



IOWA DEPARTMENT OF NATURAL RESOURCES

CRT Collection Facility

COLLECTION REGISTRATION FORM



[] New Registration -CRT- - To be filled in by agency

FACILITY CONTACT INFORMATION

Facility Information

Name: MDK, Inc. Phone: 641-394-2129
Address: PO Box 263, 625 Klenske Avenue Fax:
City, State, Zip: New Hampton, IA 50659 E-mail: diane@mdkzerolandfill.com and/or michael@mdkzerolandfill.com

Responsible Official for the Facility

Name: Diane Hoey or Michael Kramer Phone: 641-394-2129
Address: PO Box 263, 625 Klenske Avenue Fax:
City, State, Zip: New Hampton, IA 50659 E-mail: diane@mdkzerolandfill.com and/or michael@mdkzerolandfill.com

CRT Drop-off Location (if different than mailing address):

CERTIFICATION

- [x] IAC 567 122.5(1) - Attach proof of ownership or legal entitlement to use the property for CRT collection.
OR
[] IAC 567 122.5(2) - If the facility is leased, the applicant shall also include a statement, signed by the property owner, stating that the property owner is aware that CRT collection is taking place at the site and property owner may be held liable for wastes abandoned at the site (below).

[x] Property Owner [] Designated Representative of the property owner
(Provide verification of status as representative)

By signing below, I state that I am the owner or the representative of the owner of the property described in this application. I acknowledge that I or the owner I represent have been informed and are aware of the uses and activities that are ongoing or proposed for the property and consent to those uses and activities. Furthermore, I understand that the issuance by the Iowa Department of Natural Resources, of a Permit/Registration to collect and recycle Cathode Ray Tubes on the property and the terms and conditions of any such registration do not relieve the owner of the Property from any liability, duty, or responsibility arising under Iowa's Solid Waste Management regulations.

Signature: [Signature] Date: 4/19/24
Printed Name: Mark Kramer

CERTIFICATION

I certify under penalty of law that I am the owner, operator, or authorized representative of the owner or operator and that I have examined and am familiar with the information reported above, and that I believe the information is true, accurate and complete.

Printed Name: Mark Kramer Phone: 641-394-2129
Email: mark@mdkzerolandfill.com Fax:
Signature: [Signature] Date: 4/19/24

RECEIVED

MAY 13 2024

UNANIMOUS WRITTEN CONSENT ACTION OF THE DIRECTORS AND SHAREHOLDERS
OF
MDK, INC.

Pursuant to Section 704 and Section 821 of the Iowa Business Corporation Act, as amended, the undersigned, representing all of the directors (the "Directors") and the shareholders (the "Shareholders") of MDK, INC. (the "Corporation"), do hereby agree and consent to the following resolutions, said resolutions to have the same force and effect as if such action had been taken by unanimous vote of the Directors and Shareholders at a meeting of the Directors and Shareholders duly and regularly held.

APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

WHEREAS, the Directors propose to amend the capital structure of the Corporation by creating a new class of non-voting stock, such new class of non-voting stock to be designated as Class B Common Non-Voting Stock and the existing class of outstanding Common Stock to be designated as Class A Common Voting Stock;

WHEREAS, the rights and obligations of Class B Common Non-Voting Stock shall be identical to those of Class A Common Voting Stock in all respects, except that Class B Common Non-Voting Stock shall not have the right to vote on any corporate matters except where Iowa law (or the Amended Articles or other corporate documents) compels that such a right be afforded to shares of Class B Common Non-Voting Stock;

WHEREAS, the Directors have considered the proposed Amended and Restated Articles of Incorporation (the "Amended Articles"), substantially in the form attached as *Exhibit A* hereto, which would create a new class of non-voting common stock (designated as Class B Common Non-Voting Stock) and make other changes consistent therewith;

WHEREAS, the Amended Articles would replace the existing articles of incorporation in its entirety;

WHEREAS, the Directors recommend to the Shareholders that the Amended Articles be approved as provided in the form attached; and

WHEREAS, the Shareholders have reviewed the Amended Articles and deem it advisable and in the best interests of the Corporation that the Amended Articles be adopted substantially in the form attached hereto.

RESOLVED, that the Directors hereby approve the Amended Articles, substantially in the form attached hereto, and recommend to the Shareholders that the Amended Articles be adopted and approved as provided in the form attached;

FURTHER RESOLVED, that the Shareholders hereby authorize and approve the adoption of the Amended Articles, substantially in the form attached hereto, and that the Amended Articles be amended and restated as provided in the form attached;

FURTHER RESOLVED, that the Directors and Shareholders hereby authorize any officer of the Corporation to take any further action on behalf of the Corporation to amend and restate the

Articles of Incorporation and any other legal documents, instruments or agreements and take any other action necessary to effect the foregoing resolutions.

FURTHER RESOLVED, that any officer of the Corporation is authorized to execute and file the Amended Articles with the Iowa Secretary of State and any other legal documents, instruments or agreements, effectuating the foregoing resolutions, as the officer of the Corporation shall approve, such officer's execution thereof to be conclusive evidence of such approval; and

APPROVAL OF RE-DESIGNATION OF COMMON STOCK TO CLASS A COMMON VOTING STOCK

WHEREAS, the Corporation currently has One Hundred Thousand (100,000) shares of Common Stock authorized with and unknown number outstanding;

WHEREAS, the current ownership of the outstanding shares of Common Stock in the Corporation is as follows:

Shareholder	Total Percentage of Shares
Mark D. Kramer	100.00%
TOTALS	100.00%

WHEREAS, immediately following the filing of the Amended Articles (which Amended Articles create a new class of non-voting common stock (designated as Class B Common Non-Voting Stock)), the Directors and Shareholders deem it advisable and in the best interests of the Corporation that the Common Stock in the Corporation be re-designated as Class A Common Voting Stock in the Corporation.

RESOLVED, that shares of Class A Common Voting Stock will be evidenced by new certificates beginning with Certificate A-1, replacing all existing shares of Common Stock in the Corporation, whether or not evidenced by certificate, and that all ownership interests in the Corporation shall be reflected in such new Class A Common Voting Stock certificates. All existing certificates representing shares of Common Stock, whether or not physically surrendered, shall be deemed as having been surrendered and cancelled, and shall be null and void once the new "A Series" certificates have been issued for Class A Common Voting Stock in the Corporation.

FURTHER RESOLVED, that all certificates representing shares of Common Stock currently owned by **MARK D. KRAMER** shall be consolidated and evidenced henceforth by Certificate A-1; and that all certificates representing shares of Common Stock, whether or not physically surrendered, are hereby deemed surrendered and cancelled.

FURTHER RESOLVED, that after all Certificates representing shares that are to be re-designated have been surrendered (whether or not physically surrendered) and new "A Series" certificates have been issued by the Corporation, all as indicated above, the ownership of the Class A Common Voting Stock in the Corporation shall be as set out below:

Shareholder	Certificate Number	Class A Common Voting Stock	Voting percentage
Mark D. Kramer	A-1	5,000	100.00%
TOTALS		5,000	100.00%

DECLARATION OF STOCK DIVIDEND OF CLASS B COMMON NON-VOTING STOCK

WHEREAS, the Corporation desires to declare a non-taxable stock dividend pursuant to Internal Revenue Code Section 305(a) of nineteen (19) shares of Class B Common Non-Voting Stock for each one share of Class A Common Voting Stock outstanding;

WHEREAS, the Corporation currently has 5,000 shares of Class A Common Voting Stock outstanding;

WHEREAS, each holder of record of a share of Class A Common Voting Stock as of the date of this unanimous written consent shall receive, as a stock dividend, 19 shares of Class B Common Non-Voting Stock per share of Class A Common Voting Stock held of record by such holder represented by a certificate, in the form attached hereto; and

WHEREAS, the Directors deem it advisable and in the best interests of the Corporation that such dividend be declared.

RESOLVED, that a stock dividend is hereby declared to all Shareholders of Class A Common Voting Stock of record as of the date of this unanimous written consent, of 19 shares of Class B Common Non-Voting Stock per share of Class A Common Voting Stock held as set out in the chart below:

Shareholder	Class A Common Voting Stock	Class B Common Non-Voting Stock	Total Shares	Total Percentage of Shares
Mark D. Kramer	5,000	95,000	100,000	100.00%
TOTALS	5,000	95,000	100,000	100.00%

RESOLVED, the rights and obligations of Class B Common Non-Voting Stock shall be identical to those of Class A Common Voting Stock in all respects, except that Class B Common Non-Voting Stock shall not have the right to vote on any corporate matters except where Iowa law compels that such a right be afforded to shares of Class B Common Non-Voting Stock; and

RESOLVED, that the President and the Secretary of the Corporation are hereby authorized and directed to issue, execute and deliver a stock dividend to the Shareholders of 19 shares of Class B Common Non-Voting Stock for each one share of Class A Common Voting Stock as indicated above.

ADOPTION OF NEW CERTIFICATE FORMS

RESOLVED, that the Directors and Shareholders hereby adopt the certificate form attached hereto as *Exhibit B* as the new certificates for Class A Common Voting Stock in the Corporation and hereby adopt the certificate form attached hereto as *Exhibit C* as the new certificates for Class B Common Non-Voting Stock in the Corporation.

ADOPTION AND APPROVAL OF BYLAWS

WHEREAS, there has been presented to the Directors and Shareholders bylaws (the "*Bylaws*"), substantially in the form attached hereto as *Exhibit D*;

WHEREAS, the Directors and Shareholders deem it advisable and in the best interests of the Corporation that the Bylaws be adopted substantially in the form attached hereto; and

WHEREAS, the Shareholders further state that the Bylaws are being entered into expressly to memorialize the reasonable expectations of the Shareholders and that the Shareholders agree that as long as all parties act in a manner consistent with its terms, the reasonable expectations of the Shareholders will be advanced rather than frustrated.

RESOLVED, that the form, terms, and conditions set forth in the Bylaws be approved, confirmed and ratified; and that any officer of the Corporation is hereby authorized to execute and deliver, in the name and on behalf of the Corporation or otherwise, the Bylaws substantially in the form presented to the Directors and Shareholders.

APPOINTMENT OF DIRECTOR

RESOLVED, that the undersigned Shareholder hereby elects the following persons to serve as the Directors of the Corporation until his/her successor is duly elected/appointed or until his/her earlier resignation, death, incapacity, or removal:

DIRECTOR: MARK D. KRAMER

APPOINTMENT OF OFFICERS

RESOLVED, that the undersigned Directors hereby elect the following persons to serve in the office set forth opposite his/her name below and that such persons shall continue to serve in such offices until his/her successor is duly elected/appointed or until his/her earlier resignation, death, incapacity, or removal:

PRESIDENT: MARK D. KRAMER
SECRETARY: MARK D. KRAMER
TREASURER: MARK D. KRAMER

GENERAL AUTHORITY TO EFFECTUATE RESOLUTIONS


RESOLVED, that each Corporation officer be, and each of them hereby is authorized to do or cause to be done, in the name and on behalf of the Corporation or otherwise, any and all such acts and things, and to exercise, deliver, and file, in the name and on behalf of the Corporation or otherwise, any and all such agreements, applications, certificates, and other documents and

instruments, as such officer may deem necessary, advisable, or appropriate to effectuate the foregoing resolutions.

This consent may be executed in one or more counterparts, each of which shall be deemed an original and together constitute one and the same consent. Facsimile copies or other electronically transmitted copies hereof shall be deemed to be originals and if any signature is delivered by facsimile transmission or in a ".pdf" format data file (or a similar electronic/digital format), such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such signature page were an original thereof.

The foregoing resolutions have been adopted by the unanimous written consent of the Directors and Shareholders of the Corporation effective as of the 14th day of May, 2021.

DIRECTOR:



Mark D. Kramer

SHAREHOLDER:



Mark D. Kramer

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION

EXHIBIT B

SAMPLE CLASS A COMMON VOTING STOCK CERTIFICATE

See the reverse side of this Certificate for notices concerning restrictions on transferring these Shares.

A Corporation Organized and Existing Under the Laws of the State of Iowa

NUMBER
* A-SAMPLE**

SHARES

MDK, INC.

(Common Voting Stock)

This Certifies that *SAMPLE* is the owner of *SAMPLE No/100* (***** Shares of the Common Voting Stock (having no par value) of

MDK, INC.

transferable only on the books of the Corporation on the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers as of this ___ day of ___, 20__.

THE
CORPORATION
HAS NO SEAL

_____, President
_____, Secretary

EXHIBIT C

SAMPLE CLASS B COMMON NON-VOTING STOCK CERTIFICATE

See the reverse side of this Certificate for notices concerning restrictions on transferring these Shares.

A Corporation Organized and Existing Under the Laws of the State of Iowa

NUMBER
B-Sample

SHARES

MDK, INC.
(Common Non-Voting Stock)

This Certifies that *SAMPLE* is the owner of *SAMPLE* (** Shares of the Common Non-Voting Stock (having no par value) of

MDK, INC. transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its authorized officers as of this ___ day of ___, 20__.

THE
CORPORATION
HAS NO SEAL

_____, President

_____, Secretary

EXHIBIT D

BYLAWS

137214

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MDK, INC.

1072016RART \$50.00 KATHY 2 5/18/21

Pursuant to Section 1007 of the Iowa Business Corporation Act, Chapter 490 *et. seq.* of the Iowa Code, as amended (the "*Act*"), the undersigned corporation does hereby adopt the following Amended and Restated Articles of Incorporation, which were duly approved by the Shareholders in the manner required by the Act and by the Articles of Incorporation:

ARTICLE I
CORPORATE NAME AND DURATION

The name of the Corporation is "MDK, INC." The existence of the Corporation shall continue perpetually unless dissolved as provided by law.

ARTICLE II
POWERS

The Corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Act.

ARTICLE III
CAPITAL STOCK

A. **Authorized Shares.** The capital stock of the Corporation shall be designated as Common Stock. The maximum number of shares of Common Stock which the Corporation shall have authority to issue is 300,000 shares of Common Stock, each share of which shall have no par value. Said shares of Common Stock shall be divided into two classes as follows: 15,000 shares shall be designated as Class A Common Voting Stock and 285,000 shares shall be designated as Class B Common Non-Voting Stock. All shares of Common Stock shall be alike in all respects, including dividend and liquidation rights, except that only Class A Common Stock shall be voting stock, each share of which shall have one (1) vote on all matters submitted to the Shareholders of the Corporation for approval. Class B Common Stock shall be non-voting stock. The holders of the outstanding shares of the Class B Common Stock shall be entitled to vote only to the extent and upon such matters as required by the Act, these Articles, the Corporation's By-Laws, or by agreement.

B. **Restrictions on Transfers.** Restrictions on the transfer of any shares issued by the Corporation may be imposed either by agreement or in the By-Laws.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Registered Office of the Corporation is 625 Kienske Ave., New Hampton, IA 50659 and the Registered Agent at such address is Mark D. Kramer.

ARTICLE V
DIRECTORS

A. The business affairs of the Corporation shall be managed and controlled by the Board of Directors.

B. The number of Directors of the Corporation shall be at least one (1) but not more than five (5). The Directors may fix and determine from time to time the number of Directors within the authorized range.

C. The terms of Directors may be staggered on a basis set forth in the By-Laws and in accordance with law.

ARTICLE VI
CORPORATE SEAL

The Corporation shall have no seal.

ARTICLE VII
PERSONAL LIABILITY

A. A Director of this Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for any action taken, or any failure to take any action, as a Director, except for liability for any actions for which the Act does not permit the Corporation to limit or eliminate the liability of a Director.

B. If the Act is amended after the effective date of these Articles of Incorporation to authorize the further elimination or limitation of the liability of Directors, then the liability of Directors shall be eliminated to the full extent authorized by the Act, as so amended.

C. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify a Director for liability, as defined in Section 850(5) of the Act, to any person for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (1) receipt of a financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the Corporation or the Shareholders; (3) a violation of Section 833 of the Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its Directors to the fullest extent permitted by law. Any repeal or amendment of Article VII or VIII by the Shareholders of the Corporation shall not adversely affect any right of a Director or former Director of the Corporation arising at any time with respect to events occurring prior to such repeal or amendment.

ARTICLE IX
INCORPORATORS

The name of the original incorporators are:

Mark D. Kramer

ARTICLE X
AMENDMENT

No amendment of these Articles shall be permitted without approval by a majority vote of the outstanding voting shares of the Corporation.

DATED as of the 14th day of May, 2021.

MDK, INC.

By:



Mark D. Kramer, President

CERTIFICATE FOR AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MDK, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1007 of the Iowa Business Corporation Act (the "Act"), the undersigned corporation (the "Corporation") hereby amends and restates its Articles of Incorporation.

1. **Name of Corporation.** The name of the Corporation before and after this restatement of Articles of Incorporation is "MDK, INC."

2. **Text of Amended and Restated Articles.** The exact text of the Amended and Restated Articles of Incorporation, including all current amendments, is attached.

3. **Effect of the Amended and Restated Articles.** The attached Amended and Restated Articles of Incorporation consolidate all amendments into a single document.

4. **Shareholder Approval.** The Amended and Restated Articles of Incorporation include new amendments that require shareholder approval. The Amended and Restated Articles of Incorporation, including all new amendments set forth therein, were duly approved by the shareholders in the manner required by the Act and by the Articles of Incorporation.

5. **Effect on Issued Shares.** The Amended and Restated Articles of Incorporation do not contain any new amendments that provide for an exchange, reclassification, or cancellation of issued shares.

6. **Date of Adoption.** The Amended and Restated Articles of Incorporation, including all new amendments set forth therein, were adopted by all of the Shareholders effective May 14, 2021.

7. **Effective Date.** The effective date of the Amended and Restated Articles of Incorporation is the date of filing these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Iowa.

Dated this 14th day of May, 2021.

MDK, INC.

By: _____

Mark D. Kramer, President

FILED
IOWA
SECRETARY OF STATE
5-14-21
4:42PM
W01297831

PREPARED BY SIMMONS PERRINE MOYER BERGMAN PLC

STOCK LEDGER - CLASS A VOTING SHARES

MDK, INC.

LAST UPDATED 08/06/2021

Stockholder	Date Issued	Cert. #	No. of Shares	To whom shares are transferred	Certificate Surrendered		If less than all shares on certificate are transferred	Shares retained	
					Cert. #	No. of Shares		New cert. #	No. of Shares
Mark D. Kramer	05/14/2021	A-1	5,000	Mark D. Kramer, Trustees of the Mark D. Kramer Revocable Trust	A-1	5,000	5,000		
Mark D. Kramer, Trustee of the Mark D. Kramer Revocable Trust	08/06/2021	A-2	5,000						

SUMMARY OF OWNERSHIP

MDK, INC.

Member	Class A Common Voting	Percentage	Class B Common Non-Voting	Percentage	Total Shares	Total Percentage
Mark D. Kramer, Trustee of the Mark D. Kramer Revocable Trust	5,000	100.00%			5,000	5.00%
Michael D. Kramer, Trustee of the 2021 Mark D. Kramer Grantor Trust FBO Michael dated August 6, 2021			47,500	50.00%	47,500	47.50%
Michael D. Kramer, Trustee of the 2021 Kristine K. Kramer Grantor Trust FBO Michael dated August 6, 2021				50.00%	47,500	47.50%
TOTALS	5,000	100.00%	95,000	100.00%	100,000	100.00%