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LAKE COUNTY TITLE COMPANY
DIVISION OF CHICAGO TITLE INSURANCE COMPANY

William H. Selin
SECRETARY OF STATE INDIANA

STOP

ARTICLES OF INCORPORATION

of

HAMMOND SCOTT SCHOOL HOLDING CORPORATION

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is **Hammond Scott School Holding Corporation.**

STATE OF INDIANA
LAKE COUNTY
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FEB 23 1969
ANDREW J. WIGENKO
RECORDER

ARTICLE II

Purposes

Section 1. General Purpose. The Corporation is organized for the sole purpose of acquiring a site or sites appropriate for a school building or school buildings, erecting thereupon a suitable school building or school buildings, leasing the same to the School City of Hammond, Indiana, collecting the rentals therefor and applying the proceeds thereof in the manner provided in an Act passed by the General Assembly of the State of Indiana, approved March 13, 1947, being Chapter 273 of the Acts of 1947, and acts amendatory thereof or supplemental thereto (hereinafter referred to as the "Schoolhouse Holding Corporations Act") entirely without profit to the Corporation, its officers, directors and shareholders other than the return of capital actually invested.

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Section 2. Powers. The Corporation shall have the power, in furtherance of the purpose hereinabove set forth, to issue and sell its bonds and other securities and to secure the same by a pledge or mortgage of its assets, and to enter into whatever contracts and trust agreements are required therefor, and, in addition, subject to any limitations or restrictions imposed by the Schoolhouse Holding Corporations Act, The Indiana General Corporation Act, any other law or these Articles of Incorporation, the Corporation shall have and may exercise, but solely in furtherance of and not in addition to the limited purposes hereinabove set forth, all the general rights, privileges, and powers granted to corporations by The Indiana General Corporation Act, as now or hereafter amended, and by the common law.



**The period during which the Corporation shall continue is
perpetuity.**

ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is 5935 Hohman Avenue, Hammond, Indiana and the name and post-office address of its Resident Agent in charge of such office is Opal Parsons, 1518 Atlas Street, Hammond, Indiana.

ARTICLE V

Amount of Capital Stock

The total number of shares into which the authorized capital stock of the Corporation is divided is 1,000 shares consisting of 1,000 shares with the par value of \$5.00 per share, and no shares without par value.

ARTICLE VI

Terms of Capital Stock

Section 1. Classes, Number and Par Value of Shares of

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Capital Stock. There shall be only one class of shares of the capital stock of the Corporation which shall be common stock consisting of 1,000 shares having a par value of \$5.00 per share.

Section 2. Consideration for Issuance of Shares. The shares of the common stock of the Corporation shall be issued for an amount of consideration not less than the par value thereof paid to the Corporation in money on call of the board of directors.

Section 3. Dividends on Common Stock. No dividends shall be paid on the shares of common stock of the Corporation.

Section 4. Transfer Agent and Registrar. The board of directors may in its discretion, provide for a transfer agent or registrar or both for the capital stock of the Corporation and may require all certificates for shares of the capital stock to bear the signature of such transfer agent and registrar.

ARTICLE VII

Voting Rights of Capital Stock

Each holder of shares of the common stock of the Corporation shall have the right to vote at each meeting of shareholders, and regardless of the number of shares which he owns, shall be entitled to only one vote, and no more, on each matter submitted to a vote of the shareholders at any such meeting.

ARTICLE VIII

Initial Stated Capital

The amount of initial stated capital of the Corporation is One Thousand Dollars (\$1,000.00). The Corporation will not commence business until such initial stated capital has been received as consideration for the issuance of shares.

ARTICLE IX

Data Respecting Directors

Section 1. Number. The number of directors of the Corporation shall be seven (7).

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Section 2. Qualifications. Directors shall be shareholders of the Corporation. A majority of the Directors at any time shall be citizens of the United States.

ARTICLE X

Further Data Respecting Directors

Section 1. Names and Post-Office Addresses. The names and post-office addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number & Street or Building</u>	<u>City</u>	<u>State</u>
Donal P. Teeling	2635-162nd Place	Hammond,	Indiana 46323
John H. Parrish	1108 Cleveland Street	Hammond,	Indiana 46320
Opal Parsons	1618 Atlas Street	Hammond,	Indiana 46320
Stanley Grelecki	7438 Jackson Street	Hammond,	Indiana 46324
Joseph Jenecke	3034 Crane Place	Hammond,	Indiana 46323
Faye Mushinski	6802 Ohio Street	Hammond,	Indiana 46323
Robert J. Nevelo	7516 Montana Avenue	Hammond,	Indiana 46324

Section 2. Citizenship. All of such Directors are citizens of the United States.

ARTICLE XI

Data Respecting Incorporators

Section 1. Names and Post-Office Addresses. The names and post-office addresses of the Incorporators of the Corporation are as follows:

<u>Name</u>	<u>Number & Street or Building</u>	<u>City</u>	<u>State</u>
Donal P. Teeling	2635-162nd Place	Hammond,	Indiana 46323
John H. Parrish	1108 Cleveland Street	Hammond,	Indiana 46320

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<u>Name</u>	<u>Number & Street or Building</u>	<u>City</u>	<u>State</u>
Opal Parsons	1518 Atlas Street	Hammond,	Indiana 46320
Stanley Grelecki	7438 Jackson Street	Hammond,	Indiana 46324
Joseph Jonesko	3034 Crane Place	Hammond,	Indiana 46323
Faye Mushinski	6802 Ohio Street	Hammond,	Indiana 46323
Robert J. Nevelo	7516 Montana Avenue	Hammond,	Indiana 46324

Section 2. Age and Citizenship. All of such incorporators are of lawful age, and all of such incorporators are citizens of the United States.

Section 3. Compliance with Provisions of Section 15 and 16 of the Act. The undersigned incorporators hereby certify that the person or persons intending to form the Corporation first caused lists for subscriptions to the shares of the capital stock of the Corporation to be opened at such time and place as he or they determined; when such subscriptions had been obtained in an amount not less than \$1,000., such person or persons, or a majority of them, called a meeting of such subscribers for the purpose of designating the incorporators and of electing the first Board of Directors; the incorporators so designated are those named in Section 1 of this Article; and the Directors so elected are those named in Section 1 of Article X.

ARTICLE XII

**Provision for Regulation of Business and
Conduct of Affairs of Corporation**

Section 1. Powers of Board of Directors. Subject to any limitations or restrictions imposed by the Schoolhouse Holding Corporations Act, the Indiana General Corporation Act, any other law or these Articles or Incorporation, the board of directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes for which the Corporation was organized as stated in Section 1 of Article II hereof, the powers of the Corporation, without previous authorization or subsequent approval by the shareholders of the Corporation, including, without limiting the generality of the foregoing, the power (a) to acquire lands suitable for a school building

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or buildings to be leased to the School City of Hammond, Indiana, (b) to incur the preliminary expenses of and to contract for the construction and equipment of a school building or buildings thereon, (c) to execute a lease contract or contracts granting the use of such school building or buildings to the School City of Hammond, Indiana for a term of years, with options to renew such lease or leases and to purchase such property or properties, (d) to issue mortgage bonds or other securities evidencing the indebtedness of the Corporation for the purpose of providing funds for the acquisition of such building site or sites and the construction and equipment of such school building or buildings, (e) to take any and all other action and proceedings necessary to carry out the purposes of the Corporation. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the board of directors by resolution duly adopted in accordance with the foregoing provisions.

Section 2. Shareholders' Waiver of Right to Authorize Lease or Sale. Any lease or leases by the Corporation of its property and assets to the School City of Hammond, Indiana shall contain an option by the lessee to purchase such leased property and assets in accordance with the terms of the Schoolhouse Holding Corporations Act, and each shareholder of the Corporation by his purchase or acquisition of stock in the Corporation waives all his rights under The Indiana General Corporation Act, as amended, or any other law, (a) to object to, disapprove or vote in respect of such lease, option or any sale made pursuant to such option, or (b) to assert any right as a dissenting shareholder as a result of such lease or a sale made pursuant to such option. Each shareholder shall be deemed to have authorized and approved such lease, option and any sale made pursuant thereto by virtue of his purchase or acquisition of stock in the Corporation.

Section 3. Place of Meetings. Each meeting of the shareholders of the Corporation shall be held at such place as shall be specified in the call, notice or waiver of notice thereof given in accordance with the provisions therefor in the code of the by-laws of the Corporation.

Section 4. Issuance of Capital Stock. Any shares of the capital stock of the Corporation which are unissued, or issued but not outstanding, may be from time to time issued and sold to such persons, corporations or other legal entities as the board of directors of the Corporation may deem proper and without previous authorization or subsequent approval of the shareholders of the Corporation.

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Section 5. Restriction on Power to Purchase or Redeem
Common Stock. Unless and until the principal and interest
of all outstanding bonds or other securities issued by the
Corporation to evidence indebtedness incurred as a result
of financing the cost of carrying out the purposes for
which the Corporation was organized have been paid, or funds
therefor have been duly set aside for the full payment there-
of, the Corporation shall not redeem, purchase or otherwise
acquire for value any of the shares of common stock of the
Corporation or pay, set aside or make available any funds
to or for a sinking fund for the redemption or purchase
of any shares of common stock.

IN WITNESS WHEREOF, the undersigned, being all of the
incorporators designated in Article IX, execute these Articles
of Incorporation and certify to the truth of the facts herein
stated, this 14th day of February, 1969.

Donald P. Teeling
Donald P. Teeling

John H. Parrish
John H. Parrish

Opal Parsons
Opal Parsons

Stanley Grelecki
Stanley Grelecki

Joseph Jeneske
Joseph Jeneske

Faye Mushinski
Faye Mushinski

Robert J. Nevelo
Robert J. Nevelo

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STATE OF INDIANA)
COUNTY OF LAKE) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Donal P. Teeling, John H. Parrish, Opal Parsons, Stanley Grelecki, Joseph Jeneske, Faye Mushinski and Robert J. Nevelo, being all of the incorporators referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 14th day of February, 1969.



Fred A. Malo
Fred A. Malo
Notary Public

My Commission Expires:
February 17, 1969.

This instrument prepared by
Fred A. Malo, Attorney-at-Law