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Addison, Stiles & Greenwald, Attys.
504 Edwy., Gary, Ind. 46402

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Corporate Form No. 1 (Sept. 1967) — Page One
ARTICLES OF INCORPORATION

Presented by the Secretary of State of Indiana
Use White Paper—Size 8 1/2 x 11 Inches

Filing Requirements—Present 3 Executed Copies to Secretary of State.

Recording Requirements—Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

APPROVED AND FILED JUL 11 1969

William H. Salin
SECRETARY OF STATE INDIANA

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STATE OF INDIANA'S S. NO.
LAKE COUNTY
FILED FOR RECORD

JUL 15 8 46 AM '69

ANDREW J. RIGENKO
RECORDER

ARTICLES OF INCORPORATION



~~GOODWIN-DEVANEY INCORPORATED~~

The undersigned incorporator or 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 ~~Goodwin-Devaney Incorporated~~

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

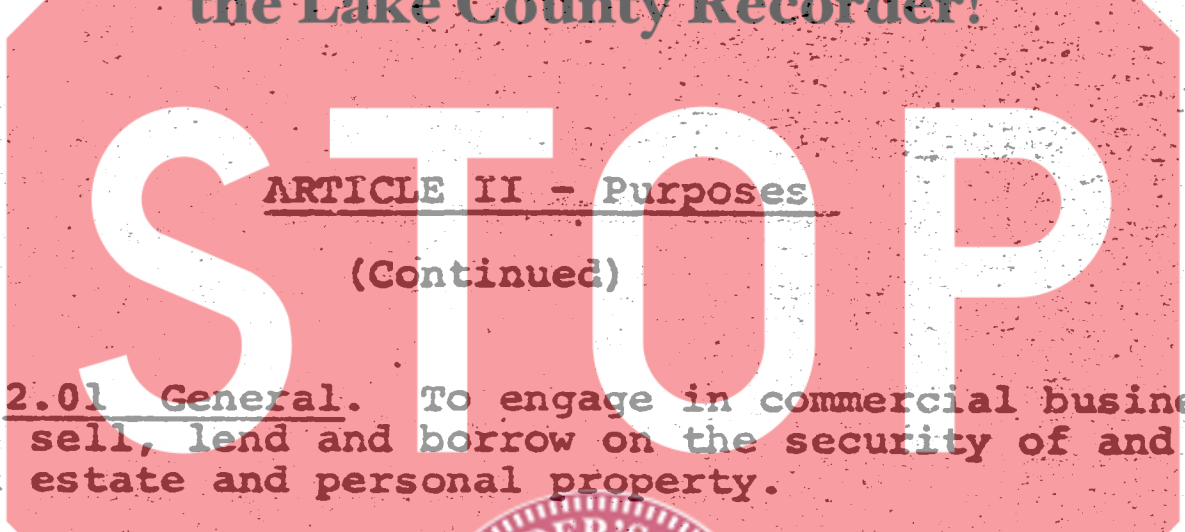
- 2:00 To act as agent or broker for insurance companies in soliciting and receiving applications for, and collecting premiums for all kinds of insurance, except life insurance, and to do such other acts necessary or convenient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law.

(see succeeding pages 1a through 1d for remaining purposes)

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ARTICLE II - Purposes
(Continued)

2.01 General. To engage in commercial business and to buy, sell, lend and borrow on the security of and deal in real estate and personal property.

2.02 To Deal in Personal Property. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, manufacture, pledge, hypothecate, exchange, sell, deal in and dispose of, alone, or in conjunction with other legal entities, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

2.03 To Deal in Real Property. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, own, improve, develop, manage, operate, lease as lessee, or sublessee, let as lessor, or sublessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein; and to construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of public or private buildings, houses, hotels, motels, apartments, shopping centers, stores, offices, warehouses, mills, shops, factories, machinery, and plants, and all structures of any description on any lands owned, held, or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

2.04 To Act as Agent. To act in any state in which the Corporation is qualified to do business, as agent or representative for any individual, association, corporation or legal entity, respecting business which the Corporation is authorized to transact.

2.05 To Make Contracts. To enter into, make, perform and carry out, assign or cancel and rescind, contracts with any legal entity, public or private, domestic or foreign, for any lawful purposes pertaining to its business, or in furtherance of its purposes or powers.

2.06 To Deal in Good Will. To acquire, (by purchase, exchange, lease, hire or otherwise), all, or any part, of the good will, rights, property and business of any person, entity,

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ARTICLE II - Purposes

(Continued)

partnership, association or corporation heretofore or hereafter engaged in any business which the Corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the Corporation or otherwise, to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

2.07 To Execute Guaranties. To make any guaranty or indemnification agreement respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations, of others.

2.08 To Enter Into Partnerships. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperative association with any corporation, association, partnership, individual or other legal entity, public or private, domestic or foreign, for the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

2.09 Treasury Stock . Treasury Stock. To purchase its own shares to the extent of unreserved capital surplus.

2.10 Stated Capital, Consideration for Shares. To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares issued from time to time.

2.11 Surplus. To determine the amount of capital surplus and earned surplus and the amount allocated to each in mergers, consolidations or acquisitions.

2.12 Stock Options and Agreements. To create, without restriction, rights or options to purchase any or all of its shares. To enter into any buy-sell, option, first offer, or any other form of restrictive stock transfer agreement whereby the corporation and/or shareholders must, may or will have the option to buy, purchase or retire, its outstanding shares of stock and which agreements may restrict the ability of shareholders and their successors in the disposition of their shares of stock without the consent of the corporation and/or the other shareholders.

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ARTICLE II - Purposes

(Continued)

2.13 To Raise Funds. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereof, by security interest in, mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes. Specifically, the Corporation is authorized to sell its certificates of indebtedness to the public generally from time to time, and to issue special certificates of indebtedness with terms different from those available to the general public to its officers and employees.

2.14 To Deal in Its Own Securities. To acquire, (by purchase out of earned or capital surplus, exchange, lease, hire or otherwise), hold, sell, transfer, reissue or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana, and to do so in order to carry out any of the purposes or powers elsewhere set forth in this Article.

2.15 To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, exchange, sell, mortgage, lend, pledge, underwrite, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality thereof.

2.16 Rights, Privileges and Powers. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in or permitted under Section 3 (and future amendments thereto) of the Indiana General Corporation Act.

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ARTICLE II - Purposes

(Continued)

2.17 General Clause. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation.

2.18 Construction of Foregoing Sections. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The Corporation shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

2.19 To Assist Other Entities. To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under applicable law.

2.20 Extraterritorial Clause. To exercise all or any of its corporate purposes, powers and rights in the State of Indiana, other states, the District of Columbia, the territories, possessions, or dependencies of the United States, and in foreign countries, but only in the manner and to the extent permitted by the respective laws thereof, and to establish and maintain offices and agencies, within, and anywhere outside of, the State of Indiana.

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ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is 3508 Broadway, Gary, Indiana and the name and post-office address of its Resident Agent in charge of such office is M. A. Goodwin, 3508 Broadway, Gary, Indiana

ARTICLE V

Number of Shares

The total number of shares which the Corporation shall have authority to issue is One Thousand shares consisting of no shares with the par value of \$ per share, and 1,000 shares without par value.

ARTICLE VI

Terms of Shares

- 6.01. All shares shall be without par value.
6.02. Shares may be issued in one (1) or more series of the same Class, each such series to have such relative rights, preferences, limitations or restrictions, and bear such designations as shall be determined and stated by the Board of Directors prior to the issuance of any shares of such series. The Board of Directors is hereby expressly vested with the authority to make such determination by the resolution of the Board.
6.03. The Board of Directors shall fix the amount of consideration for shares to be issued from time to time.
6.04. The Board of Directors may make distributions to shareholders from time to time out of capital surplus, to the extent permitted by law.

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ARTICLE VII

Voting Rights of Shares

Each share shall be entitled to one (1) vote on all matters.

STOP

ARTICLE VIII

Initial Stated Capital

The Corporation will not commence business until consideration of the value of at least \$ 1,000.00 has been received for the issuance of shares.

ARTICLE IX

Directors

Section 1. Number. The initial board of directors shall be composed of four (4) members. The number of directors may from time to time be fixed by the by-laws of the Corporation at any number, not less than three. In the absence of a by-law fixing the number of directors, the number shall be four (4).

Section 2. Qualifications. Directors need not be shareholders of the Corporation.

ARTICLE X

Initial Board of Directors

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

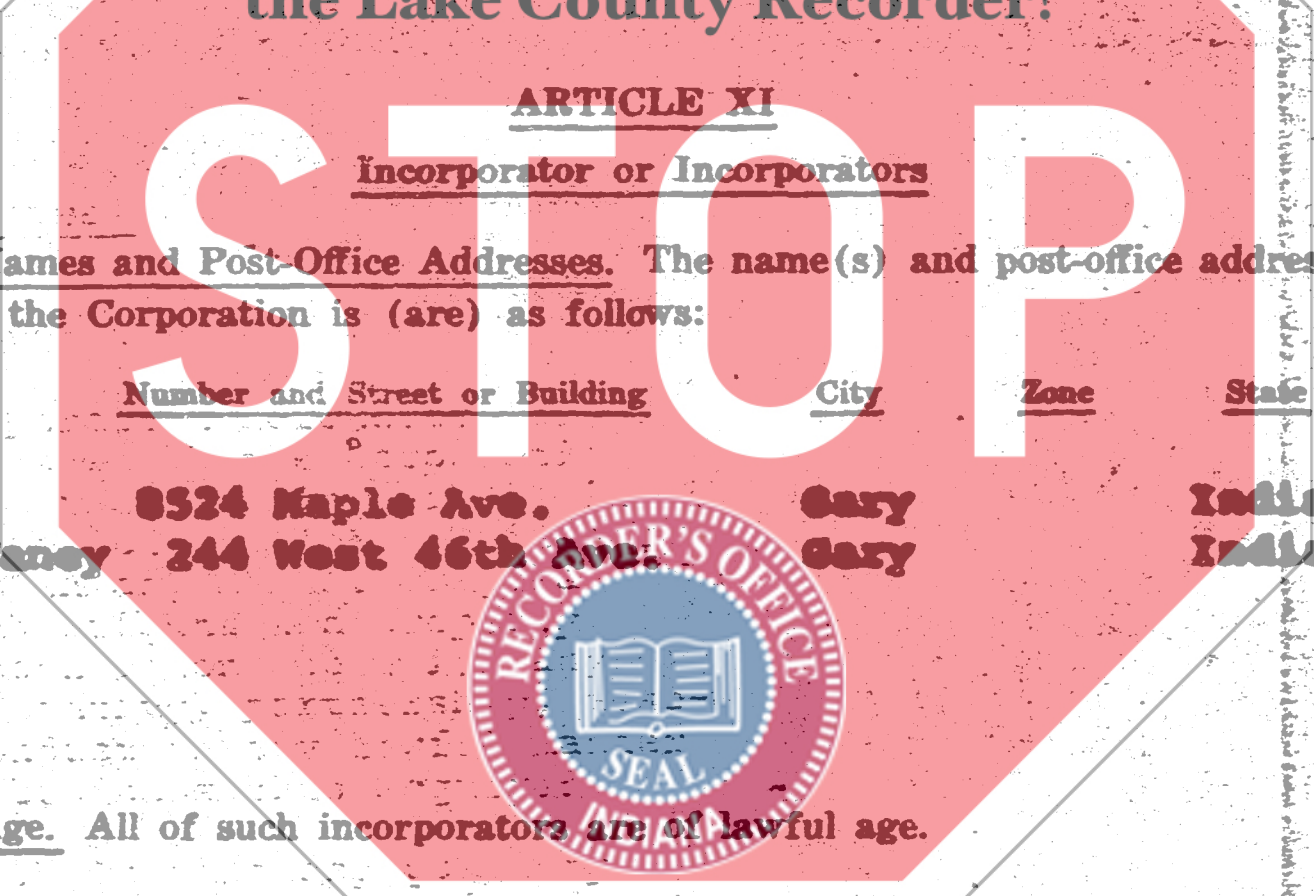
Name	Number and Street or Building	City	Zone	State	Zip Code
M. A. Goodwin	8524 Maple Ave.	Gary		Indiana	46403
Harold E. DeVaney	244 West 46th Ave.	Gary		Indiana	46408
Shirley M. Brown	437 Maryland St.	Gary		Indiana	46402
Mary L. Goodwin	8524 Maple Ave.	Gary		Indiana	46403

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ARTICLE XI

Incorporator or Incorporators

Section 1. Names and Post-Office Addresses. The name(s) and post-office address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	Zone	State	Zip Code
M.A. Goodwin	8524 Maple Ave.	Gary		Indiana	46403
Harold E. DeVaney	244 West 46th Ave.	Gary		Indiana	46408

Section 2. Age. All of such incorporators are of lawful age.

ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

12.01. Meetings of shareholders and of the Board of Directors shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof, or as specified in the By-Laws.

12.02. Any contract or other transaction between the Corporation or any corporation hereinafter formed in which this Corporation owns all of the capital stock shall be valid and binding, regardless of the fact that the officers and/or Directors, executing the contract on behalf of this Corporation, are the same or a majority of them are the same or the participating directors or officers are the same.

12.03. The Board of Directors shall indemnify to the extent permitted by law, any present or former director or officer against expenses incurred by him as a result of his having been a party to litigation arising out of such service or employment.

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IN WITNESS WHEREOF, the undersigned, being the incorporator or all of the incorporators designated in Article XI, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 28th day of May 1969

STOP

M. A. Goodwin (Written Signature)

M. A. Goodwin (Printed Signature)



Harold E. DeVaney (Written Signature)

Harold E. DeVaney (Printed Signature)

(Written Signature)

(Printed Signature)

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 M. A. Goodwin and Harold E. DeVaney, being all two of the incorporator(s), 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.

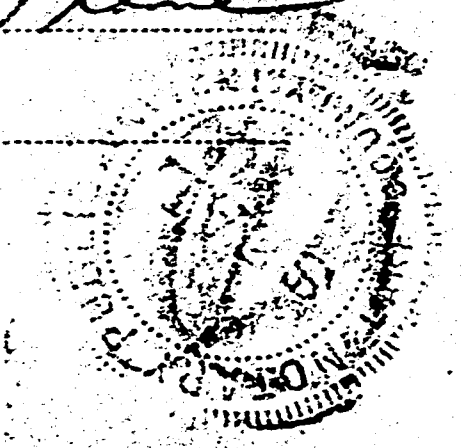
WITNESS my hand and Notarial Seal this 28th day of May 1969

Margaret S. Frame (Written Signature)

Margaret S. Frame (Printed Signature)

Notary Public

My commission expires May 2, 1970



This instrument was prepared by C. J. Greenwald of Addison, Stiles & Greenwald, Attorneys at Law, 304 Broadway, Gary, Indiana