

Miscellaneous Record, No. 22, Madison County, Iowa

The Winterset Commercial Club, Winterset, Iowa. #5426

To

Fee \$ 1.60✓

Filed for record the 15 day of December A.D. 1937 at 3:30 o'clock P.M.

The Public

Valda C. Bishop, Recorder

ARTICLES OF INCORPORATION OF THE WINTERSET COMMERCIAL CLUB

We, whose names are subscribed thereto, hereby associate ourselves into a body corporate not for pecuniary profit, under the provisions of the 1935 Code of The State of Iowa and any acts amendatory thereto, assuming all of the powers rights and privileges granted bodies corporate, accepting all of the duties and obligations imposed by said Code of Iowa, and do adopt the following Articles of Incorporation, to-wit:

Article 1.

Name.. The name of the corporation shall be the Winterset Commercial Club.

Article 2.

Principal Place of Business. The principal place of business of this Corporation shall be at Winterset, Madison County, State of Iowa.

Article 3.

Business or Object. The business and object of this corporation shall be to promote the manufacturing, mercantile, and all other business interests of Madison County and of the City of Winterset, Iowa, and the doing of all such acts as may be necessary for the prosecution of said business, and any and all other acts looking to the business, civic, and social welfare of said City and County.

Article 4.

Capital Stock . This corporation shall not issue or have any capital stock and shall not pay dividends.

Article 5.

Election of Members; Annual Dues. Members of this corporation shall be elected in such manner as shall be prescribed by the by-laws or the Board of Directors, and shall pay dues as shall be fixed by the Board of Directors. Persons residing outside of the City of Winterset may become members of this corporation on such terms and under such provisions as may be prescribed by the by-laws or the Board of Directors.

Article 6.

Sustaining Fund. The board of directors shall have authority to provide for a sustaining fund either by setting aside a part of the annual dues paid by members, or by subscription of individuals, firms, or corporations, who may become members of this organization; and may also carry a sustaining fund membership, with the same right to vote as an individual. Each membership, whether a firm, corporation, individual, or a sustaining fund membership, shall be entitled to one vote in person.

Article 7.

Duration. This corporation shall commence business as soon as these articles are properly filed with the recorder of Madison County, Iowa, and shall continue for a term of fifty (50) years with the right of renewal for a like period thereafter according to law, unless sooner dissolved by a three-fourths vote of the members voting in favor of such dissolution or as provided by law.

Article 8.

Miscellaneous Record, No. 22, Madison County, Iowa

Officers and Directors. The officers of this organization shall consist of a president one or more vice-presidents, a general secretary, and a treasurer and not less than ten or more than twenty elected directors as determined by the Board of Directors. The president, the first and second vice-presidents, and the treasurer shall be elected annually. The time, manner and method of holding said annual election shall be determined by the Board of Directors. The board of directors shall be elected as provided in the by-laws and shall hold office for a term of one year.

The affairs of this corporation shall be managed by the board of directors and said board shall consist of the President, the Vice-Presidents, the Treasurer, and such number of directors as shall be provided for in the by-laws, not inconsistent with these articles.

Past presidents shall be ex-officio members of the board with all rights and privileges of elected members thereof.

The general secretary of this corporation shall be chosen by a majority vote of the board of directors and shall hold such office until discharged or his successor shall be elected by said board. The election of the general secretary as set forth herein shall be by the board of directors who are to serve during the year in which the election take place, and the same shall take place in January of each year or as soon thereafter as possible, and that at the time of election the salary of such officer for the ensuing year shall be fixed by the Board.

Article 9.

By-laws. The board of directors shall have power to make and alter by-laws at their pleasure.

Article 10.

Annual Meeting. The annual meeting of this corporation shall be held at such time as is fixed by the by-laws. Until the first election, the following persons shall be officers:

President - Carleton H. Peters
Vice Pres. - A. A. Richards
Treasurer - H. V. Huntton
Secretary - C. L. Ditto

Directors -

Ralph B. Thompson
Daniel J. Gallery
Robert W. Baker
John F. Veltman
Herman L. Olmstead
Chas. Rowe

J. W. Douglass
Neil W. Anderson
N. E. Kelley
Lloyd Montross
Ed W. Smith
J. Gilmore Green

Chas. A. Graves
Robert A. White
Myles Young III
Grace Lamb
Mrs. E. S. Beardorff
Kathryn Farrell

Article 11.

Vote and Quorum. At all meetings of the members of this corporation each member shall be entitled to one vote, and such vote must be cast in person. The number of members to constitute a quorum and the method of holding all meetings of the members, whether regular or special, shall be fixed by the by-laws or board of directors provided that it shall be incumbent upon the board of directors to call any special meeting of the members upon the written request signed by not less than twenty-five (25) members of the organization, at which time only business of which notice has been given shall be transacted.

Article 12

Vacancies. All vacancies occurring in any of the offices of this corporation shall be filled by a majority vote of the board of directors, and any vacancy in the board of directors shall be filled by a majority vote of the remaining members thereof.

Article 13.

Amendments. These articles may be amended at any annual meeting of the members of this corporation, or any special meeting called for that purpose, by a vote of two-thirds of the members present and voting at said meeting in favor of said proposed amendment or amendments; provided, however, that said proposed amendment or amendments shall be filed with the secretary of this corporation at least ten (10) days prior to said meeting, and a copy thereof mailed to the last known address of each member as shown by the register of membership.

Article 14.

Miscellaneous Record, No. 22, Madison County, Iowa

Private Property. The private property of members of this corporation shall be in no event liable for the debts of the corporation.

Article 15.

Corporate Seal. The corporation shall not have a corporate seal.

Dated this 14th day of December 1937.

Carleton H. Peters
Pres.

C.L.Ditto
Sec'y

A.A.Richards VI. President
Ed F. Smith
J.Gilmore Green
Chas.A Graves
Robert A. White
Daniel J. Gallery
Lloyd Montross

Chas Rowe
Ralph B. Thompson
J.W.Douglass
John F.Veltman
N.E.Kelley
Grace Lamb
Rob't H. Baker

Neil W. Anderson
Mrs. E.S.Deardorff
Kathryn Farrell
H.V.Huntoon Treas.
Herman L. Olmstead
Kyles Young III

State of Iowa) ss
County of Madison)

On the 14th day of December, 1937, before me, Daniel J. Gallery, a Notary Public in and for Madison County, Iowa, personally appeared Lloyd Montross, Chas Rowe, Ralph B. Thompson, J.W.Douglass, John F. Veltman, N.E.Kelley, Rob't H. Baker, Carleton H. Peters and C.L.Ditto to me known to be persons who signed and executed the above and foregoing Articles of Incorporation of the Winterset Commercial Club of Winterset, Iowa, and the said Carleton H. Peters and C.L.Ditto being to me known to be the persons elected to be President and Secretary of said corporation, respectively; and that each and all acknowledged that they executed the said above and foregoing Articles of Incorporation as their voluntary act and deed for the purposes therein expressed.

Witness my hand and notarial seal the 14th day of December, 1937.

(Notarial Seal)

Daniel J. Gallery
Notary Public in and for Madison County, Iowa.

State of Iowa)
County of Madison) ss

On the 15th day of December, 1937 before me, Daniel J. Gallery, a Notary Public in and for Madison County, Iowa, personally appeared A.A.Richards, H.V.Huntoon, Ed F. Smith, J.Gilmore Green, Chas. A. Graves, Robert A. White, Mrs. E.S.Deardorff, Grace Lamb, Neil W. Anderson, Kathryn Farrell, Herman L. Olmstead and Kyles Young III to me known to be persons who signed and executed the above and foregoing Articles of Incorporation of the Winterset Commercial Club of Winterset, Iowa, and the said A.A.Richards and H.V.Huntoon being to me known to be the persons elected to be Vice-President and Treasurer of said corporation, respectively; and that each and all acknowledged that they executed the said above and foregoing Articles of Incorporation as their voluntary act and deed for the purposes therein expressed.

NOTARIAL
SEAL

Witness my hand and notarial seal the 15th day of December, 1937.

Daniel J. Gallery
Notary Public in and for Madison County, Iowa.