

06-10-1998

1 SHEET  
ONLY

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To the Honorable Commissioner

100734265

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Iowa Realty Co., Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 28, 1997

2. Name and address of receiving party(ies):

Name: AmerUs Home Services, Inc.

Internal Address: 23

Street Address: 3501 Westown Parkway

City: West Des Moines State: IA ZIP: 50266

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

Reg. No. 1,547,661

Reg. No. 1,529,660

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: G. Brian Pingel

Internal Address:

Street Address: 3737 Woodland Avenue

437 Colony Park Bldg.

City: West Des Moines State: IA ZIP: 50266

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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02 FC:482

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25.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

G. Brian Pingel  
Name of Person Signing

May 22, 1998

Signature TRADEMARK Date

KEE-178-TRAME-0422  
Total number of pages comprising cover sheet:

6

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
IOWA REALTY CO., INC.

To the Secretary of State  
State of Iowa

Pursuant to the provisions of Section 490.1006 of the Iowa Business Corporation Act, the corporation hereinafter named ("Corporation") does hereby adopt the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Iowa Realty Co., Inc.
2. The Articles of Incorporation of the Corporation are hereby amended and restated so as henceforth to read in their entirety as follows:

**FIRST:** The name of this corporation ("Corporation") is "AmerUs Home Services, Inc."

**SECOND:** The street address of the Corporation's registered office in the State of Iowa is 3501 Westown Parkway, West Des Moines, Iowa 50266, County of Polk. The name of its registered agent at such address is Diane M. Davidson.

**THIRD:** The Corporation shall have perpetual existence unless sooner dissolved according to law.

**FOURTH:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Iowa Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**FIFTH:** The total number of shares of all classes of stock that the Corporation shall have authority to issue is Twenty-five million (25,000,000), of which Twenty-three million (23,000,000) shall be common stock, par value \$.01 per share ("Common Stock"), and two million (2,000,000) shall be serial preferred stock, par value \$.01 per share ("Preferred Stock").

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation shall have authority to fix by resolution or resolutions the designation and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions

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thereof, including without limitation the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

**SIXTH:** The business and affairs of the Corporation shall be under the direction of the Board of Directors. The authorized number of directors shall in no case be fewer than five (5) or more than twenty-one (21). The exact number of directors shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors.

A. The directors of the Corporation, other than those who may be elected by the holders of any class or series of Preferred Stock, shall be divided into three classes, as nearly equal in number as reasonably possible: the first class, the second class and the third class. Each such director shall serve for a term ending on the third annual meeting of shareholders following the annual meeting at which such director was elected; provided, however, that the directors first elected to the first class shall serve for a term ending upon the election of directors at the annual meeting next following the end of calendar year 1997, the directors first elected to the second class shall serve for a term ending upon the election of directors at the second annual meeting next following the end of calendar year 1997, and the directors first elected to the third class shall serve for a term ending upon the election of directors at the third annual meeting next following the end of calendar year 1997.

B. At each annual election commencing at the first annual meeting next following the end of calendar year 1997, the successors to the class of directors whose term expires at that time shall be elected by the shareholders to hold office for a term of three years to succeed those directors whose term expires, so that the term of one class of directors shall expire each year.

C. Notwithstanding the requirement that the three classes of directors shall be as nearly equal in number of directors as reasonably possible, in the event of any change in the authorized number of directors, each director then continuing to serve as such shall nevertheless continue as a director of the class of which he or she is a member until the expiration of his or her current term, or his or her prior resignation, disqualification, disability or removal. There shall be no cumulative voting in the election of directors.

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D. Subject to the rights of holders of a class or series of Preferred Stock, any vacancy on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, an increase in the number of directorships or other cause shall be filled only by the affirmative vote of a majority of directors then in office, although less than a quorum, or by the sole remaining director. A director so chosen shall hold office for a term expiring at the annual meeting at which the term of the class to which he or she has been elected expires. If the number of directors is changed, any increase or decrease shall be apportioned among the three classes by a two-thirds (2/3) vote of the directors then in office. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

E. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

**SEVENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute. Notwithstanding the foregoing, the affirmative vote of at least two-thirds (2/3) (or such greater proportion as may otherwise be required for action pursuant to any specific provision of these Articles of Incorporation) of the voting power of the shares then entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, repeal, or adopt any provisions inconsistent with, Article Sixth, this Article and Articles Eighth, Ninth, and Tenth of these Articles of Incorporation.

**EIGHTH:** Bylaws may be adopted, amended or repealed by the affirmative vote of at least two-thirds (2/3) of the voting power of the shares then entitled to vote generally in the election of directors, voting together as a single class, or by a resolution adopted by two-thirds (2/3) of the directors then in office.

**NINTH:** The Corporation shall indemnify its officers, directors, employees and agents in the manner and to the extent permitted by the Iowa Business Corporation Act. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for a transaction from which the director derives an improper personal benefit or (iv) under Section 490.833 of the Iowa Business Corporation Act. This Article Ninth shall not eliminate or limit the liability of a director

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for an act or omission occurring prior to the date these Amended and Restated Articles of Incorporation are filed with the Secretary of State of Iowa. If Chapter 490 of the Code of Iowa (1996) is amended to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by Chapter 490 of the Code of Iowa (1996), as so amended. Any repeal or modification of the provisions of this Article Ninth shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**TENTH:** No holder of any of the shares of any class or series of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class or series of the Corporation that the Corporation proposes to issue or any rights or options that the Corporation proposes to grant for the purchase of shares of any class or series of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation that are convertible into or exchangeable for, or that carry any rights to subscribe for, purchase or otherwise acquire shares of any class or series of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

3. The duly adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments therein.
4. The Amended and Restated Articles of Incorporation amend the original articles of incorporation which requires shareholders approval. The designation, number of outstanding shares, the number of votes entitled to be voted by the sole voting group entitled to vote on the said Amended and Restated Articles of Incorporation, and the number of shares of the voting group which indisputably voted with respect to the said Amended and Restated Articles of Incorporation are as follows:
  - (a) Designation of voting group: Common Stock, Class A
  - (b) Number of outstanding shares of voting group: 63,940
  - (c) Number of shares of voting group entitled to vote separately on the Amended and Restated Articles of Incorporation: None
  - (d) Number of shares of voting group which indisputably voted with respect to the

Amended and Restated Articles of Incorporation: 63,940

5. The total number of undisputed votes cast for the said Amended and Restated Articles of Incorporation by the voting group entitled to vote on the said Amended and Restated Articles of Incorporation is as follows:

Number of undisputed votes of voting group cast for the Amended and Restated Articles of Incorporation: 63,940

6. The said number of votes cast for the said Amended and Restated Articles of Incorporation was sufficient for the approval thereof by the said voting group.
7. The effective time and date of these Amended and Restated Articles of Incorporation shall be on filing with the Secretary of State of Iowa.

Executed on July 28, 1997.

IOWA REALTY CO., INC.

By: 

Name: R. Michael Knapp

Title: President

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