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Corporate Form No. 1 (Mar. 1950)--Page One
ARTICLES OF INCORPORATION

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APPROVED AND FILED
OCT 17 1969

William H. Salin
SECRETARY OF STATE INDIANA

STOP

ARTICLES OF INCORPORATION

OF
B. & I. CHICKEN, INC.



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 B. & I. CHICKEN, INC.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

TO manufacture and prepare all kinds of food, and to sell and dispose thereof, and to that end to purchase any and all raw material necessary and convenient to said manufacture and preparation; and said corporation shall have power to acquire, hold and dispose of such lands, buildings and personal property as may be proper or convenient for the carrying on of said business.

OCT 30 2 44 PM '69

ANDREW J. DEAN
RECORDER

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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 2806 Highway, Highland, Indiana; and the name and post-office address of its Resident Agent in charge of such office is John D. Breclaw, 2806 Highway, Highland, Indiana

ARTICLE V

Amount of Capital Stock

The total number of shares into which the authorized capital stock of the Corporation is divided is 1000 shares consisting of 1000 shares with the par value of \$ 10.00 per share, and 0 shares without par value.

ARTICLE VI

Terms of Capital Stock

(1) **CONSIDERATION FOR CAPITAL STOCK**
One Hundred (100) shares of the capital stock of the corporation shall be issued for cash at \$10.00 per share. The remaining 900 shares of capital stock of the corporation may be issued for such consideration as may be fixed from time to time by the Board of Directors.

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ARTICLE VII

Voting Rights of Capital Stock

Every owner of the capital stock of the corporation shall have the right, at every shareholder meeting to one (1) vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VIII

Paid-in Capital

The amount of paid-in capital, with which the Corporation is beginning business, is \$ 1000.00

ARTICLE IX

Data Respecting Directors

Section 1. Number.

FOUR (4)

Section 2. Qualifications. Directors need not 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 and Street or Building</u>	<u>City</u>	<u>Zone</u>	<u>State</u>
Joseph J. Ivanyo	1310 W. 54th Ave.	Gary,		Indiana
Mary Ivanyo	1310 W. 54th Ave.	Gary,		Indiana
James H. Brown	5004 Roosevelt Pl.	Gary,		Indiana
Patricia J. Brown	5004 Roosevelt Pl.	Gary,		Indiana

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

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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 and Street or Building</u>	<u>City</u>	<u>Zone</u>	<u>State</u>
Joseph J. Ivanyo,	1310 E. 54th Ave.,	Gary,		Indiana
James M. Brown,	5004 Roosevelt Pl.,	Gary,		Indiana

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 Sections 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

Provisions for Regulation of Business and Conduct of Affairs of Corporation

(1) MEETING OF SHAREHOLDERS

Meetings of the shareholders of the corporation 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

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- (2) **MEETING OF DIRECTORS**
The Board of Directors of the Corporation 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.
- (3) **CODE OF BY-LAWS**
The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders to make, alter, amend or repeal the code of By-Laws of the Corporation but the affirmative vote of a majority of the number of the Board of Directors, at the time being, shall be necessary to make such code or to effect any alteration, amendment or repeal thereof.
- (4) **INTEREST OF DIRECTORS IN CONTRACTS**
Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its directors are members or employees, in which they are interested, or between the Corporation and any corporation or association of which one (1) or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed and the Board of Directors shall authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present and to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.
- (5) **ADDITIONAL POWERS OF DIRECTORS**
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 Act.
- (6) **AMENDMENT OR ARTICLES OR INCORPORATION**
The Corporation reserves the right to alter, amend, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Act, or of the State of Indiana; and all rights and powers conferred hereby on Shareholders, Directors, and Officers of the Corporation are subject to such reserved right,

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(2) CAPITAL

The aggregate net amount of the consideration received by the corporation from the sale of its capital stock shall from time to time be the capital of the corporation.

(3) PREEMPTIVE RIGHTS

The holders from time to time of the capital stock of the corporation shall have the right to purchase at such respective equitable process, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the capital stock of the Corporation as may be hereafter issued, from time to time, whether constituting a part of the capital stock presently or subsequently authorized, and including shares held in treasury of the corporation, in the respective ratios which the number of shares held by each shareholder at the respective times of such issues bears to the total number of shares issued and outstanding in the names of all shareholders at such respective times.

(4) DIVIDENDS

Such dividends as may be determined by the Board of Directors (after giving due consideration to the needs of the corporation for adequate reserves and working capital) may be declared and paid upon the capital stock from time to time out of surplus earnings on net profits of the corporation.

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IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article XI, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 15th day of October, 1973.

STOP

Joseph J. Ivanyo
(Written Signature)

Joseph J. Ivanyo
(Printed Signature)

James L. Brown
(Written Signature)

JAMES L. BROWN
(Printed Signature)

(Written Signature)

(Printed Signature)

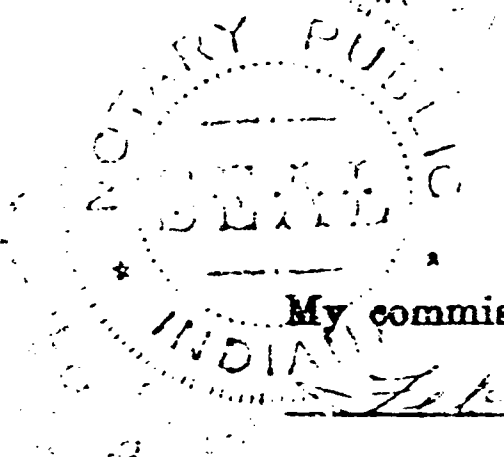


STATE OF INDIANA
COUNTY OF Lake

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Joseph J. Ivanyo and James L. Brown

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 15th day of October, 1973.



Carol Kohse
(Written Signature)

CAROL KOHSE
(Printed Signature)

Notary Public

My commission expires February 13, 1973

This instrument was prepared by John D. Breclaw, 2806 Highway Highland, Ind.