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Corporate Certificate No. 151
(Sept. 1969)

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Anderson, Hicks & Anderson, Lwyr. 1109 Bdwy., Gary, Ind. 46407

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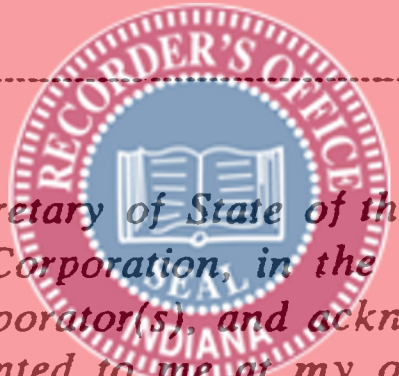
STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
the Lake County Recorder!

STOP
CERTIFICATE OF INCORPORATION
OF
ROSS ENTERPRISE, INC.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

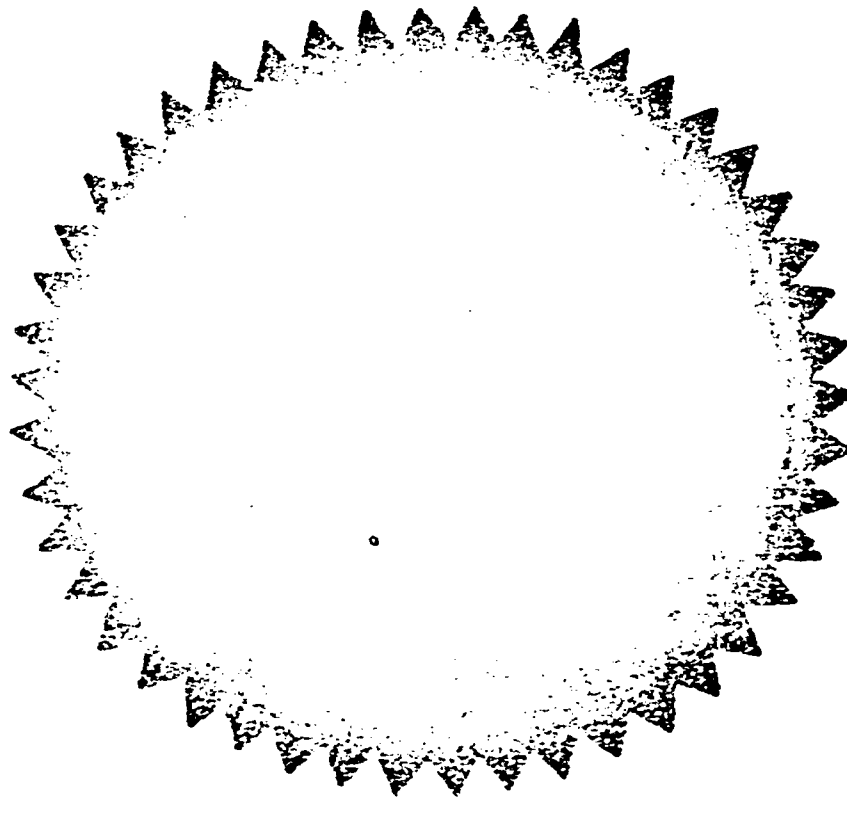
DEC 5 9 37 AM '69

ANDREW J. MICHENKO
RECORDER



I, WILLIAM N. SALIN, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the provisions of the Indiana General Corporation Act, as amended.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 26th day of

November, 1969
William N. Salin
WILLIAM N. SALIN, Secretary of State.

By _____ Deputy

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APPROVED
AND
FILED
NOV 25 1969

William H. Salin
SECRETARY OF STATE INDIANA

ARTICLES OF INCORPORATION

OF

ROSS ENTERPRISE, INC.

The undersigned, being four (4) natural persons of lawful age,

all of whom are citizens of the United States of America, desirous to
organize a corporation pursuant to the provisions of the Indiana General
Corporation Act of 1929, and all acts amendatory thereof and supplemental
thereto, having first caused lists for subscriptions to the capital stock of
the corporation to be opened, having obtained subscriptions thereto in an
amount not less than ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS
and having complied with all other requirements of law, do hereby adopt,
execute, and deliver the following as and for the Articles of Incorporation of
ROSS ENTERPRISE, INC.

ARTICLE I

The name of this corporation shall be ROSS ENTERPRISE,
INC.

ARTICLE II

The purposes for which this corporation is formed are as fol-
lows:

Section I. To manufacture, process and sell at sholesale and
retail paper and restaurant supplies, food sales and distribution.

LAKE COUNTY INDIANA
FILED FOR RECORD
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ANDREW J. HEDENKO
RECORDER

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Section 11 To Deal in Real Property.
the Lake County Recorder!**

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To improve, manage, and operate real property; the building, construction and alteration of houses and other structures thereon, and the development of real property generally the buying, selling and exchanging of real property, the renting and lessing of real property, improved and unimproved; to make all mortgages of real property and borrow money thereon by mortgage or otherwise, the loaning of money upon real property and the taking of mortgages and the assignments of mortgages on the same; the buying, selling and dealing in bonds and loans secured by mortgages or other liens on real property, the purchasing, manufacturing, acquiring, holding, owning, mortgaging, pledging, leasing, selling assigning and transferring, investing in, trading, and dealing in goods, wares, merchandise and property of every kind and discription, and the carrying on of any of the above business or any other business connected therewith, whether the same extent may be permitted by law, either manufacturing or otherwise, and to the same extent as the lws of this state confer upon corporations and organizations under said act, and to do any and all of the business above mentioned and set forth to the same extent as natural persons might or could do.

To buy, and sell real estate, buy, construct and sell houses and other buildings, buy and sell lumber, brick, stone, lime, hardware and all other kinds of material used by builders, and to conduct a general brokerage business in real estate and insurance.

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To buy, sell, rent and exchange real property, improved and unimproved; the building, construction and alteration of houses thereon, and the management and development of real property generally; to purchase, manufacture, acquire, hold, own, mortgage, pledge, lease, sell, assign and transfer, to invest, trade, deal in and deal with goods, wares and merchandise and property of every kind and description and to carry on any of the above business or any other business connected therewith, wherever the same maybe permitted by the laws of this state will permit and as fully and with all the powers that the laws of this state confer upon corporations and organizations under this act, and to do any and all of the business above mentioned and set forth to the same extent as natural persons might or could do.



Section III To Engage in Business. To acquire, buy, manufacture, assemble, process or hold, prepare for market, sell, store, warehouse, distribute, or otherwise dispose of, and generally deal in articles of commerce.

Section IV. To Deal in Personal Property. To purchase acquire hold, mortgage, pledge, hypothocate, exchange, sell, deal in and dispose of, alone or in syndicates, or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

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Section V To Deal in Good Will. To acquire all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to 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 corporations, or otherwise; to hold, utilize, and in any manner dispose of, the whole or any part of the right, 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.

Section VI To Enter Into Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or co-operative association with any corporation, association, partnership, individual, syndicate and/or entity, whether domestic or foreign, governmental, municipal, public or private, for the carrying on of any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the corporation.

Section VII To Act as Agent. To set in any and all parts of the world in any capacity whatsoever as financial, commercial, or business agent or representative, general or special, for any corporation, association, partnership, individual, syndicate and/or entity, whether domestic or foreign, governmental, municipal, public or private.

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~~Section VIII. To Acquire Concessions. To make, enter into and carry out any arrangements with any corporation, association, partnership, individual, syndicate and/or entity, whether domestic or foreign, governmental, municipal, public or private; to obtain therefrom or to acquire by purchase, lease, assignment, or otherwise, any powers, rights, privileges, immunities, franchises, guarantees, grants, and concessions; to acquire, hold, own, exercise, exploit, dispose of and realize upon, the same; to undertake and prosecute any business dependent thereon; to promote, cause to be formed and aid in any way, any corporation, association, partnership, individual, syndicate and/or entity, whether domestic or foreign, governmental, municipal, public or private, for any such purposes.~~

Section IX. To Deal in Patent Rights. To apply for, obtain, register, purchase, lease or otherwise acquire, letters patent of the United State of any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names; to grant licenses thereunder and to sell, assign, lease, pledge, mortgage, transfer or otherwise deal in or dispose of, any such letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names; to apply for, purchase, or in any manner acquire, and to hold, use and operate, and to sell, or in any manner dispose of, and to grant licenses or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvement, and processes used in connection with or secured under letters patent or copy rights of the United States, or any foreign country, and to wrok, operate develop the same; to carry on any business, manufacturing or other-

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Section X. To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business with any corporation, association, partnership, individual, syndicate and/or entity, whether domestic or foreign, governmental, municipal or private.

Section XI. To Execute Guaranties. To make any guaranty respecting stocks, dividends, and titles, indebtedness, interest, contracts, or other obligations of the corporation or of any other corporation, association, partnership, individual, syndicates, and/or entity, whether domestic or foreign, governmental, municipal, public or private.

Section XII. To Raise Funds. To borrow money, either alone or in conjunction with which subsidiaries of the corporation and/or with corporations with which the corporation is affiliated; to issue bonds, promissory note, drafts, letters of credit, and other evidences of indebtedness by pledge, mortgage, and/or hypothecation of certain or all the assets of the corporation; to enter into indentures specifying the various terms and incidents of such bonds, promissory notes, drafts, letters of credit and other evidences of indebtedness, and the subject matter of any pledged, mortgage, and/or hypothecation made to secure the same, either alone or in conjunction with subsidiaries of the corporation and/or with corporations with which the corporation is affiliated; to guarantee and accept responsibility for the obligations with which the corporation is affiliated, and to evidence such guaranty by execution of the joint and several promissory notes of the corporation, or subsidiaries of the corporation and/or the corporations with which it is affiliated; and to do any and other

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Section XIII. To Deal in its Own Securities. To purchase, hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or in any securities or other obligations of the corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana; provided that the corporation shall not be voted upon directly or indirectly.

Section XIV. 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, provided the same be not forbidden by the laws of the State of Indiana.

Section XV Limiting Clause. Nothing in this Article contained shall be construed to authorize the conduct by the corporation of rural loan and savings associations, credit unions, to a banking, railroad, insurance surety, trust, safe deposit, mortgage guarantee, or building and loan business.

Section XVI. Construction of Foregoing Clauses. The foregoing clauses shall be construed as powers as well as purposes, and the matters be in no wise limited by reference to, inference, the terms of any other clause, but shall be regarded as independent powers and be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporations; now shall the expression of one thing be deemed to exclude another not expressed although it be of like nature.

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The corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Indiana General Corporation Act of 1929, to corporations organized thereunder, and all the powers conferred upon such corporations by the law of Indiana, as in force from time to time, so far as not in conflict therewith, or which may be conferred by all acts heretofore or hereafter mandatory, of or supplemental to, the said Act of the said laws; and the enumeration of certain powers, rights, or privileges granted or conferred by the said Act of the said laws now or hereafter in force; provided however, the the corporation shall not in any State, territory, district, possession or country, carry on any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

ARTICLE III

The period during which this corporation shall continue as such shall be perpetual years.

ARTICLE IV

The post office address of the principal office of this corporation shall be 1748 Ellsworth Place, Gary, Lake County, Indiana. The name of its resident agent shall be RONALD L. ROSS, and the post office address of its resident agent shall be 1748 Ellsworth Place, Gary, Indiana.

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ARTICLE V
Capital Stock

The total number of shares into which the authorized capital stock of the corporation shall be divided shall be One Thousand (1,000) of ^{no} ~~no~~ par value.

ARTICLE VI

Designations and Relative Rights, Preferences, Limitations
And Restrictions of Capital Stock

Section 1. Designations of Classes, Number and Par Value
of Shares of Capital Stock. One Thousand (1,000) shares of the authorized capital stock of ~~no~~ par value shall be known as Class A Common Stock.

Section 2. Dividends on Class A Common Stock. The holders of Class A Common Stock shall be entitled to share equally, share for share, in such dividends as may be declared from time to time by the Board of Directors of the corporation, out of its surplus earnings, or net profits, or surplus paid in cash; provided that no dividends shall be paid if the corporation is, or is thereby rendered, insolvent, or if the aggregate amount paid in on the shares of the capital stock of the corporation, issued and outstanding, is thereby impaired.

Section 3. Sale of Stock. No shareholder shall be permitted to sell his stock without first offering it to the corporation for purchase at fair market value.

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Voting Rights, Merger, Consolidation, and Sale of Assets

Section 1. Voting Rights of Holders of Class A Common Stock.

Every holder of the Class A Common Stock of the corporation shall have the right to one (1) vote for each share of Class A Common Stock, at all meetings of the stockholders of the corporation of the corporation, subject to the limitations and restrictions hereinafter contained.

ARTICLE VIII

Initial Capital

The amount of paid-in capital with which this corporation shall begin is ONE THOUSAND DOLLARS (\$1,000.00), represented by one hundred (100) shares of Class A Stock of the corporation.

ARTICLE IX

Section 1. Number. The number of the directors of this corporation shall be four (4).

Section 2. Qualifications. Directors shall be shareholders of the corporation and citizens of the United States.

ARTICLE X

Names and Post Office Addresses of Directors

The names and post office addresses of the first Board of Directors of this corporation shall be as follows:

<u>Name</u>	<u>Street</u>	<u>City</u>	<u>COUNTY</u>	<u>STATE</u>
Ronald L. Ross	1748 Ellsworth Pl.	Gary	Lake	Indiana
Eddie Gary Ross	1748 Ellsworth Pl.	Gary	Lake	Indiana
Wilbert L. Ross	955 N. 100th Pl.	Chicago	COOK	Illinois
Millicent E. Ross	1748 Ellsworth Pl.	Gary	Lake	Indiana

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<u>NAME</u>	<u>STREET</u>	<u>CITY</u>	<u>COUNTY</u>	<u>STATE</u>
RONALD L. ROSS	1748 Ellsworth Pl.	Gary	Lake	Indiana
EDDIE MARY ROSS	1748 Ellsworth Pl.	Gary	Lake	Indiana
WILBERT L. ROSS	955 E. 106th Place	Chicago	Cook	Illinois
MILLICENT W. ROSS	1748 Ellsworth Pl.	Gary	Lake	Indiana

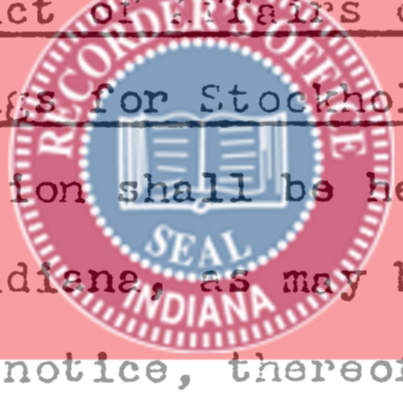
ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Meetings for Stockholders. Meetings of the stockholders 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.

Section 2. Meetings of Directors. Meetings of the 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.

Section 3. Code of By Laws. The Board of Directors of the corporation shall have power, without the assent or vote of the stockholders, to make, alter, amend or repeal the Code of By-Laws of the corporation, but the affirmative vote of a majority of the members of the Board of Directors for the time being, shall be necessary to affect any alteration, amendment or repeal. If the Code of By-Laws for the time being in force so provided, the Board of Directors may designate two or more of its number to constitute an Executive Committee, which Committee, to the extent provided in the Code of By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the corporation, and have power to authorize the execution of and a fixation of the seal of this corporation to all papers or documents which may require it.



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Section 4. Interest of Directors in Contracts. Any contract or other transaction between this corporation and one or more of its directors or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation or association, of which one 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 sets 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 or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by the approving vote of a majority of the non-interested directors. The interested director or directors may be counted in determining the presence of a quorum at such meeting. This Section of this Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 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 Indiana General Corporation Act of 1929, as amended, so far as not in conflict herewith.

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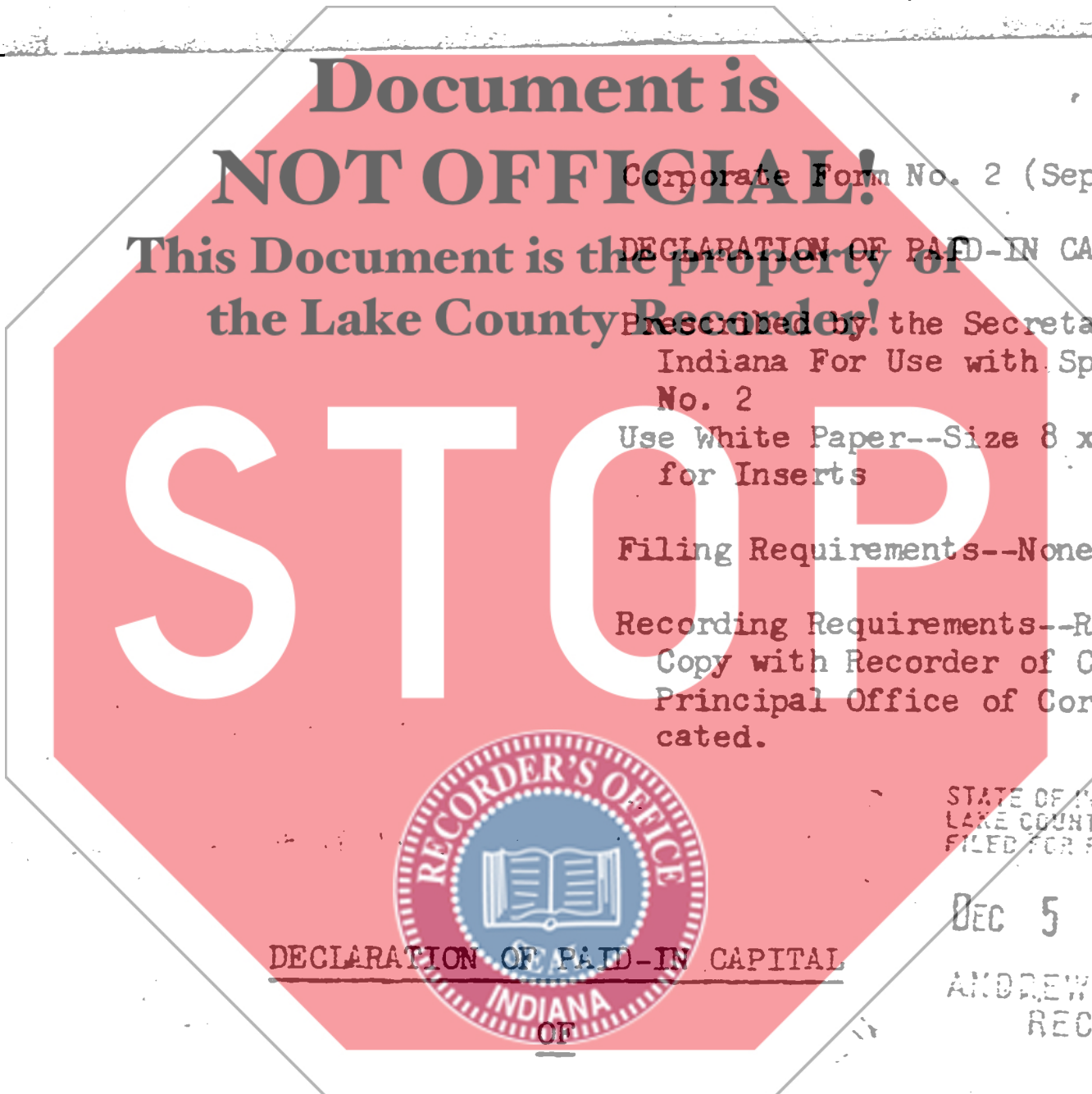
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Section 6. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Indiana General Assembly of the State of Indiana and all rights and powers conferred hereby on stockholders, directors, an/or officers are subject to this reserved power.



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Corporate Form No. 2 (Sept. 1954)--Page One

DECLARATION OF PAID-IN CAPITAL

Prescribed by the Secretary of State of Indiana For Use with Special Instructions No. 2

Use White Paper--Size 8 x 10 $\frac{1}{2}$ Inches--for Inserts

Filing Requirements--None.

Recording Requirements--Record 1 Executed Copy with Recorder of County where Principal Office of Corporation is Located.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORDING

DEC 5 9 37 AM '63

ANDREW J. MOCHKO
RECORDER

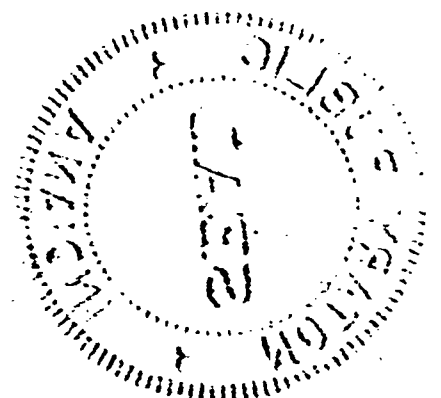
DECLARATION OF PAID-IN CAPITAL



ROSS ENTERPRISE, INC.

The undersigned directors of ROSS ENTERPRISE, INC. (hereinafter referred to as the "Corporation"), which exists pursuant to the provisions of The Indiana General Corporation Act, as amended, desiring to perform all conditions precedent required by the Act to entitle the Corporation to transact business and incur indebtedness, certify the following facts:

1. The undersigned constitute not less than a majority of the Four (4) members of the Board of Directors of the Corporation.
2. Article VIII of the Articles of Incorporation of the Corporation provides that the amount of Paid-In Capital with which the Corporation is beginning business is \$ 1,000.00.
3. Such amount of capital has been fully paid in.

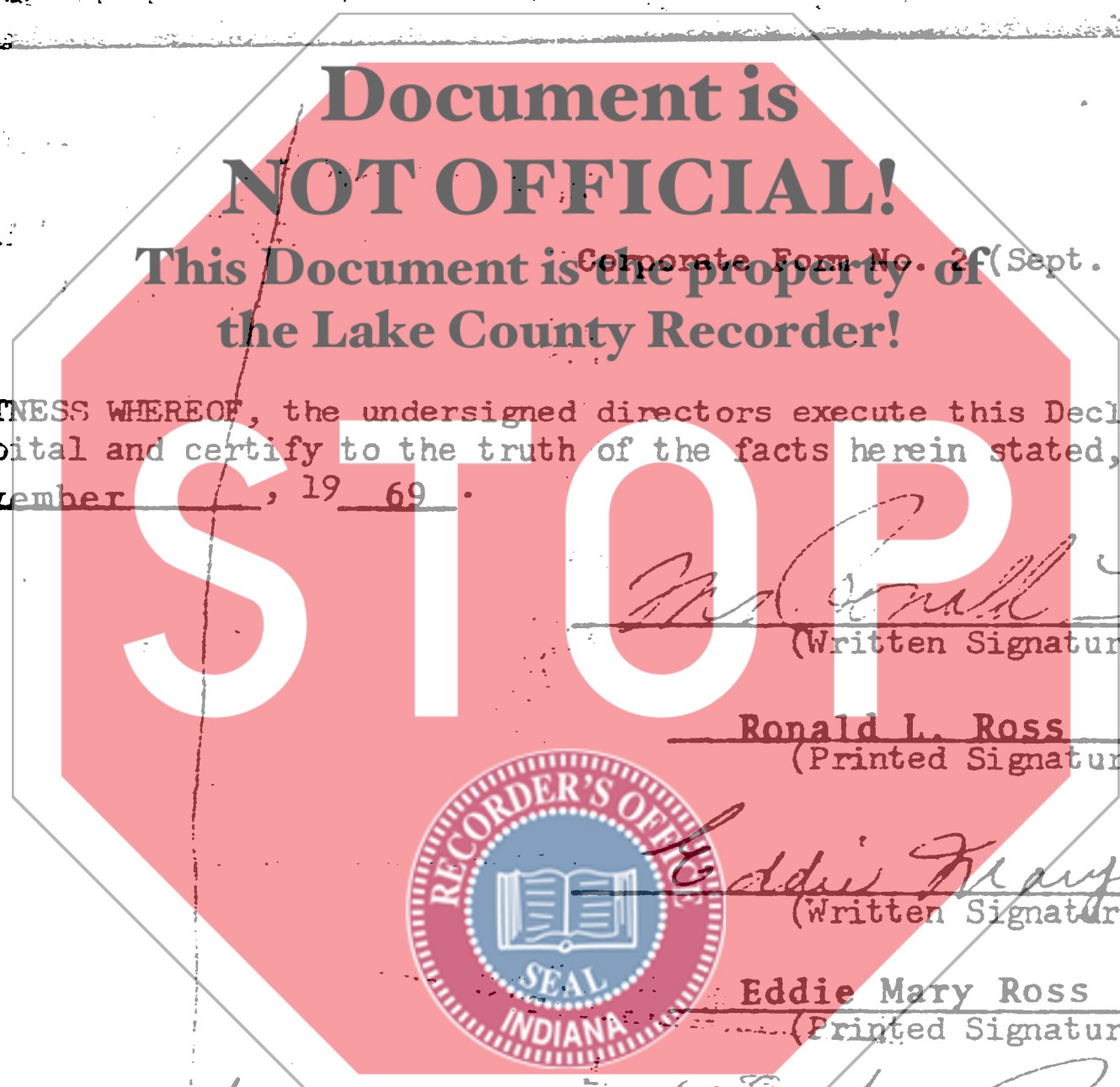


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IN WITNESS WHEREOF, the undersigned directors execute this Declaration of Paid-In Capital and certify to the truth of the facts herein stated, this 28th day of November, 1969.



Ronald L. Ross
(Written Signature)

Ronald L. Ross
(Printed Signature)

Eddie Mary Ross
(Written Signature)

Eddie Mary Ross
(Printed Signature)

Millicent W. Ross
(Written Signature)

Millicent W. Ross
(Printed Signature)

Wilbert L. Ross
(Written Signature)

Wilbert L. Ross
(Printed Signature)



STATE OF INDIANA)
COUNTY OF LAKE)SS:

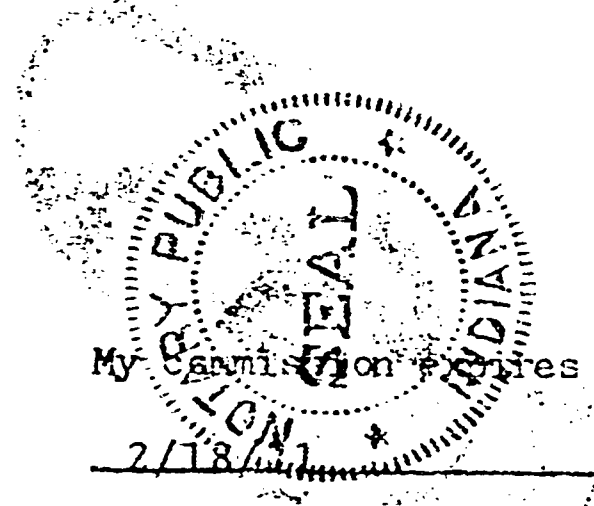
I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Ronald L. Ross, Eddie Mary Ross, Millicent W. Ross and Wilbert L. Ross, the directors executing the foregoing Declaration of Paid-In Capital, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 29th day of November, 1969.

Sophia H. Vann
(Written Signature)

Sophia H. Vann
(Printed Signature)

NOTARY PUBLIC



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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 8th day of October, 1969.

STOP



Ronald L. Ross
(Written Signature)

RONALD L. ROSS
(Printed Signature)

Millicent W. Ross
(Written Signature)

MILLICENT W. ROSS
(Printed Signature)

Eddie Mary Ross
(Written Signature) W. L. ROSS

Mrs. Eddie Mary Ross
(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 Ronald L. Ross, Millicent W. Ross, Eddie Mary Ross and W. L. Ross, being 4 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 8th day of October, 1969.

Sophia H. Vann
(Written Signature)

SOPHIA H. VANN
Notary Public



My commission expires 2/18/71

This instrument was prepared by F. Laurence Anderson, Jr., Atty., 1109 Broadway Gary, Indiana