

Miscellaneous Record, No. 23, Madison County, Iowa

Benj. Zoekler, Recorder of
Scott County, Iowa.
To

#201

Fee \$1.80 ✓

Filed for record the 8 day of January
A.D. 1941 at 9:00 o'clock A.M.

Pearl E. Shetterly, Recorder

The Public

CERTIFIED COPY OF AMENDMENTS TO ARTICLES OF
INCORPORATION OF BECHTEL TRUST COMPANY

Bechtel Trust Company

Amendments

Book "P" Incorporations Page 597
No. 7020 Recording Fee \$2.75 Paid
Filed for record June 17th A.D.
1935 at 9:00 o'clock A.M.
Benj. Zoekler, Recorder
By Minnie E. Carlson Deputy

AMENDMENTS TO ARTICLES OF INCORPORATION OF
BECHTEL TRUST COMPANY

Approved D.W. Bates, Superintendent
of Banking June 10, 1935.
By C. R. Colton, Legal Clerk

KNOW ALL MEN BY THESE PRESENTS:

That at a Special meeting of the stockholders of Bechtel Trust Company, a corporation duly organized under the laws of the State of Iowa, held at the office of the Corporation in Davenport, Iowa, on the 8th day of June, 1935, after due and legal notice had been given to the stockholders thereof in conformity with its Articles of Incorporation, and provisions of the Code, the following amendments were adopted by a vote of the stock interests of said Corporation as shown below:

Total number of shares of stock outstanding:	1000
Total number of shares of stock represented at this meeting:	900
Total number of shares of stock voted in favor of amendments:	900

which amendments and additional Article XVI are as follows:

Resolved, that Article I of the Articles of Incorporation of Bechtel Trust Company be and the same is hereby repealed, and that there is adopted in lieu thereof Substituted Article I as follows:

SUBSTITUTED ARTICLE I.

The name of the corporation shall be First Trust and Savings Bank; and the place where its principal banking house or office shall be located, and its operations of discount and deposit carried on, and its general business conducted shall be in the City of Davenport, County of Scott, and State of Iowa.

BE IT FURTHER RESOLVED, that Section 1 of Article V of the Articles of Incorporation of Bechtel Trust Company be repealed, and Substituted Section 1 adopted as follows:

Substituted Section 1. The affairs of this corporation shall be conducted and managed by a Board of not less than six (6) nor more than twelve (12) directors, who shall be elected from among the stockholders at the annual meeting of the corporation, and shall hold office for a term of one (1) year and until their successors are elected, qualified and have accepted office. The Board of Directors of the corporation at the date of the adoption of this Substituted Section 1 is composed of six (6) members and the Board of Directors shall be composed of six (6) members until at any annual meeting or special meeting of the stockholders at which the number shall be increased by resolution of the stockholders. The stockholders may, by resolution adopted at any annual meeting or special meeting change the number of directors to any number not less than six (6) nor more than twelve (12).

BE IT FURTHER RESOLVED, that Article IX of the Articles of Incorporation of Bechtel Trust Company be and the same is hereby repealed, and that there is adopted in lieu thereof Substituted Article IX as follows:

SUBSTITUTED ARTICLE IX

All written instruments to be made, executed and entered into on behalf of the Corporation, including instruments conveying or affecting real estate shall be executed in the name of the corporation by its president or vice-president and attested by the secretary, assistant secretary, cashier or assistant cashier, with the corporate seal affixed, and duly acknowledged by said officers as by law provided, in such cases that acknowledgment is required to validate any such instrument. Provided, that any of such officers, or any other officer or person thereunto duly authorized by the Board of Directors, may satisfy any mortgage, judgment, or lien on the

Miscellaneous Record, No. 23, Madison County, Iowa

official record where any such mortgage, judgment, or lien appears, in the name of the Corporation and without the attachment or affixation of the corporate seal.

BE IT FURTHER RESOLVED, that Article I of the Articles of Incorporation of Bechtel Trust Company be and the same is hereby repealed, and that there is adopted in lieu thereof, Substituted Article I as follows:

SUBSTITUTED ARTICLE I.

The shares of ^{stock of} this Corporation shall be issued only upon receipt by the Corporation of the full par value thereof in money, or in property as provided by law, and shall be transferable only by assignment on the books of the Corporation.

All ~~the~~ stock certificates shall be signed by the president or vice president, and the Secretary or an assistant secretary, and shall have the corporate seal affixed.

The Corporation shall at all times have a prior lien on any shares of stock owned or held by any person indebted or obligated to the Corporation, and on any interest in any such stock possessed by any person indebted to the Corporation; subject, however, to any lien against or pledge of such stock which the Corporation has acknowledged by written notice without stating in such notice that it reserves and continues in force its prior lien.

BE IT FURTHER RESOLVED, that Article II of the Articles of Incorporation of Bechtel Trust Company be and the same is hereby repealed, and that there is adopted in lieu thereof Substituted Article II as follows:

SUBSTITUTED ARTICLE II.

The Corporation may contract indebtedness or a liability for the following purposes: For the necessary expenses in managing and transacting its business, for deposits, and to pay depositors, and to maintain proper legal reserves, and for other lawful corporate purposes, and the Board of Directors shall have the power and authority to pledge, or cause to be pledged, as security for the payment of any lawful indebtedness or liability of the Corporation such assets of the corporation as may be necessary.

BE IT FURTHER RESOLVED, that Article III of the Articles of Incorporation of Bechtel Trust Company be and the same is hereby repealed, and that there is adopted in lieu thereof Substituted Article III as follows:

SUBSTITUTED ARTICLE III.

The private property of the shareholders of this corporation shall be exempt from corporate liability, debts, or obligations, except only as otherwise expressly provided in the Articles of Incorporation.

BE IT FURTHER RESOLVED, That the Articles of Incorporation of Bechtel Trust Company be amended by adding thereto an additional Article to be known and designated as Article XVI, as follows:

ARTICLE XVI.

The holders of stock issued after November 30, 1933, shall not be held individually responsible as such holders for any debts, contracts, liabilities or engagements of the corporation, and shall ^{not} be liable for assessments to restore impairments in the capital of the corporation, nor shall such stock be liable to assessment for any purpose. The holders of stock issued on or prior to November 30, 1933, shall not be held individually responsible as such holders for any debts, contracts, liabilities or engagements of the corporation, or liable for assessments to restore impairments in the capital of the corporation, nor shall such stock be subject to assessment excepting only as and to the extent as otherwise provided in House File No. 87, of the Special Session of the 45th General Assembly of the State of Iowa; it being the intention to relieve such last mentioned stockholders ^{from} liability as such, and to relieve stock held by them from all liability for assessment, to the full extent as provided and permitted by said House File No. 87 of the Special Session of the 45th General Assembly of the State of Iowa.

The Chairman and Secretary of the Corporation were duly authorized and directed to sign, acknowledge, record, publish and do all things which are by law required, to execute, complete

Miscellaneous Record, No. 23, Madison County, Iowa

and carry into effect the above amendments to the Articles of Incorporation of said corporation.

We Geo. M. Bechtel and F. A. Johnson, Chairman and Secretary of said meeting, do hereby certify the above to be a true and correct statement of the proceedings of the stockholders at the above named meeting.

Geo. M. Bechtel
F. A. Johnson

Chairman
Secretary

In conformity with the above resolution, we, the Chairman and Secretary of said corporation have executed this instrument, and do hereby sign and acknowledge the same, for and in behalf of the Bechtel Trust Company, Davenport, Iowa, this 8th day of June, 1935.

(Corporate Seal)

Geo. M. Bechtel
F. A. Johnson

Chairman
Secretary

STATE OF IOWA, COUNTY OF SCOTT,)ss.

BE IT REMEMBERED, that on this 8th day of June, A.D. 1935, before me, a Notary Public in and for said County and State, personally appeared Geo. M. Bechtel and F. A. Johnson, each being to me personally known, who being by me duly sworn did say that they were Chairman and Secretary respectively of the above named meeting and that the foregoing instrument was signed and sealed in behalf of said corporation by authority of its stockholders, and that they acknowledged said instrument to be the voluntary act and deed of the said corporation, by them voluntarily executed.

(Notarial Seal)

Louis Martin, Notary Public in and
for Scott County, Iowa.

CERTIFICATE OF DIRECTORS

The undersigned members of the board of directors of Bechtel Trust Company, Davenport, Iowa, do hereby certify that we have read the foregoing proceedings of the meeting of the stockholders of the said corporation, held on the 8th day of June, 1935; that we were present at said meeting and that said Geo. M. Bechtel and F. A. Johnson were Chairman and Secretary thereof; that the foregoing proceedings certified by them is a true and correct copy thereof and that the board of directors of said corporation consists of six (6) members.

STATE OF IOWA, ss.

Filed for record in the office
of Secretary of State June 10, A.D.
1935 and recorded in Book Z-9 page
382

Geo. M. Bechtel
F. A. Johnson
H. A. Phoenix

A.L. Syverud
N.H. Petersen

Mrs. Alex Miller,
Secretary of State.

STATE OF IOWA, Scott County,)ss.

I, Benj. Zoekler, Recorder of Scott County, Iowa, do hereby certify that the foregoing is a true and correct copy of the record of Amendments, from Bechtel Trust Company, dated the 8th day of June, A.D. 1935, and filed for record the 17th day of June, A.D. 1935, at 9:00 o'clock A.M., and recorded in Book "P" of Incorporations at page 597, records of Scott County, Iowa, Recorder's Office; that the record from which said copy is made is in my custody and under my control as such Recorder, and that I have no seal of office as Recorder of Scott County, Iowa.

Dated at Davenport, Iowa, this 30th day of December, A.D. 1940

COMPARED Benj. Zoekler