

686102

James T. McNeese
8396 Dress Pt
Merrillville, IN

NOTE: This form may now also be used for incorporating pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation is to be formed pursuant to the authority of one of these statutes other than the General Corporation Act, so indicate in the preamble below by striking the references to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed pursuant to the authority of the Indiana General Corporation Act, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble or Article II below.

Corporate Form No. 101 (Jan. 1977)—Page One

ARTICLES OF INCORPORATION

Edwin J. Simcox, Secretary of State of Indiana

Use White Paper—Size 8 1/2 x 11—For Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

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

APPROVED
AND
FILED
SEP 17 1982
STATE OF INDIANA

ARTICLES OF INCORPORATION
OF

CALUMET EMERGENCY VETERINARY CLINIC, 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 (Medical Professional Corporation Act/Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is.....CALUMET EMERGENCY VETERINARY CLINIC, INC.....

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORDING
NOV 3 12 17 PM '82
WILLIAM BIELSKI JR.
RECORDER

ARTICLE II
Purposes

The purposes for which the Corporation is formed are:

To provide emergency veterinary care between the hours of 5:00 P.M. to 9:00 A.M. on a daily basis. To carry on and conduct the practice of veterinary medicine and surgery under the laws of the State of Indiana through individuals by law to render such services as individuals.

Incident to and in furtherance of the above purposes, to invest the corporation's funds in real estate, mortgages, stocks, bonds or any other type of investments.

To examine, to x-ray, to prescribe for any disease, pain, injury from a deformity or physical condition effecting an animal.

To engage in any lawful act or activity for which professional Veterinary Corporations may be organized under the Indiana General Corporation Act and the

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Indiana Professional Corporation Act. To exercise and enjoy all other rights, privileges and powers granted by the acts of the General Assembly of the State of Indiana entitled "The Indiana General Corporation Act" and "The Indiana Professional Corporation Act", and by all Acts thereafter amendatory thereof or supplemental thereto.

The foregoing clauses shall be construed as powers as well as purposes and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of any general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another expressed, although it be of like nature.

ARTICLE III

Period of Existence

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 Corporation's Resident Agent for service of process is James Taylor McNiece c/o:

is Spangler, Jennings, Spangler & Dougherty, P.C. 8396 Mississippi Street
(Name) (Number and Street or Building)
Merrillville Indiana 46410
(City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is.....

7925 Nevada Hammond Indiana 46320
(Number and Street or Building) (City) (State) (Zip Code)

ARTICLE V

Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1000.

A. The number of authorized shares which the corporation designates as having par value is -0-
 with a par value of \$.

B. The number of authorized shares which the corporation designates as without par value is 1000.

Section 2. Terms of Shares (if any):

The rights, preferences, limitations and restrictions, including voting rights of all stock, shall be the same. Voting rights for the holders of shares of stock shall be on the basis of one (1) vote for each share issued. All shareholders current and future must hold an unlimited license to practice veterinary medicine in the State of Indiana.

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 in part, in money, in other property, tangible or intangible, or in labor actually performed for or services actually rendered to the corporation. The shares of capital stock of this corporation as originally authorized shall be issued pursuant to and subject to Section 1244 of the Internal Revenue Code of 1954.

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 for any further payments therefor, or thereon.

ARTICLE VI

Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII

Director(s)

Section 1. Number of Directors: The initial Board of Directors is composed of.....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.....

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>
Dr. Jerry W. Allee	209 W. State Road 8	Crown Point	IN	46307
Dr. Michael Walker	131 S. Lillian	Griffith	IN	46322
Dr. Williamson Newom	6266 Cleveland	Merrillville	IN	46410
Dr. David Austin	3115 - 44th Ave.	Highland	IN	46322
Dr. C. Douglas Turmail	1649 Bluebird Lane	Munster	IN	46321

Section 3. Qualifications of Directors (if any):

All Directors shall be citizens of the United States, at least twenty-one (21) years of age and must hold an unlimited license to practice veterinary medicine in the State of Indiana. A Director must be a shareholder of the corporation.

ARTICLE VIII Incorporator(s)

The name(s) and post office address(es) of the incorporator(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>
Jerry W. Allee	209 W. State Road 8	Crown Point	IN	46307

ARTICLE IX Provisions for Regulation of Business and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Indiana General Corporation Act, the Indiana Professional Corporation Act, or any other pertinent enactment of the General Assembly of the State of Indiana, and all rights and powers conferred hereby and shareholders, directors and/or officers are subject to this reserved power.

Election of directors need not be by ballot unless the by-laws so provide.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, and may be party or parties to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that may otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may have an interest, provided that such contract or transaction is entered into in good faith and in the usual course of business.

The Board of Directors shall have the authority, by resolution from time to time, to determine the place, either within or without the State of Indiana, where the meetings of shareholders and/or directors shall be held. Should the Board of Directors fail to determine the place of such meetings, they shall be held at the principal office of the corporation in this state.

Holders of common stock at any given time shall have the right to subscribe for any increase of common stock hereafter to be issued, whether now or hereafter first issued, in the proportions which their holdings of common stock immediately prior to the issuance of new common stock bear to the entire outstanding common stock immediately prior to the issuance of the new common stock.

No shareholders of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his shares. No individual may be an officer, director or shareholder of the corporation who does not hold an unlimited license to practice veterinary medicine in the State of Indiana.

The incorporators herein at the same time they file these Articles of Incorporation with the Secretary of State shall file a duplicate copy of such Articles with the Board of Veterinary Medical Examiners of the State of Indiana and said corporation shall not open, operate or maintain an establishment for any of the purposes set forth herein without first obtaining a Certificate of Registration from the Board of Medical Registration and Examination of Indiana.

Shareholders of the corporation may voluntarily transfer their shares in said corporation only to an individual or individuals who hold an unlimited license to practice veterinary medicine in the State of Indiana. However, no shares may be transferred upon the books of the corporation or issued by the corporation until there is presented to and filed with the corporation a Certificate by the regulating Board stating that the individual to whom the transfer is to be made for the shares issued holds an unlimited license to practice veterinary medicine in the State of Indiana. The Corporation shall file duplicate copies of all documents required to be filed with the Secretary of State with the Board of Veterinary Medical Examiners and at the same time. The corporation shall notify the Secretary of State and the regulating Board of a change in the ownership of any of the shares in the corporation or a change in its business address within thirty (30) days from the date of such change. Such notice shall contain the names and post office addresses of the transferer-shareholder and the transferee-shareholder, and such notice of the change of business address shall contain the street address of the old location and the street address of the new location.

IN WITNESS WHEREOF, the undersigned, being all of the incorporator(s) designated in Article VIII, execute(s) these Articles of Incorporation and certify to the truth of the facts herein stated, this 17th day of August, 1982.

.....
(Written Signature)
.....
(Printed Signature)

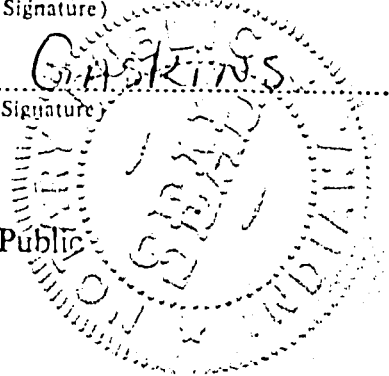
Jerry W. Allee
(Written Signature)
Jerry W. Allee, D.V.M.
(Printed Signature)
.....
(Written Signature)
.....
(Printed Signature)

STATE OF INDIANA }
COUNTY OF LAKE } ss:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Jerry W. Allee being 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 17th day of August, 1982

Augusta K. Mashkins
(Written Signature)
AUGUSTA K. MASHKINS
(Printed Signature)



My Commission Expires:

11/21/82
Resident: Lake County

This instrument was prepared by JAMES T. McNIECE, Attorney at Law,
(Name)

8396 Mississippi Street Merrillville Indiana 46410
(Number and Street or Building) (City) (State) (Zip Code)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

..... CALUMET EMERGENCY VETERINARY CLINIC, INC.

I, EDWIN J. SIMCOX, Secretary of 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, 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 PROFESSIONAL CORPORATION ACT OF 1965

....., as amended.
NOW, THEREFORE, 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,

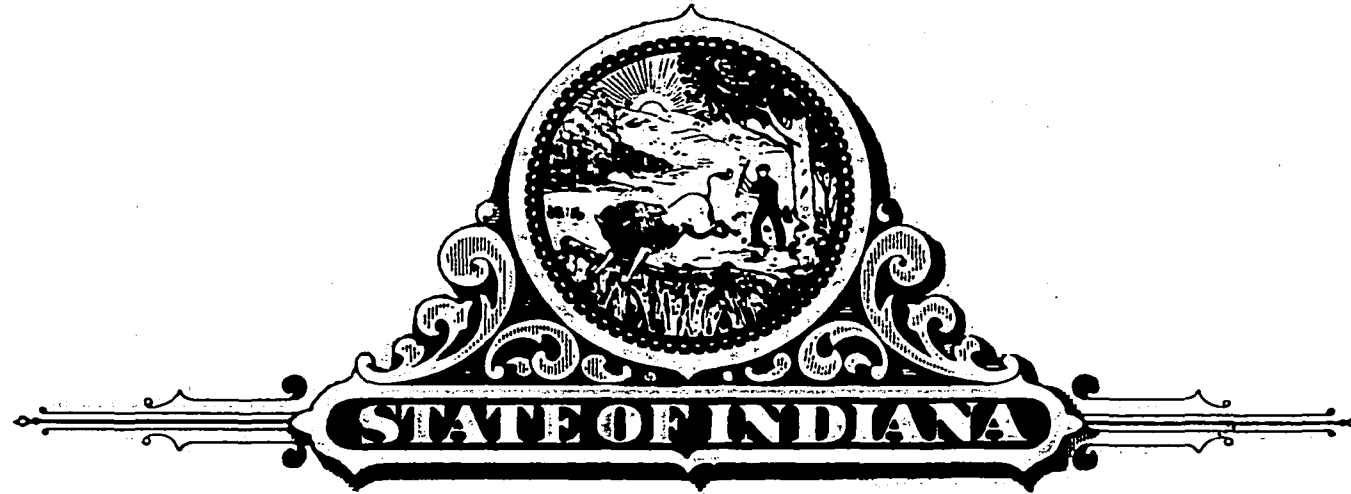
this 17th day of

September, 19 82

Edwin J. Simcox
EDWIN J. SIMCOX, Secretary of State

By Kathryn M. Smock
Deputy

Certificate Veterinary Medical Professional Corporation



Be It Known That

CALUMET EMERGENCY VETERINARY CLINIC, INC.

having given satisfactory evidence of fitness as to Educational and Professional Qualifications and all other matters as required by Law relating to Veterinary Medical Professional Corporation pursuant to Chapter 297, Acts of 1965, General Assembly of the State of Indiana is hereby granted Veterinary Medical Professional Corporation certificate.

This certificate expires December 31, 19 82.

In Witness Whereof, hereunto affixed the Seal and names of the Chairman and Secretary of the Indiana State Board of Veterinary Medical Examiners, this 30th day of August 19 82.

Robert K. Kille, DVM CHAIRMAN
Daniel W. Hinchman SECRETARY



CERTIFICATE NO. SIXTY-SEVEN NINETY-FOUR