

Miscellaneous Record, No. 25, Madison County, Iowa

an undivided one-half (1/2) interest in the following described real estate, to-wit:

The Northeast Fractional Quarter (NE fr. 1/4) of Section Five (5) in Township Seventy-seven (77) North, Range Twenty-eight (28) West of the 5th P. M., Madison County, Iowa.

That no administration was had on the estate of the said Marie Veverka; that she left surviving her her husband, Joseph Veverka, and the following named children who were her sole and only heirs-at-law, to-wit: Tena Veverka, Anna Wilkie, Bessie Mapes, Emma DeVore, Lucille Bosley and Frank Veverka; that the said Marie Veverka, at the time of her death, left no other heirs-at-law, either natural or adopted; that the property belonging to the said Marie Veverka, at the time of her death, was not sufficient to make said property liable for the payment of any Federal Estate Tax, nor for the payment of any State Inheritance Tax; that the funeral expenses and expenses of last illness of the said Marie Veverka were paid by her surviving spouse, Joseph Veverka, and that all claims and charges against her estate were fully paid and satisfied.

That this affiant is in no manner interested in the real estate hereinbefore described; that this Affidavit is made for the purpose of establishing of record the facts herein set forth and for no other purpose.

Dated at Earlham, Iowa, this 5th day of January, A. D. 1948.

W G Jackson



and sworn to before me, Anna Corman a Notary Public in and for Madison County, Iowa, by W. G. Jackson this 5th day of January, A. D. 1948.

Anna Corman Notary Public in and for Madison County, Iowa.

Madison County Implement Company #63

Filed for record the 7 day of January A. D. 1948 at 10:44 o'clock A. M.

To

Fee \$2.00

Wilma M. Wade, Recorder

The Public

ARTICLES OF INCORPORATION OF MADISON COUNTY IMPLEMENT COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, C. M. Powers and Harry D. Herman, whose names are hereto subscribed, have formed a body corporate under the provisions of Chapter 491 of the 1946 Code of Iowa and to that end have adopted the following Articles of Incorporation.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be Madison County Implement Company and its principal place of business shall be at Winterset, Madison County, Iowa.

ARTICLE II. POWERS AND OBJECT OF CORPORATION

Section 1. General Purposes.

The general nature of the business of this corporation shall be to own, lease, operate and manage a farm machinery and retail merchandise business; to buy, sell, lease, exchange, deal in and deal with, rent, repair, manufacture, construct and store machinery of every kind and description and articles of merchandise, equipment and vehicles of every nature, and more particularly agricultural machinery, farm machinery, dairy machinery, elevating and conveying machinery, transmission machinery and all parts thereof and accessories thereto; and to acquire, hold, possess and own letters patent of the United States of America and of any foreign country now or hereafter issued, or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or patents of any nature, and beneficially to use rights under such patents by vending the said patents or rights and licenses thereunder; to manufacture as herein specified, either directly or indirectly, or by contract with other corporations or with individuals; and to carry on a general manufacturing, wholesale and retail merchandise business; and for the better attainment of the general purposes thus indicated, to purchase, lease, encumber, hold and convey all the necessary property, real or personal, wheresoever the same may be situated.

Section 2. Among the powers of this corporation are the following:

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(a). To have perpetual succession; to sue and be sued by its corporate name; to have a seal which it may alter at its pleasure; to render the interests of the stockholders transferrable; to exempt the private property of its members from liability for corporate debts; to make contracts, acquire and transfer property, possessing the same power in this respect as natural persons; to establish By-Laws and make all rules and regulations necessary for the management of its affairs.

(b). This corporation shall have the further power to purchase, lease, own, sell, exchange, convey or encumber property, either real, personal or mixed, as may be necessary or convenient for the corporation in carrying on the business of the corporation.

(c). This corporation shall have and exercise all powers now or hereafter conferred by the laws of the State of Iowa upon corporations for pecuniary profit and shall have the general power and authority in connection with all the powers, purposes or business of the corporation above enumerated, not inconsistent with law, as is necessary to carry out all such objects and purposes into effective operation.

ARTICLE III
CAPITAL STOCK

The amount of authorized capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00), divided into One Thousand (1000) shares, each of the par value of One Hundred Dollars (\$100.00). All of the capital stock shall be issued and paid for at such time and on such terms and conditions as the Board of Directors may order. No capital stock shall be issued until it has been fully paid for, either in cash or in property, in accordance with the laws of the State of Iowa. The capital stock of this corporation shall be non-assessable.

ARTICLE IV.
DIRECTORS

The affairs of this corporation shall be conducted by a Board of not less than two (2) nor more than five (5) Directors. Within said limits, the number of Directors may be fixed by the stockholders at any annual meeting of the stockholders by a majority vote of the outstanding share of stock. Until otherwise fixed as aforesaid, the Board of Directors shall consist of two (2) Directors. The Directors shall hold office for one (1) year and until their successors are chosen and have qualified. If a vacancy occurs in the Board of Directors during the year, it shall be filled by a majority of the surviving members of the Board of Directors or, if none, by a majority vote of the stockholders of this corporation at a special meeting called for that purpose.

ARTICLE V.
OFFICERS

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer. Two or more offices may be held by the same person at the same time. Officers shall hold office for one (1) year and until their successors are chosen and have qualified. If a vacancy occurs in any of the offices during the year, it shall be filled by a majority vote of the Directors of the corporation and officers so chosen shall hold office for the unexpired term and until the successors are chosen and have qualified.

ARTICLE VI.
STOCKHOLDERS' MEETING

The annual meeting of the stockholders of this corporation shall be held on the first Monday after the first Tuesday in January of each year at 10:00 o'clock A. M. in the office of this corporation in the City of Winterset, Madison County, Iowa. By three-fourths (3/4) vote of all shares of stock represented at said annual meeting or at any special meeting of the stockholders of this corporation, said meeting may be adjourned to reconvene at such time and place as may be determined by said three-fourths (3/4) vote.

The Directors of this corporation shall be elected at the annual meeting of the corporation by a majority vote of the shares of stock represented at said meeting.

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The officers of this corporation shall be chosen by the Directors each year immediately following the annual meeting of the stockholders. Until the annual meeting of the stockholders in January, 1948, and until their successors are chosen and qualified, the Directors of this corporation shall be:

C. M. Powers, President and Secretary, Winterset, Iowa
Harry D. Herman, 900 South 7th Street, Burlington, Iowa. Vice President and Treasurer

ARTICLE VII.
THE DIRECTORS

Each Director of this corporation shall be a stockholder therein, and, if any Director shall cease to be a stockholder, he shall forthwith cease to be a Director.

ARTICLE VIII.
SPECIAL MEETINGS

Special meetings of the stockholders of this corporation may be called at any time by the President or by a majority of the Board of Directors, who shall cause to be mailed to each stockholder of record, a five (5) days' notice of such meeting. By unanimous consent of the stockholders, a special meeting may be held without notice at any time.

ARTICLE IX.
PRIVATE PROPERTY EXEMPT

The private property of the stockholders of this corporation shall at all times be exempt from any and all of the debts of this corporation. This article shall not be changed, except by unanimous consent of all outstanding shares of stock.

ARTICLE X.
DURATION OF CHARTER

This corporation shall commence business as soon as a certificate of incorporation shall be issued to it by the Secretary of State of the State of Iowa, and shall continue for twenty (20) years thereafter, unless sooner dissolved by a majority vote of the capital stock then outstanding.

ARTICLE XI.
BY-LAWS

The Board of Directors of this corporation by a majority vote thereof of all the members, and without action on the part of the stockholders, may make, alter, amend or repeal By-Laws of the corporation.

ARTICLE XII.
CONVEYANCE OF REAL ESTATE

Section 1.
All conveyances of real estate made by this corporation shall be signed by the President and Secretary and duly acknowledged by said officers.

Section 2.
All mortgages, judgments and liens of any kind or description in favor of the corporation may be satisfied, released or assigned by either the President, or Secretary, or any other officer of this corporation authorized by its By-Laws to make said satisfaction, release or assignment, and legally acknowledged by the officer making said satisfaction, release or assignment.

ARTICLE XIII.
AMENDMENTS

These Articles of Incorporation, except Article IX, may be amended at any annual meeting of the stockholders, or at any special meeting of the stockholders provided that no such amendment shall be made without the affirmative vote in its favor of the majority of the shares of the capital stock then outstanding.

ARTICLE XIV.
COMMENCEMENT OF BUSINESS

This corporation may commence business as soon as the certificate of incorporation is issued by the Secretary of State of the State of Iowa, and at least ten (10) shares of capital stock of said corporation has been issued.

IN WITNESS WHEREOF, we have made, signed and executed these Articles of Incorporation, by the terms of such we agree to be bound, this 29th day of December, A. D. 1947.

C. M. Powers.
Harry D. Herman

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STATE OF IOWA MADISON COUNTY) ss

On this 29th day of December, A.D. 1947, before me, Shirley A. Webster, a Notary Public in and for Madison County, State of Iowa, personally appeared, C. M. Powers, to me personally known, who by me being duly sworn, did say that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed, for the uses and purposes therein set forth.

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

(Notarial Seal)

Shirley A. Webster Notary Public in and for Madison County, Iowa.

STATE OF IOWA DES MOINES COUNTY) ss

On this 26th day of December, A. D. 1947, before me Henry L. Hirsch, a Notary Public in and for Des Moines County, State of Iowa, personally appeared, Harry D. Herman, to me personally known, who by me being duly sworn, did say that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed, for the uses and purposes therein set forth.

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

(Notarial Seal)

Henry L. Hirsch Notary Public in and for Des Moines County, Iowa. OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa

This instrument recorded in Book C-13, Page 423, Dec. 31-1947 Expires Dec. 31-1967, Cert No. 61399 -, Receipt No. 3420 Filed By Webster & Frederick, Winterset, Iowa Filing Fee 115.00 Recording Fee 1.75 COMPARED Rollo H. Bergeson Secretary of State

H. G. Tilton To

#98 Fee \$.50 vt

Filed for record the 8 day of January A. D. 1948 at 10:15 o'clock A. M. Wilma M. Wade, Recorder Lois J. Porter, Deputy

The Public

AFFIDAVIT

State of Iowa County of Madison)ss Affidavit concerning the title to

The Southeast Quarter (SE 1/4) of the Northeast Quarter (NE 1/4) of Section Thirty-four (34), in Township Seventy-four (74), North, Range Twenty-eight (28), West of the 5th P. M., Madison County, Iowa; and

The Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of the Northwest Quarter (NW 1/4) of Section Thirty-five (35), in Township Seventy-four (74) North, Range Twenty-eight (28), West of the 5th P. M., Madison County, Iowa.

Made and recorded at the request of the present owners in possession of said property for the purpose of removing an apparent cloud on the title.

I, H. G. Tilton, being first duly sworn, on oath depose and say, that I am well acquainted with the above described real estate and with the various owners who have held possession of the same since prior to January 1, 1930. That the present owners in possession of said real estate are Forrest Edwards, also known as Forest C. Edwards, and Marjorie Edwards. That they and their grantors, immediate and remote, have held open, continuous, adverse, and exclusive possession of the same since prior to January 1, 1930, under a claim of right and chain of title.

H. G. Tilton

Subscribed and sworn to before me this 8 day of Jan'y, 1948

(Notarial Seal)

Harry F. Anderson Notary Public in and For Madison County, Iowa RECORDER'S CERTIFICATE

I, Wilma M. Wade, do hereby certify that I am the County Recorder of Madison County, Iowa. That the above and foregoing Affidavit was filed by the present owners in possession of the same above described real estate for the purpose of removing a cloud on the title.

Wilma M. Wade Recorder of Madison County, Iowa

COMPARED