

Insurance Association  
To

Filed  
Fee \$ 2.00

Filed for record the 3 day of November  
A.D. 1939 at 10:32 o'clock A.M.  
Pearl E. Shetterly, Recorder

The Public

AMENDED AND SUBSTITUTED  
ARTICLES OF INCORPORATION

Pursuant to instructions of said Association, the undersigned Thomas Gillispie of Prole, Madison County, Iowa, and C. H. Kuntz of Winterset, in Madison County, Iowa, incorporators, execute the following instrument as amended and substituted Articles of Incorporation of said Association, viz:

ARTICLE I. The Farmers Mutual Fire Insurance Association organized under the law providing for same and now operating under that law as amended, shall be known as the Farmers Mutual Fire Insurance Association with its principal place of business at Winterset, Madison County, Iowa, and such counties as are contiguous thereto.

ARTICLE II. Purposes. The purpose of the Association shall be to safeguard its members, so far as possible, against property losses by reason of fire and lightning and to distribute on the mutual insurance plan such losses as may occur from these hazards in spite of all reasonable precautions.

ARTICLE III. Corporate Powers. The Association assumes the rights, powers, privileges and immunities that are now or may hereafter be conferred by law upon similar Associations, and may sue or be sued, have a common seal and change same at will, acquire and dispose of real and personal property, make contracts, cede and accept reinsurance, provide for classification of risks, make loans, levy and collect assessments, borrow money to pay losses, create and maintain an emergency or reserve fund, and do all other things not contrary to law, that may be necessary to

## Miscellaneous Record, No. 23, Madison County, Iowa

its successful operation, It shall continue when the certificate is issued to it by the Secretary of State and for twenty (20) years from January 1st, 1940, unless sooner dissolved.

ARTICLE IV. Membership and Insurance. The membership of the Association shall consist of the persons or organizations having insurance herein. Membership and insurance may be obtained only upon written application signed by the applicant and shall commence only when approved by the Secretary or his authorized representative, and shall cease when such insurance is cancelled or terminates from any other cause. The application shall be considered a part of the policy. The private property of the member shall be exempt from Corporate debts.

ARTICLE V. Membership Meetings. The annual meeting of the members shall be held on the third Saturday of January, in each year, at 1:30 o'clock P.M., at the home office of the Association. Special meeting of members may be called by the Board of Directors at any time and shall be called upon petition of one-fourth of the members of the Association. Due notice of the time and place of such special meetings shall be given the membership. Each member present shall be entitled to one vote on each question voted on at any membership meeting. No voting shall be done by proxy. Ten members shall constitute a quorum for any members' meeting.

ARTICLE VI. Directors and Officers. The corporate powers of the Association shall be vested in a Board of Fifteen (15) Directors, each elected by a majority vote of the annual meeting for terms of three (3) years, provided that at the first meeting following the adoption of these Articles of Incorporation, five (5) shall be elected for one year, five (5) for two years and five (5) for three years.

The following shall serve as members of such Board of Directors until the next annual meeting of the members of said Association, which shall be held on the third Saturday of January, 1940:

J. T. Tiernan, Booneville, Iowa; D. H. Marquardt, Van Meter, Iowa; W. A. McCorkle, Earlham, Iowa; Paul Storck, Winterset, Iowa; R. M. Peed, Earlham, Iowa; W. A. Ryner, Winterset, Iowa; Thomas Gillespie, Prole, Iowa; E. E. Williams, Winterset, Iowa; Ira D. Comp, St. Charles; H. A. Mueller, St. Charles, Iowa; F. W. Cochran, Macksburg, Iowa; L. N. Pinckney, Macksburg, Iowa; I. E. Schoenenberger, Peru, Iowa; M. L. Douglas, Truro, Iowa; P. H. Mitchell, Van Meter, Iowa; C. C. Couch, Adel, Iowa.

The following shall be officers until such first annual meeting hereafter, viz: Thomas Gillespie, of Prole, Iowa, President; P. H. Mitchell of Van Meter, Iowa, Vice President; C. H. Kuntz, of Winterset, Iowa, Secretary; and C. H. Kuntz, of Winterset, Iowa Treasurer.

The above named Board of Directors, consisting of Sixteen (16) members shall constitute said Board of Directors until the next ~~annual~~ meeting of the members of said Association which will be held as aforesaid, at which time a Board of Directors consisting of fifteen (15) members shall be elected, five (5) of whom shall be elected to serve for a period of three (3) years from and after said annual meeting; five (5) of whom shall be elected to serve for a period of two (2) years from and after said annual meeting; five (5) of whom shall be elected to serve for one (1) year from and after said annual meeting.

Any vacancy on the Board of Directors may be filled for the unexpired term by the remaining Directors. Except as otherwise provided, the Board of Directors shall have general management and supervision of the business and affairs of the Association. Such Board shall have authority to adopt Rules and Regulations, policy forms and riders, enact By-laws, fix and approve salaries and commissions to be paid, require bonds for officers and employees, issue such information as the welfare of the Association may require, designate depositories, hold meetings at such times and places as the business may require.

At the annual meeting of the Association on the third Saturday in January, the members present shall elect for a term of one year, a President, a Vice President, a Treasurer and a Secretary, who, when so designated may also serve as Treasurer, and such additional officers as they deem necessary. The President, Treasurer and Secretary shall constitute an Executive Committee with

## Miscellaneous Record, No. 23, Madison County, Iowa

such powers as the Board of Directors may delegate to it. The Board of Directors and the Executive Committee shall meet on the call of the Secretary. In such meetings a majority shall constitute a quorum.

ARTICLE VII. Source<sup>s</sup> of Income. The sources of income of the Association shall be such initial charges and such fees as may be fixed by the Board of Directors; and such assessments ratable levied by the Board of Directors against the membership as may be required for one or more of the following purposes, viz: (1) to pay accrued liabilities, or (2) to meet anticipated needs of the Association for the ensuing period not exceeding one year, or (3) to add to or restore the emergency or reserve fund.

ARTICLE VIII. Emergency or Reserve Fund. The Board of Directors shall take suitable measures to create and maintain an emergency/<sup>OR</sup> Reserve fund for contingencies. For this purpose the Board of Directors may set aside such part of the initial charges or such part of any assessment as they deem proper. The fund so created shall belong to the Association. Unless the Association be dissolved, no member shall be entitled to demand or receive any part of said fund except in payment of losses.

ARTICLE IX. Amendments. The Articles of Incorporation may be altered or amended by a two-thirds majority affirmative vote of any membership meeting, providing due notice of such proposed amendment has been given the members.

Dated at Winterset, Iowa, this 27 day of October A.D. 1939.

APPROVED OCT 30 1939

Chas. R. Fischer  
Commissioner of Insurance  
Insurance Department of Iowa  
By Ralph F. Knudsen  
Deputy Commissioner

Thomas Gillespie President  
C. H. Kuntz Secretary

STATE OF IOWA, Madison County )ss:

On this 27 day of October, A.D. 1939, before me, Jno. N. Hartley, a Notary Public in and for Madison County, Iowa, personally appeared Thomas Gillespie and C. H. Kuntz, to me personally known, who being by me duly sworn, did say that they are President and Secretary respectively, of the Farmers Mutual Fire Insurance Association, a corporation; that no corporate seal has been procured by said corporation; that they signed the foregoing Articles of Incorporation by authority of the members and board of directors of the Corporation; and the said Thomas Gillespie and C. H. Kuntz did acknowledge the execution of said instrument to be the voluntary act and deed of the said Corporation, by it voluntarily executed.

WITNESS, my hand and notarial seal the day and year in this Certificate first above written.

(Notarial Seal)

Jno. N. Hartley  
Notary Public in and For Madison County, Iowa

#### CERTIFICATE OF RENEWAL

BE IT REMEMBERED, that at a regular meeting of the members of the Farmers Mutual Fire Insurance Association, a corporation duly organized and existing under and by virtue of the laws of the State of Iowa, having its principal place of business at Winterset, Madison County, Iowa, held on the 21st day of October, A.D. 1939, after due and proper notice had been given the members thereof, and at which meeting a requisite number of members of such corporation was represented, in accordance with its Articles of Incorporation and the laws of this State, the following resolutions were adopted by a unanimous vote of the members present in favor thereof;

RESOLVED, that the corporate period of the Farmers Mutual Fire Insurance Association, which will expire on the 1st day of January, 1940, be and it is hereby extended for a period of Twenty (20) years from said date, unless sooner dissolved by the voluntary action of the members thereof.

BE IT FURTHER RESOLVED, that the Renewal, Amended and Substituted Articles of Incorporation submitted to the members of said Association at said meeting and hereto attached, be and the same are hereby adopted as the Articles of Incorporation of said Association under the Renewal herein provided for.

RESOLVED FURTHER, that the President and Secretary of said Association be and they are hereby

## Miscellaneous Record, No. 23, Madison County, Iowa

authorized and directed to sign, acknowledge, record, publish and do any and all things which are by law required to execute and carry into effect the above resolution; and execute, sign and acknowledge the Renewal, Amended and Substituted Articles of Incorporation duly adopted at said meeting; and make any changes in said Articles of Incorporation that may be required by the Commissioner of Insurance of the laws of said State of Iowa.

We, Thomas Gillespie, President and C. H. Kuntz, Secretary of said Association, do hereby certify the above to be a true and correct statement of the proceedings of the members at the above named meeting.

APPROVED OCT 30 1939  
Chas. H. Fischer  
Commissioner of Insurance  
Insurance Department of Iowa  
By Ralph F. Knudsen  
Deputy Commissioner

Thomas Gillespie      President  
C. H. Kuntz            Secretary

STATE OF IOWA, Madison County    )ss:

On the 27 day of October, A.D. 1939, before me, Jno. N. Hartley, a Notary Public in and for Madison County, Iowa, personally appeared Thomas Gillespie and C. H. Kuntz, to me personally known, who being by me duly sworn, did say that they are President and Secretary respectively, of the Farmers Mutual Fire Insurance Association, a corporation, of Madison County, Iowa; that no seal has been procured by said corporation; that the foregoing Articles of Incorporation were signed by them on behalf of said corporation by authority of the members and the board of directors thereof; and the said Thomas Gillespie and C. H. Kuntz acknowledged the execution thereof to be the voluntary act and deed of the said Corporation, by it voluntarily executed.

Witness my hand and notarial seal the day and year in this Certificate first above written.

(Notarial Seal)

Jno. N. Hartley  
Notary Public in and For Madison County, Iowa

OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa

This instrument recorded in Book 2-10, Page 393, Nov. 2 1939  
Expires Jan 1, 1960 Cert. No 6080 Receipt No 1724  
Filed By Jno. N. Hartley, Esq. Winterset Iowa.  
Filing Fee \$25.00 Recording Fee \$2.00 Earl G. Miller Secretary of State

COMPARED