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Murphy, McAtee, Murphy & Costanza, Attys.
720 N. Chicago Ave., E. Chgo., Ind. 46312

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JUL 25 1969

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

William H. Salin
SECRETARY OF STATE INDIANA

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STATE OF INDIANA, S. NO. 1
LAKE COUNTY
FILED FOR RECORD

AUG 9 9 17 AM '69
ANDREW J. HICENKO
RECORDER

ARTICLES OF INCORPORATION

IMPERIAL INDUSTRIES OF INDIANA, INC.



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 **IMPERIAL INDUSTRIES OF INDIANA, INC.,**

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

To engage in the business of purchasing, selling, distributing, repairing, installing, constructing, and/or servicing residential, commercial or industrial air-conditioning, and/or heating equipment, appliances, fixtures, machinery, and supplies, including equipment for the cooling, heating, and circulating of air.

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Page One A

In furtherance and not in limitation of the powers conferred by law:

- a) To continue as a corporation, under its Corporate name, perpetually;
- b) To sue and be sued in its Corporate name;
- c) To have a Corporate Seal and to alter the same at pleasure, to use such Seal generally, but the use of such Seal shall be necessary only as required by law;
- d) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, legal or equitable;
- e) To borrow money and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage or pledge its property and franchises to secure the payment thereof;
- f) To conduct business in this state and elsewhere; to have one or more offices out of this state and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state;
- g) To acquire, guarantee, hold, own, vote, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign.
- h) To purchase, own and hold and to sell and transfer (but not to vote) shares of its own capital stock if and when the capital of this Corporation is not thereby impaired;
- i) To appoint such officers and agents as the business of this Corporation may require, and to define their duties and fix their compensation;
- j) By its Board of Directors to make, alter, amend or repeal by-laws for the government and regulation of its affairs;
- k) To cease doing business and to dissolve and surrender its corporate franchise; and
- l) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.

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Corporate Form No. 1 (Sept. 1967)—Page Two

STOP

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
3529 Michigan Avenue, East Chicago, Indiana 46312;
and the name and post-office address of its Resident Agent in charge of such office is
John Hatra, 3529 Michigan Avenue, East Chicago, Indiana 46312

ARTICLE V
Number of Shares

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

ARTICLE VI
Terms of Shares

The shares herein authorized are not divided into classes or kinds;
have no preferences; and all stock has equal rights.

Shares of the capital stock of this corporation may be issued by the
corporation for such an amount of consideration as may be fixed from
time to time by the Board of Directors, and may be paid, in whole or
part, in money, in other property, tangible or intangible or in labor
actually performed for, or services actually rendered to the corporation.

When payment of the consideration for which a share was authorized
to be issued shall have been received by this corporation, such share
shall be taken to be fully paid and not liable to any further call
or assessment, and the holder thereof shall not be liable for any
further payments.

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Corporate Form No. 1 (Sept. 1967)—Page Three

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ARTICLE VII

Voting Rights of Shares

All stock shall have equal voting rights, and as provided by law.

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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 three (3) 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 three (3).

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
John Hetra	12818 Grant	Crown Point		Indiana	46307
Raymond Maza	135 West Joliet St.	Schererville		Indiana	46375
Joel Hetra	4920 Olcott	East Chicago		Indiana	46312

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Corporate Form No. 1 (Sept. 1967)—Page Four

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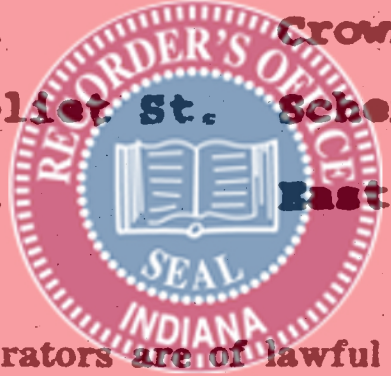
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ARTICLE XI

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
John Hetra	12818 Grant	Crown Point		Indiana	46307
Raymond Maza	135 West Joliet St.	Schererville		Indiana	46375
Joel Hetra	4920 Olcott	East Chicago		Indiana	46312



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

ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

(a) In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the Indiana General Corporation Act.

(b) The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the provisions of the Indiana General Corporation Act or any other pertinent enactment of the General Assembly of the State of Indiana, and all rights and powers conferred hereby on stockholders, Directors and/or Officers are subject to this reserve power.

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Corporate Form No. 1 (Sept. 1967)—Page Five

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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 7 day of July, 1969.

John Hetra
(Written Signature)

John Hetra
(Printed Signature)



Raymond Maza
(Written Signature)

RAYMOND MAZA
(Printed Signature)

Joel Hetra
(Written Signature)

Joel Hetra
(Printed Signature)

STATE OF INDIANA }
COUNTY OF LAKE } SS:

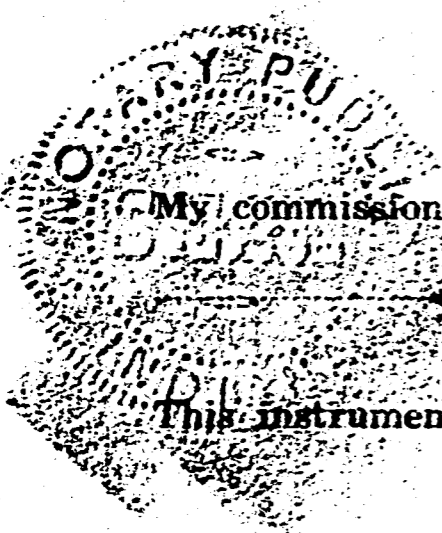
I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that John Hetra, Raymond Maza, and Joel Hetra, being all of the incorporator(s), referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 7 day of July, 1969.

Joseph E. Costanza
(Written Signature)

Joseph E. Costanza
(Printed Signature)

Notary Public



My commission expires
June 11, 1970

This instrument was prepared by Joseph E. Costanza
of Murphy McAtee Murphy & Costanza.