

WINTERSSET MOTOR COMPANY

#4832

in and for Madison County, Iowa,

To  
The Public

Fee \$2.40

Filed for record the 12 day of October  
A.D. 1946 at 10:28 o'clock A.M.  
Pearl E. Shetterly, Recorder  
Wilma M. Wede, DeputyCERTIFICATE OF RENEWAL  
OF  
WINTERSSET MOTOR COMPANY

BE IT REMEMBERED, That at a special meeting of the stockholders of the Wintersset Motor Company, a corporation duly organized and existing under the laws of the State of Iowa, having its principal place of business at Wintersset, Madison County, Iowa, held on the 28th day of September, 1946, after due and proper notice had been given the stockholders thereof, and at which meeting all outstanding shares of stock of said corporation were represented in accordance with its articles of incorporation and the laws of the State, the following resolution was adopted by the vote as shown:

Total number of shares voted in favor of such renewal	360
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Total number of shares voted against such renewal	None
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RESOLVED, That the corporate period of the Wintersset Motor Company, which expired on the 12th day of August, 1946, is hereby extended for a period of twenty (20) years from said date, continuing until August 12, 1966, unless sooner dissolved by the voluntary action of the stockholders.

BE IT FURTHER RESOLVED, That the renewal, amended and substituted articles of incorporation submitted to the stockholders at said meeting and hereto attached be and the same are hereby adopted as the articles of incorporation of said corporation under the renewal herein provided for.

BE IT RESOLVED FURTHER, That the President and Secretary of this corporation be and they are hereby authorized and directed to sign, acknowledge, record, publish and do any and all things which are by law required, to execute, complete and carry into effect the above resolution, and to execute, sign and acknowledge the renewal, amended and substituted articles of incorporation duly adopted at said meeting.

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We, C. B. Luginbuhl and Lloyd E. Mason, President and Secretary of said company, do hereby certify the above to be a true and correct statement of the proceedings of the stockholders at the above named meeting.

Attested By: Giulia H. Luginbuhl  
Des Moines, Iowa

C. B. Luginbuhl President  
Des Moines, Iowa  
Lloyd E. Mason Secretary  
Winterset, Iowa

STATE OF IOWA POLK COUNTY ) ss

Subscribed and sworn to before me by the said C. B. Luginbuhl and Lloyd E. Mason, this 28th day of Sept., A.D. 1946.

(Notarial Seal)

John A. Blanchard Notary Public  
in and for Polk County, Iowa.

EMENDED AND SUBSTITUTED ARTICLES  
OF  
INCORPORATION OF WINTERSET MOTOR COMPANY

ARTICLE I.  
NAME AND PLACE OF BUSINESS

The name of this Corporation shall be WINTERSET MOTOR COMPANY and its principal place of business shall be in the town of Winterset, Madison County, Iowa. It may establish such branch offices and agencies as the Board of Directors shall deem necessary or of advantage in the conduct of its business.

ARTICLE II  
BUSINESS AND POWERS

Section 1. The general nature of the business of this corporation shall be to deal in at both wholesale<sup>and</sup>/retail, merchandise and commodities of all kinds including automobiles.

Section 2. This corporation shall have power to acquire, hold, use, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses, and privileges, inventions, improvements and processes, trade marks and trade names, or pending applications therefor, relating to or useful in connection with any business of the corporation.

Section 3. This corporation shall have power to acquire and carry on all or any part of the business or property of any corporation, co-partnership or individual, or individuals, engaged in a business similar to any business authorized to be conducted by this company and to undertake in conjunction therewith any liability of any person, firm, association or corporation possessed of property suitable for any of the purposes of this company or for carrying on any business which this company is authorized to conduct, and as the consideration for the same to pay cash or obligations of this company or to issue its capital stock at the true value of the property acquired in accordance with the laws of the State of Iowa.

Section 4. This corporation shall have power to purchase and own its own capital stock and when so purchased it may re-issue the same; to hold, purchase, or otherwise acquire, to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or bonds, debentures, or other evidences of indebtedness created by other corporation or corporations, and, while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon; to purchase, own, lease and sell real estate of every kind and operate the same in any way desired by the corporation; to borrow money and execute its notes or other obligations therefor; to sell, convey, pledge or mortgage any or all<sup>its</sup> property; it may make all kinds of contracts of guaranty, indorsements and acceptances, including those for accommodation; and shall have all the powers that are by law conferred on corporations for pecuniary profit.

ARTICLE III.  
CAPITAL STOCK

Section 1. The total authorized capital stock of this corporation is fifty-thousand (\$50,000.00) Dollars divided into five hundred (500) shares of the par value of one hundred (\$100.00) Dollars each, to be fully paid for when issued in cash or property in accordance with the laws of the State of Iowa, and when issued said stock shall be forever non-assessable. The authorized capital stock of this corporation may be increased from time to time whenever

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such increase is voted for by a majority of the outstanding stock. The increase may be in the form of either preferred or common stock or both.

Section 2. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him to be cast by the stockholder in person or by proxy authorized in writing filed with the Secretary.

Section 3. No transfer of stock shall be valid or bind the corporation until it is entered upon the books of the corporation.

Section 4. The corporation shall have a first lien on the shares of any stockholder for any debt or liability owing by such stockholder to the corporation, and said lien may be enforced in the manner provided in Chapter 653 of the Code of Iowa, 1946.

#### ARTICLE IV. DURATION

This corporation shall continue its corporate existence until August 12, 1966, unless sooner dissolved and with the right of renewal as provided by law.

#### ARTICLE V. DIRECTORS AND OFFICERS

Section 1. The affairs of this corporation shall be conducted by a Board of Directors consisting of not less than two (2) nor more than five (5) stockholders, all of whom shall be elected by the stockholders at the annual meeting of the stockholders of the corporation. The directors shall hold office for one year and until their successors are duly elected and qualified. Vacancies on the Board of Directors may be filled by the Board until the next annual meeting of stockholders.

Section 2. The officers of this corporation shall be a president, a secretary and a treasurer, which officers shall be elected by the Board of Directors each year at the annual director's meeting. One or more vice-presidents may also be elected by the Directors. A director may be elected to hold more than one office. The Board of Directors may also appoint such managers, superintendents and other officers and agents as may be authorized by the by-laws or by resolution of the Board of Directors.

Section 3. The duties of the officers shall be such as specified in the by-laws or by resolution adopted by the Board of Directors.

Section 4. Until directors are elected at the annual stockholders' meeting in 1947, the Board of Directors shall consist of C. B. Luginbuhl, Lloyd E. Mason and Giulia H. Luginbuhl, of whom C. B. Luginbuhl shall be President and Lloyd E. Mason shall be secretary and treasurer.

#### ARTICLE VI. MEETINGS

Section 1. The annual meeting of the stockholders shall be held at the office of the corporation at two o'clock P.M. on the third Monday in January in each year, beginning with the year 1947.

Section 2. Special meetings of the stockholders may be held as provided in the by-laws.

Section 3. The annual meeting of the Board of Directors shall be held after the annual stockholders' meeting and on the same day as the annual stockholders' meeting or as soon thereafter as is convenient.

Section 4. Special meetings of the Board of Directors may be held as provided in the By-laws.

#### ARTICLE VII. INDEBTEDNESS

The highest amount of indebtedness to which this corporation may at any time subject itself shall be two-thirds of its capital stock, issued and outstanding, except as otherwise provided by the laws of Iowa.

#### ARTICLE VIII. STOCKHOLDERS' LIABILITY

The private property of the stockholders shall be exempt from liability for corporate debts and liabilities.

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ARTICLE IX.  
BY-LAWS

Section 1. The stockholders of this corporation may at any regular or special meeting adopt By-Laws not inconsistent with these Articles and may alter, amend or repeal such By-Laws or any By-Law adopted by the Board of Directors.

Section 2. The Board of Directors may from time to time adopt By-Laws not inconsistent with these Articles or with By-Laws adopted by the stockholders; and may alter, amend or repeal any By-Law adopted by the stockholders.

ARTICLE X.  
AMENDMENTS

These Articles, except Article VIII. may be amended at any regular meeting of the corporation, by a majority vote of the outstanding stock and may be amended by a like vote at any special meeting called for the purpose, provided a copy of the proposed amendment is delivered to each stockholder with a notice of the meeting.

ARTICLE XI.  
SEAL

The seal of this corporation shall have engraved thereon the words "WINTERSSET MOTOR COMPANY", "CORPORATE SEAL", and "IOWA".

IN WITNESS WHEREOF we have hereunto subscribed our names this 28th day of Sept. A.D., 1946.

C. B. Luginbuhl  
Lloyd E. Mason

STATE OF IOWA POLK COUNTY )SS.

BE IT REMEMBERED, that on this 28th day of Sept. A.D., 1946, before me a Notary Public in and for said county, personally appeared C. B. Luginbuhl and Lloyd E. Mason, personally known to me to be the identical persons who signed the foregoing instrument and acknowledged the same to be their voluntary act and deed for the purposes therein expressed.

WITNESS my hand and notarial seal on the date last above written.

(Notarial Seal)

John A. Blanchard Notary Public  
in and for Polk County, Iowa

The undersigned hereby certify that the proceedings resulting in the renewal of said Wintersset Motor Company, a corporation, are correctly set forth in the Certificate of Renewal attached to these Amended and Substituted Articles of Incorporation and that at said special meeting of the stockholders of said corporation held on Sept 28th, 1946, the President and Secretary previously elected by the Board of Directors; namely C. B. Luginbuhl, President, and Lloyd E. Mason, Secretary, were authorized to execute the renewal and amended and substituted Articles of Incorporation, to sign and acknowledge the same and cause the same to be recorded and published and to do any and all things which are by law required.

Dated this 28th day of Sept, 1946.

C. B. Luginbuhl President  
Lloyd E. Mason Secretary

STATE OF IOWA POLK COUNTY )SS.

BE IT REMEMBERED, That on the 28th day of Sept. A.D., 1946, before me the undersigned, a Notary Public within and for Polk County, Iowa, personally appeared C. B. Luginbuhl, President of the Wintersset Motor Company, a corporation, and Lloyd E. Mason, Secretary of the same, each to me personally known, who being by me duly sworn, each on oath did say that the facts stated in the foregoing renewal and amended and substituted Articles of Incorporation and the Certificate of the President and Secretary attached thereto are true; that C. B. Luginbuhl is the President and Lloyd E. Mason is the Secretary of the said Wintersset Motor Company; that the foregoing renewal and amended and substituted Articles of Incorporation were signed in behalf of the stockholders of said corporation by said President and Secretary respectively, and the said C. B. Luginbuhl and Lloyd E. Mason each for himself acknowledged the foregoing renewal and amended and substituted Articles of Incorporation to be the voluntary act and deed of the stockholders of the said corporation, and of themselves.

WITNESS my hand and Notarial Seal at Des Moines, Polk County, Iowa, on the day and year

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J. A. BLANCHARD, Notary Public, Des Moines, Iowa

last above written.

(Notarial Seal)

John A. Blanchard Notary Public  
in and for Polk County, IowaOFFICE OF THE SECRETARY OF STATE  
Des Moines, Iowa

This instrument recorded in Book N-12, Page 329, Oct. 4-1946

COMPANED

Expires Aug. 12-1966 Cert. No. 9880, Receipt No. 2930

Filed by Wm. Hossfeld, Atty. Des Moines, Iowa

Filing Fee 65.00 Recording Fee 2.75 Wayne M. Ropes Secretary of State

Gold S. Dorrell and

74317

Filed for record the 10 day of