

Miscellaneous Record, No. 25, Madison County, Iowa

United Dairy

#1307

Filed for record the 16 day of March
A. D. 1948 at 10:40 o'clock A. M.

To

Fee \$1.00 ✓

Wilma M. Wade, Recorder

The Public

ARTICLES OF INCORPORATION OF UNITED DAIRY

We, whose names are hereto subscribed, hereby associate ourselves together for the purpose of forming a corporation for pecuniary profit under and by virtue of the provisions of Chapter 491 of the 1946 Code and the Acts of the 52nd General Assembly of the Laws of the State of Iowa relating thereto, and do adopt the following Articles of Incorporation, to-wit:

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be United Dairy.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

Its principal place of business shall be at Winterset, Madison County, Iowa.

ARTICLE III
POWERS AND OBJECTS OF CORPORATION

The nature of the business of this Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows, namely:

1. The wholesale and retail buying, selling and contracting for milk, cream, butter, cheese, ice cream and all other products commonly connected with and pertaining to the dairy industry and for such other business pertinent thereto under the provisions, limitations and exceptions as may be fixed by the Articles of Incorporation or By-Laws.

2. To carry on any other lawful business whatsoever which may seem to the Corporation capable of being carried on in connection with the above or calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties and to have, enjoy and exercise all the rights, powers and privileges which now are or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

3. The corporation shall have the right to buy, hold, sell, rent, lease, take, own and dispose of personal property, including its own capital stock, and stock in other corporations.

4. It shall have the power to buy, sell, exchange, lease, deal in, own, hold and develop real estate; construct, re-construct, alter, rent, manage and control buildings of all kinds and for all lawful purposes upon any real estate it may acquire and may mortgage, encumber, lease, sell, or otherwise dispose of or make contracts relating thereto to any or all of its property, real or personal, wherever located, including any money, rents, royalties, profits, or the proceeds arising therefrom. It shall have power to borrow money, to execute written evidence of indebtedness therefor and to secure the same by the execution of mortgages on its property in whole or in part, as the Board of Directors may from time to time determine.

ARTICLE IV
AMOUNT OF AUTHORIZED CAPITAL STOCK

The capital stock of this Corporation shall be Twenty-five Thousand (\$25,000.00) Dollars divided into two-hundred fifty (250) shares of a par value of One Hundred (\$100.00) each. No stock shall be issued until the same has been fully paid for in cash or in property approved by the Executive Council of Iowa as provided by the Laws of the State of Iowa, and when so issued all stock shall be fully paid and non-assessable.

The capital stock authorized may be increased by a vote of three-fourths in interest of all stockholders by the adoption of an amendment to these articles. When the outstanding capital is increased the additional shares shall be offered to the existing stockholders proportionately to their holdings and at not less than par value.

ARTICLE V
TIME OF COMMENCEMENT AND EXISTENCE

This Corporation shall commence business as soon as these Articles of Incorporation are

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filed with the Secretary of the State of Iowa and the certificate of incorporation is issued by him and shall continue for a period of twenty (20) years therefrom with the right of renewal as provided by law, unless sooner dissolved by a majority vote of the capital stock then outstanding at any annual meeting or special meeting of stockholders called for that purpose.

ARTICLE VI
MEETINGS OF STOCKHOLDERS

The annual meeting of the stockholders of this Corporation shall be held at the principal place of business of said Corporation in Winterset, Iowa, on the second Monday in January of each year beginning in 1949.

Special meetings of the stockholders may be called at any time by the President or by a majority of the Board of Directors by mailing ten (10) days notice in writing to each stockholder at the last address on file with the Secretary of the Corporation and shall be called by the President at any time upon request of the stockholders owning two-thirds of the outstanding stock and in case of his neglect or refusal to call a meeting, persons owning two-thirds of the outstanding stock may join in a call of the stockholders, which meeting shall be the same as though the President issued the call.

At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him which vote shall be cast in person or by proxy duly evidenced in writing.

ARTICLE VII
BOARD OF DIRECTORS

1. The affairs of this Corporation shall be conducted and managed by a Board of Directors of not less than four members which may be increased at any annual meeting of the stockholders or at any special meeting called for that purpose. Such Directors shall be elected by a vote of the majority of the shares of stock present at the annual meeting of stockholders and shall hold office for the term of one year and until their successors are elected and qualified.

2. The Board of Directors shall meet at such time as may be provided in the By-Laws and at any other time on the call of the President.

3. All Directors shall be stockholders, and any Director disposing of all of his stock shall automatically cease to be such Director.

4. The Board of Directors shall have the power to fill a vacancy occurring in its own membership by a majority vote of the remaining members and any person so appointed shall hold office until the next annual meeting of the stockholders and until his successor is elected and qualified.

ARTICLE VIII
OFFICERS

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be provided by the By-Laws of said Corporation. All officers shall be elected by the Directors by a majority vote at their first meeting after the annual meeting of stockholders in January of each year, and shall hold office for the term of one year, or until their successors are elected and qualified. The President and Secretary shall be chosen from among the Board of Directors. The Board of Directors shall have the power to fill any and all vacancies which may occur in the offices of this Corporation and the person or persons appointed to fill any vacancy or vacancies shall hold office until their successors are elected and qualified.

Until the first annual meeting of the stockholders the following named persons shall

be the Board of Directors of this Corporation:

John Wilson
Doyle Frank
Clarence Lucas
William R. Kent

Winterset, Iowa
Winterset, Iowa
Winterset, Iowa
Winterset, Iowa

and the following named persons shall be the officers until such time as the stockholders may elect such other officers:

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President
Vice President
Secretary
Treasurer

Doyle Frank
William R. Kent
Clarence Lucas
Flossie Wilson

Winterset, Iowa
Winterset, Iowa
Winterset, Iowa
Winterset, Iowa

ARTICLE IX
CORPORATE SEAL

This Corporation shall have no corporate seal.

ARTICLE X
CONVEYANCES

The President or the Vice-President and the Secretary shall have power and authority to sign all leases, conveyances, contracts, bills of sale and all other necessary and proper instruments for carrying on the business of the Corporation.

ARTICLE XI
PRIVATE PROPERTY EXEMPT

The private property of the stockholders of this Corporation shall be exempt from liability of corporate debts of any kind and this Article shall not be amended nor repealed.

ARTICLE XII
AMENDMENT OF ARTICLES

The Articles of Incorporation with the exception of Article XI may be amended at any annual meeting of the stockholders or at a special meeting called for that purpose by a vote of the holders of two-thirds of the outstanding stock and if it is proposed to amend the Articles at any special meeting of the stockholders a copy of said proposed amendment shall be mailed to each stockholder with a notice calling for such meeting.

ARTICLE XIII
TRANSFER OF STOCK

Stock shall be transferable only by assignment on the books of the Corporation. The certificate of stock shall be signed by the President or Vice-President and attested by the Secretary.

Dated at Winterset, Iowa, this 11th day of March A.D. 1948.

INCORPORATORS
Clarence Lucas.
Wm. R. Kent.
John Wilson
Doyle E. Frank
Flossie E. Wilson

United Dairy
ADDRESS
Winterset, Iowa
Winterset, Iowa
Winterset, Iowa
Winterset, Iowa
Winterset, Iowa

STATE OF IOWA MADISON COUNTY) SS

BE IT REMEMBERED that on this 11th day of March A. D. 1948, before me, Charles D. Van Werden, a Notary Public in and for Madison County, Iowa, personally appeared John Wilson, Flossie Wilson, Doyle Frank, Clarence Lucas and William R. Kent, all of Winterset, Madison County, Iowa, being to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation and severally acknowledged that they executed the same as their voluntary act and deed.

WITNESS my hand and Notarial Seal at Winterset in Madison County, State of Iowa, the day and year first above written.

(Notarial Seal)

Charles D Van Werden Notary Public
in and for said County.

OFFICE OF THE SECRETARY OF STATE Des Moines, Iowa

This instrument recorded in Book D-13, Page 118, Mar. 12-1948 Expires Mar. 12-1968, Cert. No. 12631, Receipt No. 692 Filed By C. D. Van Werden, Winterset, Iowa Filing Fee 40.00 Recording Fee 1.25 Rollo H. Bergeson Secretary of State

COMPANYS

Carroll W. & Vivian F Thompson
To

#1325

Filed for record the 17 day of March
A. D. 1948 at 10:31 o'clock A. M.

Fee \$.50

Wilma M. Wade, Recorder

The Public

AFFIDAVIT

STATE OF IOWA Dallas County: SS.

We, Carroll W. Thompson and Vivian F. Thompson, being first duly sworn, do hereby depose and say:

1. That we are the present record title holders of certain real estate described as:

The West Half (W $\frac{1}{2}$) of the Northeast Quarter (NE $\frac{1}{4}$)
of Section Twenty-one (21) in Township Seventy-six
(76) North, Range Twenty-nine (29) West of the
5th P.M., Madison County, Iowa,