

Gordon Head
P.O. Box 843
Burlington, NC 27217

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876388

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

BLUE STAR INCORPORATED

STATE OF INDIANA
RECORDS & ADMINISTRATION
SEP 22 12 28 PM '86
RECORDED

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 GENERAL CORPORATION ACT.*

....., 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 day of
September, 1986

Edwin J. Simcox
EDWIN J. SIMCOX Secretary of State
By: Stan A. Davis Deputy

2760

FEE: Minimum fee for up to 1000 shares .. \$ 36.00
 Fee for shares over 1,000 but less than 200,000
 @ 2¢ per share \$ _____
 Fee for shares over 200,000 but less than
 1,000,000
 @ 1¢ per share + \$ _____
 Fee for shares over
 1,000,000
 @ 0.2¢ per share + \$ _____
 Total Fee Due \$ _____

Corporate Form No. 101 (Oct. 1981)—Page One

ARTICLES OF INCORPORATION

IND. SECRETARY OF STATE
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.

86 SEP 3 5 11 06
 IND. SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF**

BLUE STAR INCORPORATED

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of:

(Indicate appropriate act)

Indiana General Corporation Act

Indiana Professional Corporation Act of 1983

as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is BLUE STAR INCORPORATED

(The name must contain the word "Corporation" or "Incorporated", or an abbreviation of one of these words.)

**ARTICLE II
Purposes**

The purposes for which the Corporation is formed are:

1. To lease, purchase, rent or sell land in any state or country concerning the involvement of the Corporation.
2. To research, design, develop, promote and impliment programs for usage of fresh water and salt water fish and all by-products of the same.
3. To purchase, lease, rent or sell any equipment needed for construct- ion purposes.
4. To purchase, manufacture, lease, rent or sell any materials or products, natural or manufactured needed in completing any type of construction the corporation so decided to enter into.
5. To research, design, develop, promote, implement and administer human programs in futherance of developing steady and permanant jobs of employment.
6. To purchase, lease, rent or sell any materials or products, natural or manufactured in order to operate the corporation on all levels of lawful business for which corporations may be incorporated under the Indiana General Corporation Act (I.C. 23-1-1 through 23-1-12).

- (c). To purchase, design and build controled ponds and environmental conditions for controled feeding, processing and marketing Salt and Fresh water fish and all by-products.
- (d). To purchase, lease, rent or sell any equipment needed for construction purposes.
- (e). To purchase, manufacture, lease, rent or sell any materials or products, natural or manufactured needed in completing any type of construction the Corporation so desides to enter into.
- (f). To purchase, lease, rent or sell any type of transportation the Corporation needs to deliver it's products, materials and personnel.
- (g). To participate in construction projects.
- (h). To purchase, lease, rent or sell any equipment needed in computers and communications.
- (i). To research, design, develop, promote and impliment programs for the usage of new energy systems.
- (j). To research, design develop, promote, impliment and administer educational, vocational and motivational human programs for all segments of society in futherance of reducing the number of under-educated, unemployed and disadvantaged population.
- (k). To research, design, develop, promote, implement and administer human programs in futherance of developing steady and permanant jobs of employment.
- (l). To purchase, lease, rent, or sell any material or products, natural or manufactured in order to operate the corporation on all levels of lawful business for which the corporation may be incorporated under Indiana Business Corporation Act.
- (m). To locate, coordinate and stimulate Government, State and Private activities, facilities and funds to promote research, design, development and administer of educational, vocational and on the job training in order to provide steady and permanent jobs within the corporation.

He shall set up a staff of competent individuals who shall aid the corporation in it's endevertments to accomplish it's goals. He shall have the same power afforded the Corporate President and shall answer only to the Board of Directors.

ARTICLE -V- VOTES

1. All members of the Board of Representatives shall have the right to vote on all matters requiring a vote, in person or by proxy. All members of the Board of Representatives shall have One (1) vote. However, the Board of Directors shall vote in the event of a tie vote and that vote shall be the deciding vote.

(a). It shall be the duty of the Secretary to notify and inform all members of the Board of Representatives of matters pending that shall require their vote. Said notice must be given (15) days prior to when the action is to be taken. Proxy votes must be received by the Secretary three (3) days before the vote is to be taken at the principal place of business.

(b). There shall be no more than fifteen votes in this Corporation. The Board of Directors shall have the controlling vote in the event of a tie vote.

ARTICLE -VI- ANNUAL REPORT/MEETING

1. The Board of Representatives shall prepare and present annually a report verified by the Treasure-Controller of the Corporation, shewing in appropriate detail the following.

(a). The assets and liabilities, including the Trust Funds of the Corporation at the end of the fisical year immediately preceding the date of the report.

(b). The principal changes in assets and liabilities, including Trust funds during the year imediately preceding the date of the report.

(c). The revenue or receiptes of the Corporation, both unrestricted and restricted to particular purposes for the year imediately preceding the date of the report.

ARTICLE -VII- REVENUE

1. Source; The operations of this Corporation shall be financed by Government Grants, Public contracts, Financial investments, State Grants, and Normal profit making decisions.

ARTICLE - VIII - VACANCIES

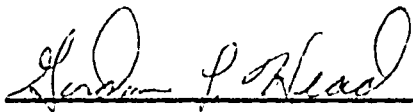
1. If the office of any officer or agent within the Corporation with the function of Superintendant or over becomes vacant for any reason, the Board of Directors shall choose a successor or successors to fill the position. The length of employment shall be decided within a personnel contract between successor and Corporation.

ARTICLE - IX - AMENDMENTS

With Notice; These By-Laws may be amended with previous notice and without a meeting of the Board of Representatives, by the Executive Board of Directors.

At such a time there is an amendment of the By-Laws, the Board of Directors shall notify within five (5) working days, all of the members of the Board of Representatives of the change or changes.

PRESIDENT
BLUE STAR INCORPORATED


EXECUTIVE BOARD OF DIRECTORS
BLUE STAR INCORPORATED

EXECUTIVE BOARD OF DIRECTORS
BLUE STAR INCORPORATED

CORPORATE SEAL

ARTICLE III Period of Existence

The period during which the Corporation shall continue is...PERPETUAL.....
(perpetual or a stated period of time)

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.....GORDON L. HEAD.....10029 KENNEDY AVE.....
(Name) (Number and Street or Building)
.....Indiana.....
.....HIGHLAND.....46322.....
(City) (State) (Zip Code)

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

.....P.O. BOX 843.....GRIFFITH.....Indiana.....46319.....
(Number and Street or Building) (City) (State) (Zip Code)

(The resident agent and principal office address must be located in Indiana.)

ARTICLE V Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1,000.

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

B. The number of authorized shares which the corporation designates as without par value is 1,000.

Section 2. Terms of Shares (if any):

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....**ONE**.....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....**ONE**.....

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>
GORDON L. HEAD	P.O. BOX 843	GRIFFITH	INDIANA	46319

Section 3. Qualifications of Directors (if any):

PRESIDENT OF GATEWAY CONSTRUCTION; PRESIDENT OF INTERSTATE PLUMBING INC;
PRESIDENT OF TRI-STATE PLUMBING INC.

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>
GORDON L. HEAD	P.O. BOX 843	GRIFFITH	INDIANA	46319

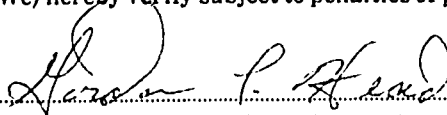
ARTICLE IX
Provisions for Regulation of Business
and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)
(Attach additional pages, if necessary)

All provisions for regulation and conduct of the affairs of the corporation will be contained in the corporation's by-laws.

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (We) hereby verify subject to penalties of perjury that the facts contained herein are true. (Notarization not necessary)

 (Written Signature)	GORDON L. HEAD (Printed Signature)
..... (Written Signature) (Printed Signature)
..... (Written Signature) (Printed Signature)

This instrument was prepared by....., Attorney at
(Name)

Law,.....
(Number and Street or Building) (City) (State) (Zipcode)

BY - LAWS
BLUE STAR INCORPORATED

ARTICLE - 1 - OFFICE

1. The Registered Office of the Corporation shall be located at 10029 Kennedy Ave. Highland, Indiana. Mailing Address is: P.O. BOX 843 Griffith, Indiana 46319
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE -11- SEAL

1. The Corporate Seal shall have inscribed thereon the name of the Corporation and the words; Corporate Seal, Indiana.
2. The Logo of the Corporation shall be registered with the appropriate State and Federal Offices.

ARTICLE -111- REPRESENTATIVES

1. The business and affairs of this Corporation shall be managed by it's Board of Representatives, Fifteen (15) in number, who shall be natural persons of full age and who need not be residents of the State of Indiana. The Board of Representatives shall consist of: 1. President; 2. Executive Vice President; 3. Special Assistant; 4. Legal Counsel; 5. Treasure-Controler; 6. Executive Board of Directors...2 Members; and Eight (8) other Members who shall be appointed by the Two (2) members of the Board of Directors and shall serve for a period of time so stipulated by personal, individual contracts provided between the Corporation and it's members. Except as otherwise provided in these By-Laws.
2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Representatives may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised to conduct the business of the Corporation.
3. The meetings of the Board of Representatives may be held at such times

and such place or places as the Officers of the Corporation may from time to time appoint or as may be designated in the Notice calling the meeting.

4. Written or personal notice of every meeting of the Board of Representatives shall be given to each Director or Representative at least Ten (10) days prior to the day named for the meeting.

5. The President of the Corporation shall exercise his or hers understanding and experiance concerning the Corporation and all of the Board of Representatives shall agree or disagree with the transaction of business at hand. Should there be a confflect of agreement between the President and other members of the Board of Representatives, the Two members of the Board of Directors shall rule and that ruling shall be final.

Any action which may be taken at a meeting of the Board of Representatives may be taken without a meeting, if one or both members of the Board of Directors are present.

6. The Board of Representatives may by resolution adopted by a majority of the Representatives in office, establish one or more committees to consist of one or more Representatives of the Corporation. No Committee shall have any power or authority as to the following;

- (a). The filling of vacancies in the Board of Representatives.
- (b). The filling of vacancies concerning Superintendants.
- (c). The adoption, amendment or repeal of the By-Laws.
- (d). The amendment or repeal of any resolution by the Board of Representatives.
- (e). Change policy set forth by the Board of Directors.

7. Each committee of the Board of Representatives shall serve at the pleasure of the Board of Directors.

8. The Board of Directors shall have the authority to fix the salaries of all members of the Board of Representatives and members of all working force within the Corporation, as so stipulated by personal individual contracts between the Corporation and personnel.

9. No member of the Board of Representatives may be removed from office unless approved by the Board of Directors.

10. No member of the Board of Representatives may be removed from office unless the member of the Board of Representatives is;

(a). Declared of unsound mind by the order of the Court.

(b). Removed by Court Order.

(c). Does not fulfil the requirements contained within his personal contract with the corporation.

(d). Decide to retire.

(e). Engage in activities contrary to the policy of lawful enterprise and Corporate By-Laws.

11. Telephone and Mail communication shall be construed as being present and available to vote and act.

ARTICLE -1V- OFFICERS

1. The Executive Officers of the Corporation shall be chosen by the Board of Directors and shall be President, Executive Vice President, Special Assistant, Tresure-Controler, Board of Directors...2 Members, Legal Counsel and Eight (8) Officers known as Blue Star Representatives.

They shall hold their offices for a term stipulated by personel contract as provided by Corporation By-Laws. They shall have such authority and shall perform such duties as are provided by the Corporation By-Laws. The Board of Representatives shall secure by Bond any individual so required by law or By-Laws.

Eight Members of the Board of Representative shall be responsible for their Divisions within the Corporation.

The Divisions consist of the following:

(1). Director of Construction.

(2). Director of Sales.

(3). Director of the Fresh Water Fishing Division.

(4). Director of the Salt Water Fishing Division.

(5). Director of Trucking and Transportation.

(6). Director of Support.

(7). Director of Factories and Manufacturing.

(8). Director of Computers and Communication.

These Powers are so stipulated under the Corporation By-Laws set forth as those concerning Board of Representatives.

2. The Executive Vice President shall assume the duties and have the authority of the President in the absence of the President when he is so designated and directed to by the President or Board of Directors, however, he will not have the authority to remove or restrict the President during his absence.

3. Any agent may be removed by the Board of Directors if the agent has violated the By-Laws or his Personal contract.

4. The President shall be the Chief Executive Officer of the Corporation and shall answer only to the Two Members of the Board of Directors.

He shall preside at all meetings concerning this Corporation; He shall have general and active management of the affairs of the Corporation; He shall see that all orders and resolutions of the Board of Representatives are carried out;

He shall execute funds, bonds, leases and other documents requiring a seal under the Corporation.

He shall have vested in him, all duties and powers of management afforded the office of President.

5. The Secretary shall attend all sessions of the Board and all meetings and act as Clerk thereof and record all minutes and transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Representatives when required. He/she shall give or cause to be given notice of all meetings of the Board of Representatives and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he/she shall be. He/she shall keep in safe custody the Corporate Seal of the Corporation and when authorized by the Board and or President affix the same to any instrument requiring it.

6. The Treasure-Controller shall have custody of the Corporations funds and securities and shall keep full and accurate records of all financial investments

7. The Executive Vice President shall perform such duties as the President shall prescribe; have authority to act as prescribed by resolution, shall attend all meetings of the Board of Representatives, (of which he is a member) shall be kept informed on all important matters, shall attend or hold meetings with all working personnel within the Corporation on dates set forth by him. He shall work to coordinate and make the Corporation as functional as possible.

8. The Special Advisor shall have the duties of a Roving Ambassador and shall work with all Blue Star Representatives; he shall have the power to operate in any State or Country in the World. He shall promote, advise and work with all Blue Star endeavors.

He shall set up a staff that will enable him to function and fulfil his basic duties as stipulated within his personal contract with the Corporation.

He shall report to the president of the Corporation at least once a week.

9. The initial Board of Directors shall be composed of one (1) member. The number shall increase to two (2) within one year after the Corporation is filed.

The initial Director shall control 100% of the stock. Upon selection of the other Director, 50% of the stock will be transferred to the other Director. The two (2) members of the Board of Directors shall own 100% of the stock of the Corporation. The Board of Directors shall; Hire the Executive body; Hire all Superintendants; Finalize all Corporation policies; Set salaries; Determine the goals of Blue Star Incorporated; Make sure all personnel follow the aims and purpose of the Corporation; Remove any member of the Corporation after due process and finding of fact so stipulated in the Corporate by-laws; Must agree on and so sign any large expenditures for equipment, supplies and orders placed that exceeds one hundred thousand dollars; Operate under the by-laws and personal contract of each.

Each member of the Board of Directors shall own 50% of the stock. This stock shall upon the death of one of the Directors be given to the Director that takes his place within the Corporation. The successor to each Director must be agreed upon by both Directors and named within the personal contracts of each Director.

10. The Legal Counsel shall act as a legal advisor on all Corporate decisions and contract makings pertaining to:

(a). Lease, purchase, rent or sell land in any State or Country concerning the involvement of the Corporation.

(b). To research, design, develop, promote and impliment programs for usage of salt and fresh water fishing and all by-products of the same.