

Polk Cty.  
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#106072

MAILED  
JAN 17 1988

ARTICLES OF INCORPORATION  
OF

BELIN, HARRIS, HELMICK, HEARTNEY & TESDELL,  
A PROFESSIONAL CORPORATION

RECEIVED  
SECRETARY OF STATE

1985 DEC 23 PM 4: 15

The following Articles of Incorporation organizing this corporation under Chapter 496A and 496C of the Code of Iowa, and all acts amendatory thereof or supplemental thereto, are hereby adopted on behalf of such corporation by the undersigned:

ARTICLE I - NAME

The name of the corporation is Belin, Harris, Helmick, Heartney & Tesdell, A Professional Corporation.

INST. NO. **037682**

ARTICLE II - DURATION

The corporate existence shall begin on January 1, 1986 shall be perpetual thereafter.

POLK COUNTY, IOWA  
FILED FOR RECORD

JAN 9 0 1988  
AT 9:02  
KATIE SHINSTINE HOLSCHUH, Recorder  
By *[Signature]* Dep

ARTICLE III - POWERS AND PURPOSE

The corporation is organized for the purpose of and shall have the power to engage in the practice of the profession of law and to do all lawful things which may be incidental to or necessary or convenient in connection with the practice of said profession, and except as otherwise provided by law, shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be organized under Chapter 496A of the Code of Iowa.

ARTICLE IV - SHARES

The total authorized capital stock of this corporation is \$10,000,000 consisting of 10,000,000 shares of common stock par value \$1.00 per share, 1,000 of which shares shall be designated as voting stock ("Voting Common Stock") and 9,999,000 of which shares shall be designated as nonvoting stock ("Nonvoting Common Stock"). The holders of Nonvoting Common Stock shall have no voting rights whatsoever, except only as to those specific matters for which Chapter 496A or 496C of the Code of Iowa expressly require otherwise.

ARTICLE V - REGISTERED AGENT

The address of the initial registered office of the corporation is 2000 Financial Center, Des Moines, Polk County, Iowa, and the name of its initial registered agent at such address is Jon L. Staudt.

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ARTICLE VI - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as director until his successors are elected and shall qualify is:

Jon L. Staudt  
2000 Financial Center  
Des Moines, Iowa 50309

All shareholders of the corporation shall automatically be members of the Board of Directors, and no person who is not a shareholder shall be a director.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Jon L. Staudt  
2000 Financial Center  
Des Moines, Iowa 50309

ARTICLE VIII - LIMITED LIABILITY

Private property of each and every shareholder, officer and director of the corporation, real, personal or mixed, tangible or intangible, now owned or hereafter acquired by any of them, is and shall be forever exempt from all debts and liabilities of the corporation of any kind whatsoever.

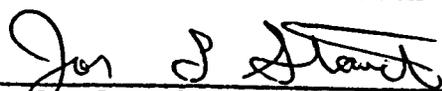
ARTICLE IX - SHAREHOLDER CONSENT NOT REQUIRED

The affirmative vote or consent in writing of all or of any of the outstanding shareholders entitled to vote at an election of directors shall not be required in order to authorize the issuance of any shares, the disposal of any treasury shares, to fix the consideration for shares or treasury shares, or to authorize any voluntary transfer, as such term is defined by chapter 496C of the Code of Iowa, of shares in the corporation.

ARTICLE X - BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Directors. The By-Laws so adopted may be altered, amended, or repealed or new by-laws adopted by the Board of Directors in the manner set forth in the By-Laws.

Dated this 18th day of November, 1985.

  
\_\_\_\_\_  
Jon L. Staudt, Incorporator

STATE OF IOWA

: ss.

COUNTY OF POLK

On this 18<sup>th</sup> day of November, 1985, before me, the undersigned Notary Public in and for said County and State, personally Jon L. Staudt, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.



Diane Spiering  
Notary Public in and for said  
County and State

OFFICE OF THE SECRETARY OF STATE  
Des Moines, Iowa

This instrument recorded in Book \_\_\_\_\_ Page December 23, 1985  
 Expires perpetual Cert No. C035319 Receipt No. \_\_\_\_\_  
 Filed By Belin Law Firm, 2000 Financial Ctr., Des Moines, Ia. 50309  
 Filing Fee 50.00 Recording Fee \_\_\_\_\_  
Mary Jane O'Neil Secretary of State