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Charles E. Daugherty, Lwyr.
6 E. 67th Ave., Merrillville, Ind. 46410

Corporate Form No. 101 (Sept. 1969)—Page One

ARTICLES OF INCORPORATION

William N. Salin, Secretary of State of Indiana

Use White Paper—Size 8½ x 11—For Inserts

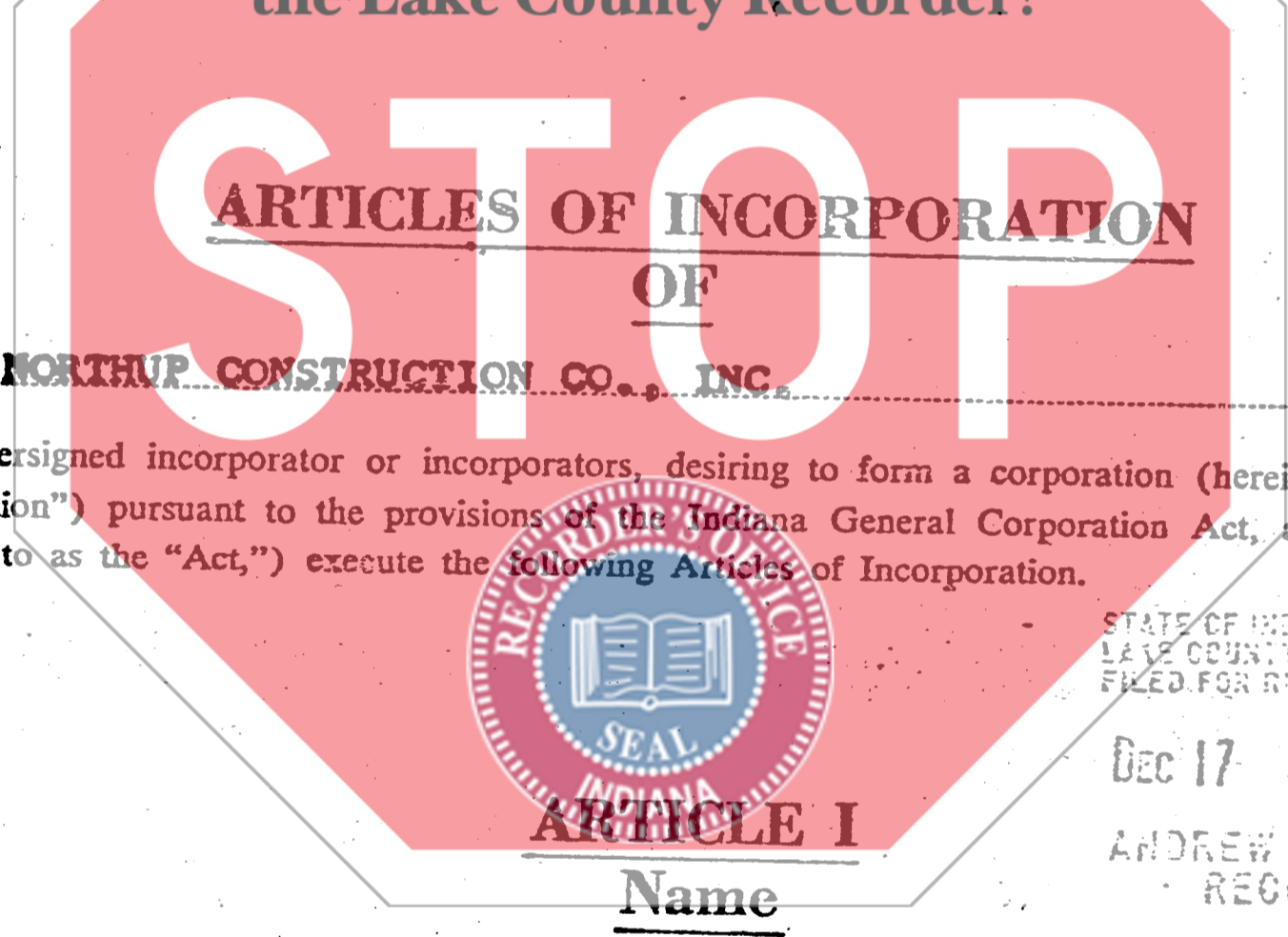
Filing Requirements—Present 2 Executed Copies to Secretary of State, Room 155, State House Indianapolis 46204

Recording Requirements—Recording of Articles of Incorporation is no longer required by the Indiana General Corporation Act.

APPROVED
AND
FILED
DEC 8 1970

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NORTHUP CONSTRUCTION CO., 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.



STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

DEC 17 9 17 AM '70

ANDREW J. MICENKO
RECORDER

The name of the Corporation is.....NORTHUP CONSTRUCTION CO., INC.

ARTICLE II
Purposes

The purposes for which the Corporation is formed are:

- A. To build, erect, construct, lease, or otherwise hold, acquire, manage, occupy, maintain and operate all kinds and types of construction and other structures including but not limited to; one unit and/or multi-unit dwelling houses, apartment buildings, hotels, motels, condominiums, office and/or warehouse structures and any and all improvements to land or lands all of which are for the accommodations of human beings and otherwise, for business firms, and/or corporations for profit and non-profit; for public use; for private individuals and/or for the general public.



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- B. To own, hold, purchase, acquire through the issuance of its capital stock or otherwise own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, plant, improve, cultivate, develop, construct, erect, maintain, equip, operate and generally deal in any and all lands, improved and unimproved and/or own, manage dwellings, other than for human beings, apartment houses, motels, hotels, business offices, business blocks, public shelter, office buildings, manufacturing works, and/or plants or other buildings of any other kind and type and the products and avails thereof, and any and all other property of any and/or every kind or description, real personal and mixed, whatsoever and wheresoever situated.
 - C. To cause to be insured the owner and owners of all personal property against all types of loss while in the care and possession of this corporation, its employees and agents.
 - D. To lease with option to buy or sell as lessor and/or lessee all kinds and type of personal property including vehicles, motorized or otherwise, with and/or without driver, operator, or pilot.
 - E. To establish or acquire, or acquire interests in or control of, by purchase, investment, affiliation, assumption of liabilities or otherwise, the types of business dealing with motor vehicles, and other automotive equipment; to finance or assist in financing the establishment, development, and operation thereof; and to supervise, oversee, and assist in the management and operation thereof.
 - F. To engage in the rental, loan, and lease of automobiles, trucks, tractors, trailers, and, without limitation, all types of motor vehicles, and in connection therewith, to purchase and sell motor vehicles and equipment, vehicle parts, articles, and accessories, and to perform repairs and services in connection with the leasing, loaning, or rental of such vehicles, and to acquire, hold, and own any and all license, permits, and franchises necessary or useful in connection with the business.
 - G. To transact all business pertaining thereto which is not now or hereafter expressly and specifically prohibited by law.

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- H. To buy, hold, own, improve, manage, operate, lease as as lessee or as lessor, sell, convey and/or mortgage, either along or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein; and to purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal and dispose of, alone or in syndicate, in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
- I. To acquire and dispose of all or any part of the goodwill, rights, property and business of any person, entity, 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 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.
- J. To enter into partnerships or joint ventures for carrying on any lawful business for which the Corporation is organized.
- K. To act as agent or representative of others for any lawful business purposes.
- L. To make contracts; to make any guaranty respecting stocks, leases, securities, indebtedness, interest, contracts, or other obligations; to borrow money; to issue bonds, promissory notes, debentures, and other evidences of indebtedness; to secure such evidences of indebtedness by pledge, mortgage and/or hypothecation of certain or all of the assets of the Corporation; to enter into indentures specifying the various terms and incidents of such evidences of indebtedness; and to do any and all other incidental acts and things necessary to borrow money on the part of the Corporation.
- M. To purchase, 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; provided that the Corporation shall not use its assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, and provided further that shares of its own capital stock belonging to the Corporation shall not be voted.

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- N. To do everything necessary, proper, advisable or convenient for accomplishment of any of the purposes or powers herein set forth, to exercise all powers granted to business corporation laws of Indiana as in force from time to time hereafter 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; and provide further that nothing contained herein shall be construed to authorize the conduct by this Corporation of any business not authorized under the laws of the State of Indiana.
- O. To conduct its lawful business within this State and in other states and to qualify for admission to do business in other states and to comply with the laws and regulations pertaining to the doing of business in such other states as may be deemed desirable, expedient and proper from time to time.
- P. The enumeration of specific powers herein shall not be nor is it intended as an exclusion or waiver of any powers, rights or privileges granted or conferred by the corporation laws of Indiana now or hereafter in force, or the laws of such other states in which this Corporation may from time to time be conducting its business and under which the Corporation from time to time qualify.

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**ARTICLE III
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Period of Existence
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The period during which the Corporation shall continue is perpetual

**ARTICLE IV
Resident Agent and Principal Office**

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is: Leroy J. Northup 630 Lake Street
(Name) (Number and Street or Building)
Hobart Indiana 46342
(City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is:
630 Lake Street Indiana 46342
(Number and Street or Building) (City) (State) (Zip Code)

**ARTICLE V
Shares**

Section 1. Number. The total number of shares which the Corporation has authority to issue is 1,000 shares consisting of 000000 shares with the par value of \$ 000000 per shares, and 1,000 shares without par value.

Section 2. Terms.

1. Shares of capital stock of this corporation may be paid in whole or in part, in money or in other property, tangible or intangible or in services or labor actually performed for or services actually rendered to the corporation.
2. When payment of the consideration for which a share was authorized to be issued shall have been received by the corporation, such share shall be taken to be fully paid and not liable to any further cost or assessment and the holder thereof shall not be liable for any further payments.

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3. Shareholders of the corporation shall have preemptory rights to subscribe for any such additional shares of capital stock as may subsequently be offered in the ratio of shares held by shareholder at such time or times.

4. No share of stock shall be transferable until and unless the owners thereof shall first offer such stock for sale for its then present book value or less to the other present shareholders. Said offer shall be made in writing to the other members of the Board of Directors at its principal place of business and said Board of Directors shall immediately upon receipt of such notice convey said offer to each of the other shareholders by written notice addressed to the last and usual place of business, provided however, that said written notice may be dispensed with if the directors and shareholders are the same persons.

If the said offer to sell is not accepted, the asking price paid and the sale closed within 30 days from the date of the original offer all rights to purchase shall be waived by the other shareholders; provided that any shareholder who believes that the asking price is excessive may cause an appraisal of the stock to be commenced within 10 days after date of receipt of original offer in order to determine the actual value of the stock in which event the said 30 day period shall not begin until the appraisal has been completed and further provided that in any event the appraisal shall be completed within 30 days from the date of receipt of the original offer.

Said appraisal, if required, shall be made by a board of three disinterested persons other than stockholders, directors or officers of the corporation, one of whom shall be appointed by the shareholder offering stock for sale, and one person shall be appointed by the shareholder who believed that the asking price is excessive and these two persons so selected shall in turn select a third person. The three persons shall have full power and authority to examine all records and assets of the corporation in order that they may be fully informed on the affairs and condition of the corporation and its assets and liabilities.

The appraised value of said stock as determined by said appraisers shall be given in writing signed by the appraisers to all persons concerned and thereafter for a period of thirty days and shareholder may purchase the stock originally offered for sale at the appraised value which may be evidenced by a local bank's cashier's check payable to shareholder, the money may be deposited in either of the local banks payable to the order of the offering shareholder and thereafter officers of this corporation shall forthwith cancel the certificate for the shares

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of stock in question and reissue and deliver stock certificate to the purchaser. If more than one shareholder so desires to purchase said stock, they shall make written offer to purchase, giving true copies to all shareholders and the highest bidder shall be entitled to buy said stock within said 30 days.
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Section 3. Voting Rights of Shares

Each shareholder shall be entitled to one (1) vote for each share of common capital stock, at all meetings of shareholders of the Corporation.



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ARTICLE VI
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The Corporation will not commence business until consideration of the value of at least \$1,000.00 (one thousand dollars) has been received for the issuance of shares.

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ARTICLE VII
Director(s)

Section 1. Number of Directors. The initial Board of Directors is composed of 3 member(s). The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be three.

Section 2. Names and Post Office Addresses of the Director(s). The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Leroy J. Northup	630 Lake Street	Hobart	Indiana	46342
Charles E. Daugherty	Six E. 67th Ave.	Merrillville	Ind.	46410
Nellie N. Wood	2732 Pittsburgh	Fort Wayne	Ind.	46803

Section 3. Qualifications of Directors. (If Any)

None

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**ARTICLE VIII
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The name(s) and post office address(es) of the incorporator(s) of the Corporation is (are):

Name	Number and Street or Building	City	State	Zip Code
Leroy J. Northrup	630 Lake Street	Hobart	Indiana	46342
Charles E. Daugherty	Six E. 67th Ave.	Merrillville	Indiana	46410
Nellie N. Wood	2732 Pittsburgh	Fort Wayne	Indiana	46803

**ARTICLE IX
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 the majority of the members of the Board of Directors, for the time being 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 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

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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 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 confirmed, 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 laws of the State of Indiana as far as not in conflict herewith.

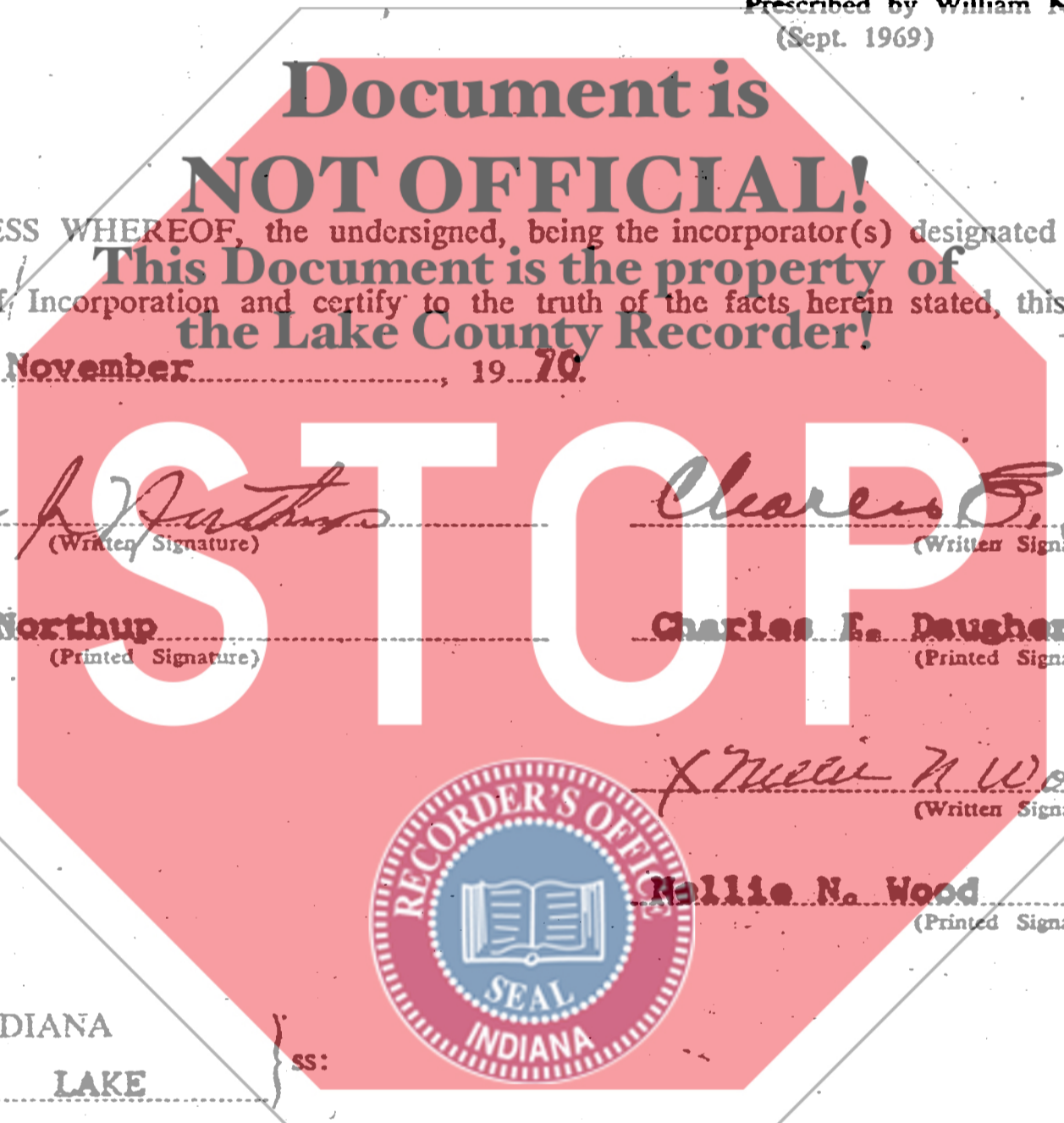
Section 6. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the provisions of the laws of Indiana; and all rights and powers conferred hereby on shareholders, directors and/or officers are subject to this reserve power.

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IN WITNESS WHEREOF, the undersigned, being the incorporator(s) designated in Article VIII, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 30th day of November, 1970.

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Leroy J. Northup
(Written Signature)

Charles E. Daugherty
(Written Signature)

Leroy J. Northup
(Printed Signature)

Charles E. Daugherty
(Printed Signature)

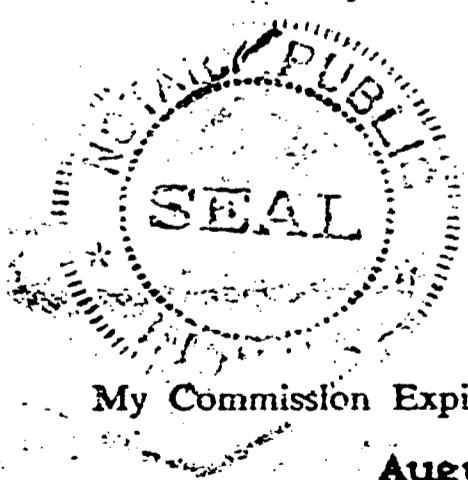
Nellie N. Wood
(Written Signature)

Nellie N. Wood
(Printed Signature)

STATE OF INDIANA
COUNTY OF LAKE

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Leroy J. Northup, Charles E. Daugherty, being all of the incorporator(s) referred to in Article VIII 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 30th day of November, 1970.



Bernice J. Olszowski
(Written Signature)

Bernice J. Olszowski
(Printed Signature)

My Commission Expires:
August 27, 1974

Notary Public

This instrument was prepared by Charles E. Daugherty, Attorney at Law,
Six East 67th Avenue Merrillville Indiana 46410
(Number and Street or Building) (City) (State) (Zip Code)