

Miscellaneous Record, No. 24, Madison County, Iowa

State of Iowa, Madison County.) ss:

"The Madison County Shorthorn
Breeder's Association". #1955 in and for Madison County, Iowa.
Filed for record the 12 day of April
A. D. 1947 at 10:36 o'clock A. M.
To Fee \$ 1.90
The Public Wilma M. Wade, Recorder

ARTICLES OF INCORPORATION

APPROVED
APR - 8 1947
ROLLO H. BERGESON
Secretary of State
By R H Mason

We, the undersigned, Breeders of Shorthorn Cattle, in the County of Madison, State of Iowa, do hereby associate ourselves together for the purpose of forming a corporation not for pecuniary profit, under the provisions of Chapter 504 of the 1946 Code of Iowa, and we hereby accept and adopt the following Articles of Incorporation:

ARTICLE I.

Section 1. The name of this corporation shall be "The Madison County Shorthorn Breeders Association".

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ARTICLE II.

Section 1. The principal place of business of this corporation shall be in the City of Winterset in Madison County, Iowa.

ARTICLE III.

Section 1. The objects and purposes of this corporation shall be the promotion of the industry of raising shorthorn cattle within Madison County, Iowa, and adjoining counties; the advancement and improvement of such cattle; the scientific breeding and production thereof; the general advancement of the condition and interest of the breeders of such cattle; the promotion of ways and means for the disposition thereof and methods and means of the breeders acquiring such cattle; the carrying on of work and education campaigns for the purpose of creating markets for shorthorn cattle owned in said County or adjoining territory; to create a unity of action among breeders of such cattle raised within said County and adjoining territory; and to do all things desirable and necessary in the judgment of the members of the corporation to carry out the objects and purposes of the corporation as above described.

ARTICLE IV.

Section 1. There shall be no capital stock of this corporation, no dividends, no distribution of property among the members thereof.

ARTICLE V.

Section 1. The corporate period of this corporation shall begin on the date the Secretary of the State of Iowa issues a certificate of incorporation to this corporation, and shall terminate at the expiration of Fifty (50) years from said date, with the right of renewal as provided by law, unless sooner dissolved by a three-fourths (3/4) vote of the members at any annual meeting, or at a special meeting called for that purpose, or unanimous consent as provided by law.

ARTICLE VI.

Section 1. The corporation shall have all the powers and privileges that corporation not for pecuniary profit may have under the laws of the State of Iowa now existing or which may be hereinafter created and may own and dispose of ^{of} such property as by its Board of Directors is considered necessary for the transaction of the corporation's business.

ARTICLE VII.

Section 1. Any person, persons, corporation, or partnership engaged in the business of breeding or raising shorthorn cattle in Madison County, Iowa, or adjoining counties whose standing as such breeder or raiser is deemed acceptable by the Board of Directors shall be eligible for membership in this corporation.

ARTICLE VIII.

Section 1. The corporation shall be affiliated with the Iowa Beef Producers Association and members of this corporation shall be members of the Iowa Beef Producers Association.

ARTICLE IX.

Section 1. The business of this corporation shall be conducted by a Board of Directors consisting of the officers of this corporation and two directors, said directors to be elected from the membership of this corporation as herein provided. The term of office of a director shall be two years, except that the directors first elected shall serve for terms of one year and two years respectively, said terms to be determined by the drawing of numbers. A director shall hold office until his successor has been elected and qualified.

Section 2. The officers of this corporation shall be a president, vice president, a secretary and a treasurer, and the office of secretary and treasurer may be held by one person, and such officers shall be elected as hereinafter provided. All such officers shall be members of this corporation and shall hold office for the term of one year or until their successors are duly elected and qualified. Said officers shall by virtue of their office be ex-officio members of the Board of Directors during their term of office and until their

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successors are elected and qualified.

Section 3. The annual meeting of the members and Board of Directors of this corporation shall be the first Saturday in September, at Winterset, Madison County, Iowa, and at such annual meetings the officers for the ensuing year and directors to fill expiring terms shall be elected by a majority vote of the members present, said officers to take office on January 1st, following said election. And such other business shall be transacted as may rightfully come before such meeting.

The following persons shall be the officers for the year 1947:

W. C. Morse	President.
Geo. T. Houlette	Vice President.
Glenn A. Wilkins	Secretary.
Glenn A. Wilkins	Treasurer.

Carl Haymond shall serve as director until his successor is elected at the annual meeting to be held in 1947; and Miles Husted shall serve as a director until his successor is elected at the annual meeting in 1948. Said terms having been determined as set forth in Section 1. of this Article.

Section 4. Vacancies occurring on the Board of Directors or among the officers of this corporation shall be filled for the unexpired term by a majority vote at the next meeting of the Board of Directors.

Section 5. The officers and directors of this corporation shall receive no compensation for their services.

ARTICLE X.

Section 1. The annual membership dues shall be \$1.00, payable at time membership is applied for or payable in advance on the first day of January each year.

ARTICLE XI.

Section 1. The Board of Directors shall have the power to:

(a). To make and amend the by-laws, not contrary to any provisions of these Articles of Incorporation, which by-laws or amended by-laws shall stand until revoked, altered, or amended by the Board of Directors or by a majority of the members of the corporation present at any meeting.

(b). Any two members of the Board of Directors may call a special meeting of the members of the corporation.

(c). Any two members of the Board of Directors may call a meeting of the Board of Directors.

(d). To terminate the membership of any person, persons, corporation or partnership by a majority vote of a meeting of said Board of Directors where at least two-thirds of said board members are present, at any time it is considered that the standing of such person, persons, corporation or partnership, as a breeder or raiser of shorthorn cattle is deemed unacceptable or contrary to the objects and purposes of this corporation.

(e). To meet at its convenience for the transaction of the business of this corporation.

ARTICLE XII.

Section 1. The President of this corporation shall have the authority to call a meeting of the Board of Directors or a meeting of the members of this corporation and to fix the time and place of said meeting. Any meeting of the members of the corporation shall be called by directing a notice fixing the time and place of such meeting to the members of the corporation by mailing not less than five days prior to the date set for such meeting. The President shall have such other powers and authority as may from time to time be delegated to him, and such as are usual to the chief executive officer of a corporation of this character. The President shall act as chairman at all meetings of the Board of Directors and at all meetings of the members of this corporation.

Section 2. The Vice President shall, in the absence or the inability of the President,

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act for and in place of the President.

Section

/3. The Secretary shall keep full and complete minutes of all meetings of the members and all minutes of the Board of Directors of this corporation and perform such other duties as are usual in the office of Secretary.

Section 4. The Treasurer shall receive all funds belonging to the corporation and shall disburse the same only upon authority of the Board of Directors, and shall keep a strict and accurate account of all such receipts and disbursements. The Treasurer shall also have the duty of maintaining a membership roster of the corporation in such form as to show at any time which members are paid and in good standing and which members are delinquent and not in good standing, and perform such other duties as are usual to the office of Treasurer.

ARTICLE XIII.

Section 1. The members of this corporation shall be all powerful and can at any meeting by a majority vote of those present, amend any rule or by-law and rescind or set aside any action taken by the Board of Directors, remove any of its officers or dismiss any employee with or without cause.

ARTICLE XIV.

Section 1. These Articles of Incorporation may be amended by a majority vote of the members present at any annual meeting of the members or at a special meeting of the members called for that purpose as provided in Section 504. 19 of the 1946 Code of Iowa.

Section 2. Notice in writing must be given to all members of any proposed change in these Articles of Incorporation and such notice must be mailed not less than seven days prior to the date of the meeting at which such proposed change will be voted upon.

ARTICLE XV.

Section 1. The members of this corporation and its officers shall not be liable personally for the debts of the corporation.

ARTICLE XVI.

Section 1. Any members may withdraw from this corporation by giving a written notice to the Board of Directors of the corporation. No reimbursement of any kind shall be given the withdrawing member for funds or services rendered prior to the date of such withdrawal from membership.

Dated this 7th day of April, A. D. 1947.

INCORPORATORS

Wm C Morse
Geo T Houlette
Glenn A. Wilkins
Carl Haymond
Miles Husted

ADDRESS

Winterset
St Charles
Winterset
Winterset
Truro.

STATE OF IOWA MADISON COUNTY) SS

On this 7th day of April, A. D. 1947, before me Robert O. Frederick, a Notary Public in and for Madison County, State of Iowa, personally appeared Wm. C. Morse, Geo T. Houlette, Glenn R. Wilkins, Carl Haymond, and Miles Husted, to me known to be the identical persons named in and who executed the foregoing instrument, acknowledged that they executed the same as their voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal the day and year last above written.

(Notarial Seal)

Robert O Frederick Notary Public
in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 1-M, Page 606, April 8- 1947 Expires April 8- 1997, Cert No
Filed by
2300 Receipt No 988/Webster & Frederick Attys Winterset, Iowa Filing Fee 5.00 Recording Fee

Rollo H. Bergeson
Secretary of State

COMPARED