power and authority usual in such cases, or as the by laws shall prescribed, and they shall hold their office until their successors are elected and qualified.

ARTICLE SIX.

The Board of Directors of this corporation until the annual meeting to be held on the 28th day of December, 1922, shall consist of the following named persons:

H. L. Olson, President, Post Office, Earlham, Iowa.
 C. H. Hochstetler, Vice President, Post Office, Dexter, Iowa.
 O. J. Devault, Secretary-Treasurer, Post Office, Earlham, Iowa.
 F. A. Mays, Post Office, Earlham, Iowa.
 G. W. Lenoeker, Post Office, Dexter, Iowa.
 G. L. Jones, Post Office, Earlham, Iowa.
 C. H. Kuntz, Post Office, Winterset, Iowa.
 John H. Willrich, Post Office, Dexter, Iowa.
 E. E. Estell, Post Office, Dexter, Iowa.
 S. G. Hoaness, Post Office, Winterset, Iowa.

ARTICLE SEVEN:

The authorized capital stock of this corporation shall be ten thousand (10000) dollars, divided into five hundred shares of twenty (20) dollars each; two hundred twenty five shares shall be issued, one share each to the two hundred and twenty five stock holders of the Farmers' Mutual Telephone Company, of Pitzer, Iowa, dissolved by operation of law, in payment for the property of said dissolved corporation transferred to this corporation, and shares of stock shall be issued by the President, and Secretary-treasurer accordingly, ~~provided authority therefor be given by the Executive Council of Iowa~~ Additional stock may be issued only for cash in full, paid in to the corporation, and shall be issued only to parties owning or maintaining a telephone on a line owned by this corporation, and no sale or transfer of stock shall be valid or binding upon the corporation until such transfer shall have been entered upon the books of the corporation kept by the Secretary-treasurer.

ARTICLE EIGHT

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

ARTICLE NINE.

The highest amount of indebtedness for which this corporation shall at any time be liable shall be two thirds of its capital stock actually paid up.

ARTICLE TEN.

Private property of the stock holders of this corporation shall in no event be liable for any debts or obligations of this corporation.

ARTICLE ELEVEN.

The Board of Directors may make and adopt by laws not inconsistent with these Articles of Incorporation for the government and carrying on of the business of this corporation; shall determine the amount of toll and rentals to be paid by the stock holders and patrons of its lines, and when the same shall be paid; shall fix the penalties for failure to comply with the by laws, rules, and regulations; and shall have all necessary and proper power to carry out the purposes of this corporation whether expressed or implied.

ARTICLE TWELVE.

Special meetings of the stock holders may be called at any time by the Board of Directors or upon written request of the holders owning the majority of the stock, and in either case a call for a special meeting shall state the substance and nature of the

business to be transacted at such special meeting.

ARTICLE THIRTEEN.

Five members of the Board of Directors shall constitute a quorum to transact any business of the Board of Directors.

ARTICLE FOURTEEN.

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 to this corporation, and no assignment or transfer of stock shall be entered upon the books by the Secretary until all indebtedness and obligations of the holder of such stock due the corporation is satisfied.

ARTICLE FIFTEEN.

These articles of incorporation may be amended at any annual meeting of the corporation or at any special meeting called for that purpose provided that in either case thirty days notice of the proposed amendment shall be given by mail by the Secretary-Treasurer to each stock holder. Any stock holder may file with the Secretary a proposed amendment and it then shall become the duty of the Secretary-Treasurer to notify the stock holders thereof.

Dated this November 8th, 1922.

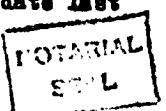
H.L. Olson
O.J. DeVault
C.H. Kuntz
John H. Willrich
Chester L. Jones

G.W. Lenocker
E.E. Estell
F.A. Mapes
C.H. Hochstetler
S.G. Hoeness

State of Iowa Madison County SS: On this eighth day of November, 1922, before me the undersigned, a Notary Public, in and for said County, personally appeared H.L. Olson, O.J. DeVault, C.H. Kuntz, John H. Willrich, C.L. Jones, G.W. Lenocker, E.E. Estell, F.A. Mapes, C.H. Hochstetler and S.G. Hoeness, to me personally known to be the persons whose names are affixed to the foregoing Articles of Incorporation, and acknowledged the same to be their voluntary act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my seal on the date last above written.

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



John Aiken, Secretary