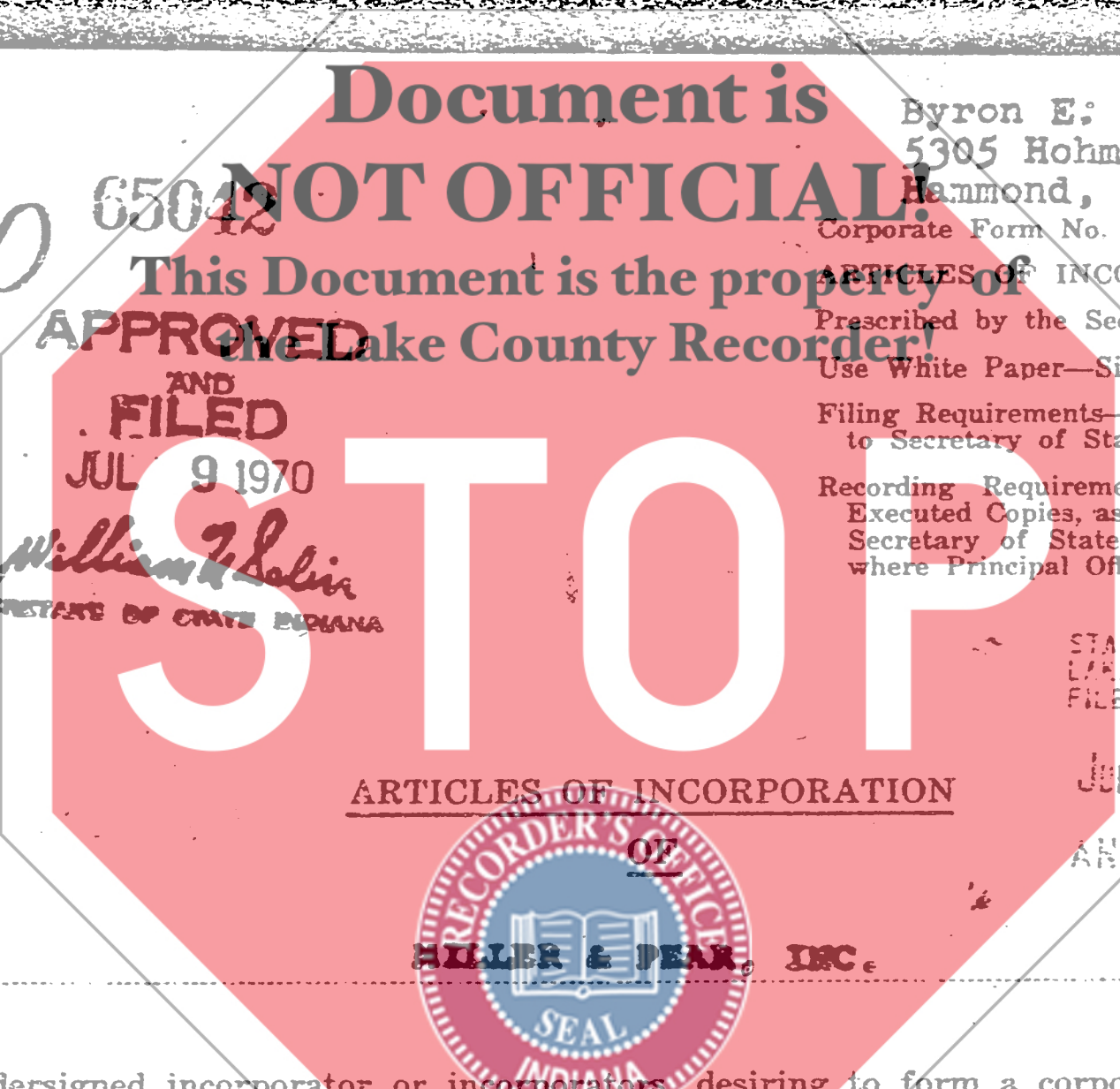


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APPROVED
AND
FILED
JUL 9 1970
William F. Selin
SECRETARY OF STATE INDIANA



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Byron E. Bamber, Atty.
5305 Hohman Ave.
Hammond, Ind. 46320
Corporate Form No. 1 (Sept. 1967) — Page One

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ARTICLES OF INCORPORATION
Prescribed by the Secretary of State of Indiana
Use White Paper—Size 8½ 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.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
JUL 15 10 03 AM '70
ANDREW J. NICKENAS
RECORDER



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 Miller & Pear, Inc.

ARTICLE II
Purposes

- The purposes for which the Corporation is formed are:
- (a) To engage in the general business of selling, wholesaling, retailing, installing, repairing, and servicing floor and wall covering of all types and descriptions, household furnishings and upholstery, including the sale of tools and equipment for the installation, repair, and maintenance thereof, and instruction on the use of such tools and equipment, and to do any and all things incidental, necessary, or proper to the conduct of said business.
 - (b) The corporation shall have the power to do any act or thing which corporations for profit are now or hereafter permitted by law to do under the provisions of the Burns Indiana Statute 25-202.

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ARTICLE VII
Voting Rights of Shares

All Common Stock with full voting rights.



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 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

Section 2. Qualifications. Directors shall 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
Terry C. Miller	215 Belden Place	Munster		Indiana	46321
Patricia A. Miller	" " "	"		"	"
Charles J. Pear	325 Belden Place	Munster		Indiana	46321

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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
Terry C. Miller	215 Belden Place	Munster		Indiana	46321
Patricia A. Miller	"	"		"	"
A. Eugene Springet	1223 Ridge Road	Munster		Indiana	46321



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

ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Meetings 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.

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 shareholders, 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 shall be necessary to effect any alteration, amendment, or repeal.

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

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are interested, or between this Corporation and any corporation or association of which one or more of its Directors are shareholders, 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 or 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 or statutory law applicable thereto, or any contract or transaction which is entered into in good faith, and in the usual course of business, and is not adverse to the interest of this corporation.

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 which corporations for profit are now or hereafter permitted by law to do.

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 Corporation Act, or any other pertinent enactment of the General Assembly of the State of Indiana.

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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 _____ day of _____, 1970.

STOP

Terry C. Miller
(Written Signature)

Terry C. Miller
(Printed Signature)

Patricia A. Miller
(Written Signature)

Patricia A. Miller
(Printed Signature)

A. Eugene Springet
(Written Signature)

A. Eugene Springet
(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 **Terry C. Miller, Patricia A. Miller, and A. Eugene Springet**, 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 6th day of July, 1970.

Lois Billen
(Written Signature)

Lois Billen
(Printed Signature)

Notary Public



My commission expires April 14, 1973

This instrument was prepared by **Byron E. Bamber, Attorney of Hammond, Indiana**