

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

BARADA ASSOCIATES, 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 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 10th day of
December 81
....., 19.....

Edwin J. Simcox
EDWIN J. SIMCOX, Secretary of State
By *Laura M. Tracy* Deputy

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
 100,000
 1¢ per share + \$ _____
 Fee for shares over
 1,000,000
 @ 0.2¢ per share + \$ _____
 Total Fee Due \$ _____

**APPROVED
AND
FILED
DEC 10 1981**

 SECRETARY OF STATE OF INDIANA

Corporate Form No. 101 (Aug. 1980)—Page One
ARTICLES OF INCORPORATION
 Edwin J. Simcox, Secretary of State of Indiana
 Use White Paper—Size 8½ 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.

ARTICLES OF INCORPORATION OF

.....BARADA ASSOCIATES, INC......

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
- Medical Professional Corporation Act
- Dental Professional Corporation Act
- Professional Corporation Act of 1965
- I.C. 23-1-13.5 (Professional Accounting Corporations)
 pursuant to the Indiana General Corporation Act.
 (Professional Accounting Corporations are considered
 to be formed pursuant to the authority of the Indiana
 General Corporation Act, but subject to the provisions
 of I.C. 23-1-13.5)

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

ARTICLE I Name

The name of the Corporation is Barada Associates, Inc.

ARTICLE II Purposes

The purposes for which the Corporation is formed are:

See attached

To continue as a corporation, under its corporate name, perpetually and to sue and be sued in its corporate name.

To have a corporate seal and to alter the same at its pleasure, and to use such generally, but the use of such seal shall be necessary only as required by law.

To acquire, own, hold, use, lease mortgage, pledge, sell, convey, and otherwise dispose of property, real and/or personal, tangible and/or intangible.

To borrow money and/or issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage or pledge its property and franchises to secure the payments thereof.

To conduct business in this State and elsewhere; to have one or more offices out of this State; and to acquire, own, hold and use and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible, out of this State.

To acquire, guarantee, hold, own, and vote, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign.

To purchase, own and hold and to sell and transfer (but not to vote) shares of its own capital stock, if and when the capital of the corporation is not thereby impaired.

To appoint such officers and agents as the business of the corporation may require and to define their duties and to fix their compensation.

By its Board of Directors, to make, alter, amend or repeal by-laws for the government and regulation of its affairs.

To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed.

To carry on, engage in, and/or conduct any business or businesses or do any act or acts which a natural person or persons might do and which are necessary, convenient or expedient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law; but this corporation shall not be deemed to possess the power to carry on the business of receiving deposits of money, bullion or foreign coin, or to issue bills, notes, or other evidences of debt for circulation as money, and this corporation shall not engage in the business of rural loan and savings associations, credit unions, not conduct a banking, railroad, insurance, surety, trust,

safety deposit, mortgage, guarantee, building and loan business.

To buy, own, hypothecate and sell the stock, securities or evidences of indebtedness of any other corporation, corporations, individual or individuals, whatsoever.

To buy, for itself, and as agent for any other person, firm or corporation all kinds of materials and merchandise of every kind and character, whatsoever that may be required or used, owned, held or sold by any such corporation, partnership or individual.

To handle and/or store all kinds of materials, merchandise and property required in its operations or by any other corporation, partnership or individual or as agent for any other corporation, partnership, individual or person.

To purchase, acquire, hold, mortgage, pledge, hypothecate, 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 and wheresoever situated, and any interest therein, including in addition to chattel property choses in action, patent rights and other intangible property of every kind and character.

To pay for any property, real or personal, this corporation may acquire or purchase, with shares of the capital stock, bonds, debentures or other obligations or securities of this corporation or issue its shares of stock in exchange therefor.

To subscribe for, purchase, or otherwise acquire or become interested in, hold for investment, sell, offer for sale, negotiate, mortgage, pledge or otherwise deal in or with all or any part of the stocks, bonds, debentures, notes, evidences of indebtedness, scrip, acceptances, commercial paper, certificates of indebtedness, certificates of interest, obligations, mortgages, and all other securities, rights or choses in action issued, created, assumed, or guaranteed by any domestic or foreign, public, quasi-public, or private corporation, association, firm, trustee, syndicate, individual, including any government, province, colony, state, district, territory, municipality or other political division or subdivision of the United States of America, or of any foreign country or state, or otherwise.

To make and enter into contracts of all kinds with and to act as agent or representative for or manager of investments for any individual, firm, association, private, public, quasi-public, or to compile statistics and analyze reports and statements of corporations and associations; and to do all such things and perform or supply such services as are commonly done, performed or supplied by fiscal agents and to aid any lawful enterprise.

To enter into, make, perform and carry out or cancel and rescind contracts with any person, partnership, association, combination, organization, entity, corporation, state, government or political or administrative subdivision thereof, domestic or foreign; to act as fiscal agents, agents, attorneys-in-fact, brokers or otherwise in the purchase and sale of or otherwise dealing in or with securities, rights or choses in action in any part of the world.

To loan any funds of the corporation from time to time to such extent as the corporation may deem advisable in demand, call and/or time loans, with or without collateral.

To acquire, develop, improve, sell, assign, transfer, convey, lease, sub-lease, pledge and otherwise alienate and dispose of, and to mortgage and otherwise encumber real property situate in any part of the world and the fixtures and personal property incident thereto or connected therewith; to erect, build, construct, equip, manage, control, operate, lease mortgage, sell and convey buildings, plants and structures of all kinds.

To do employee research, employee search and employee background search.

The foregoing clauses shall be construed as powers as well as purposes and the matters expressed in each clause shall, except if otherwise expressly provided in these Articles of Incorporation or otherwise expressly limited, be in no way 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, if general, of terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights and privileges provided by an Act of the General Assembly of the State of Indiana, entitled "The Indiana General Corporation Act" approved March 16, 1929, to corporations organized thereunder, and all powers conferred by all Acts heretofore and hereafter amendatory of or supplemental to corporations organized thereunder and all the powers conferred by all Acts heretofore and hereafter amendatory of or supplemental to the said Act or laws; and the enumeration of certain powers as herein specified is not intended or exclusive of or as a waiver or of any of the powers, rights or privileges granted or conferred by the said Act or the said laws, now or hereafter in force; provided, however, that, 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 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 Paul Barada.....206 North Main Street.....
(Name) (Number and Street or Building)
Rushville,.....Indiana.....46173.....
(City) (State) (Zip Code)

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

206 North Main Street.....Rushville,.....Indiana.....46173.....
(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 -0-.....
with a par value of \$ -0-.....

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

Section 2. Terms of Shares (if any):

The One Thousand (1,000) shares of this corporation shall be of the same class. Upon liquidation of this corporation, no stockholder shall have prior rights over any other stockholder, but all owners of shares of stock of this corporation shall have equal rights.

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.....4.....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.....four (4).....

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>
Paul Barada	206 North Main Street	Rushville, Indiana		46173
R. L. Fleming	P. O. Box 604	Columbus, Indiana		47201
C. N. Waldo	P. O. Box 604	Columbus, Indiana		47201
R. L. Piers	P. O. Box 604	Columbus, Indiana		47201

Section 3. Qualifications of Directors (if any):

Directors need not be shareholders 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>
Richard L. Fleming	P.O. Box 604	Columbus, Indiana		47201
Arthur F. Beck	P.O. Box 250	Columbus, Indiana		47201
Linda Arnholt	P.O. Box 250	Columbus, Indiana		47201

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

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

The salaries of the officers and members of the Board of Directors shall be fixed by the members of said Board, and the duties, powers, authority and limitation of the officers and directors shall be as provided in the By-Laws of the corporation.

§

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 10 th
day of December, 19 81.

Richard L. Fleming
(Written Signature)

Richard L. Fleming
(Printed Signature)

Arthur F. Beck
(Written Signature)

Arthur F. Beck
(Printed Signature)

Linda Arnholt
(Written Signature)

Linda Arnholt
(Printed Signature)

STATE OF INDIANA }
COUNTY OF BARTHOLOMEW } ss:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths
in the State of Indiana, certify that Richard L. Fleming, Arthur F. Beck & Linda Arnholt, 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 10 th day of December, 19 81

Marilyn Kay Rathsmann
(Written Signature)

Marilyn Kay Rathsmann
(Printed Signature)

Resident of Bartholomew County
Notary Public

My Commission Expires:
4-07-84

This instrument was prepared by Arthur F. Beck, Attorney at Law,
1015 Third Street, Columbus, Indiana 47201
(Number and Street or Building) (City) (State) (Zip Code)

BY-LAWS

ARTICLE I.

STOCKHOLDERS

Section 1 - Annual Meeting

The annual meeting of the stockholders of this corporation shall be held at the principal office of the company on the first Monday in April for the election of Directors and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary to give ten (10) days notice of such meeting in person to each stockholder or by mail to each stockholder not personally notified, such notice to state that the meeting is the annual meeting, and the time and place thereof. This notice shall be addressed to each stockholder at his address as the same appears upon the records of the company. Provided, however, failure to give such notice shall not affect the validity of such annual meeting or of any of the proceedings at such meeting.

Section 2 - Special Meetings

Special meetings may be called by the majority of the Board of Directors or by the President or by not less than twenty-five percent of the stockholders filing with the Secretary a written request for such meeting and stating the object, date and hour. Upon the filing of such request, the Secretary shall give immediate notice of such meeting by mailing written notices thereof at the post office address of each stockholder at his last address as the same appears upon the records of the company, and shall state in said notice the time, place and purpose of holding such meeting. Such notices shall be mailed for at least ten (10) days prior to the time fixed for such meeting. If all stockholders attend in person or by proxy, no notice shall be required.

Section 3 - Irregular Meetings

When all of the stockholders of the corporation shall be present at any meeting, however notified, and shall sign a written consent to the holding of such meeting on the records thereof, they may transact any business at such meeting which could lawfully be transacted at any meeting of the members of this corporation regularly held.

Section 4 - Proxies

A stockholder of this corporation may vote by proxy at all

BY-LAWS

(Cont'd)

stockholders' meetings, and shall be entitled to one vote for each share of stock standing in his name upon the records of the company at the time of the closing of the transfer books for such meeting. Proxies must be filed with the Secretary of the meeting before the same becomes of any effect. No proxies shall be valid after eleven (11) months from the date of its execution, unless a longer term is expressly provided therein.

No share shall be voted at any meeting:

- (a) on which an installment is due and unpaid; or
- (b) which shall have been transferred on the books of the corporation within ten (10) days next preceding the date of the meeting; or
- (c) which belongs to the corporation.

Shares held by fiduciaries may be voted by the fiduciaries in such manner as the instrument or order appointing such fiduciaries may direct. In the absence of such direction or the inability of the fiduciaries to act in accordance therewith, then such shares shall be voted:

- (a) Where shares are held jointly by three or more fiduciaries, such shares shall be voted in accordance with the will of the majority;
- (b) Where the fiduciaries, or a majority of them, cannot agree, or where they are equally divided, upon question of voting such shares, they shall be voted in accordance with the order of any Court of equitable jurisdiction obtained as in the statutes provided.

Section 5 - Quorum

The members owning a majority of stock of this corporation shall constitute a quorum at any meeting of such stockholders, and be capable of transacting any business thereof, except when otherwise provided by law or by the Articles of Incorporation of this corporation; but, if at any meeting of the stockholders, there be less than a quorum present, a majority in interest of the stockholders present in person or by proxy may adjourn from time to time without notice other than by announcement at the meeting

BY-LAWS

(Cont'd)

until the holders of the amount of stock requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6 - Organization

The President, and in his absence, the Vice President, and in their absence, any stockholder chosen by the stockholders present, shall call meetings of the stockholders to order and shall act as chairman of such meeting, and the Secretary of the company shall act as Secretary of all meetings of the stockholders, but in the absence of the Secretary, the presiding officer may appoint any stockholder to act as Secretary of the meeting.

ARTICLE II.

BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of four (4) members who shall be elected annually by a majority vote of the stock represented at the annual meeting of the stockholders. Such Directors shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

Section 2 - Duties

The corporate power of this corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the corporation, shall employ such agents and servants as they may deem advisable, and fix the rate of compensation of all agents, employees and officers.

Section 3 - Resignation

A Director may resign at any time by filing his written resignation with the Secretary.

Section 4 - Removal

Any Director may be removed for cause at any time at any regular meeting or at a special meeting of the stockholders of

BY-LAWS

(Cont'd)

the corporation called for such purpose by the affirmative vote of the holders of a majority of the capital stock outstanding.

Section 5 - Vacancies

In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining Directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next annual meeting and until his successor is elected and qualified.

Section 6 - Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the Secretary upon the direction of the President or upon the written request of any four (4) Directors; and it shall be the duty of the Secretary to give sufficient notice of such meeting in person or by mail or telegraph to enable the Directors so notified to attend such meeting.

Section 7 - Regular Meetings

Regular meetings of the Board of Directors shall be held at the same place as and immediately following the annual meeting of the stockholders on the first Monday in April. No notice of regular meetings of the Board of Directors is necessary.

Section 8 - Meetings by Consent

Meetings of the Directors convened according to these By-Laws, shall constitute a quorum for the transaction of business; but, if at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 9 - Quorum

A majority of the Directors convened according to these By-Laws shall constitute a quorum for the transaction of business; but if at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

BY-LAWS

(Cont'd)

Section 10 - Organization

The President and in his absence, the Vice President and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order, and shall act as Chairman of such meetings, and the Secretary of the company shall act as Secretary of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Director to act as Secretary of the meeting.

Section 11 - Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting and action thereon
3. Reports of Officers
4. Reports of Committees
5. Unfinished Business
6. Miscellaneous Business
7. New Business

ARTICLE III.

GENERAL OFFICERS

Section 1 - Election

The officers of this corporation shall be a President, Vice President, Secretary and a Treasurer and such other officers as may be created by the By-Laws or by the Board of Directors. The Board of Directors shall annually at the regular meeting of the stockholders, elect a President, a Vice President, a Secretary and a Treasurer, and such other officers as the corporate articles and By-Laws require, and fix their compensation, said officers to hold office for a period of one (1) year and until their successors are elected and qualified.

Section 2 - Duties

The principal duties of the several general officers respectively are as follows:

BY-LAWS

(Cont'd)

1. The President shall preside at all meetings of the stockholders and the Board of Directors. He shall be the chief executive officer of the corporation and shall have the general supervision, direction and active management of the property, affairs and business of the corporation, subject to the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall sign all certificates, stocks, bonds, deeds, leases, conveyances, commercial paper, contracts, and all other obligations and instruments in writing, unless otherwise ordered by the Board of Directors. He shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting in each year, and to the stockholders at their annual meeting, and shall from time to time, report to the Board of Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or by the By-Laws.

2. The Vice President shall discharge the duties of the President in the event of his absence or disability for any cause whatever. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

3. The Secretary shall sign all certificates of stock and attest all bonds, deeds, leases or conveyances executed by said corporation, affix the corporate seal thereto and to all other papers requiring such seal, and shall keep a correct and complete record of all of the proceedings of said corporation, including such as relate to the election of its officers. He shall also keep a book containing the names of all stockholders since its organization showing the places of residence, amounts of stock held, time of acquiring stock and the time of transfer thereof, and shall safely and systematically keep all books, records and papers belonging to the corporation, or in anywise pertaining to the business thereof. He shall attend to the giving and serving of all notices of the corporation whereby meetings of the Board of Directors or stockholders are assembled. He shall, in general, perform all of the duties which are incidental to the office of Secretary of a corporation, subject to the Board of Directors or as may be prescribed from time to time by the By-Laws.

4. The Treasurer shall keep account of all moneys, credits

BY-LAWS

(Cont'd)

and property of the corporation which come into his hands and keep an accurate account of all monies received and disbursed. He shall have the custody of all the funds and securities of the corporation. Whenever necessary, he shall endorse on behalf of the corporation, all checks, notes or other obligations and evidences of the payment of money payable to the corporation or coming into his possession, and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his possession in such banks as may be selected as the depositories of the corporation or properly care for them in such other manner as the Board of Directors may direct. He shall counter-sign and deliver after the same have been signed by the President, all contracts, commercial paper and all other obligations and instruments in writing, of the corporation not requiring the seal of the corporation. He shall sign all bonds and deliver the same after they have been signed by the President and attested by the Secretary. Whenever required by the Board of Directors so to do, he shall exhibit a true and complete statement of his cash account and of the securities and other funds in his custody and control, and shall at all reasonable times within business hours, exhibit his books and accounts to any Director. He shall, in general, perform all the duties which are incident to the office of Treasurer of the corporation, subject to the Board of Directors. If the Board of Directors shall so require, he shall give bond in such sum and with such surety as the Board of Directors may direct for the faithful performance of his duties and for the safe custody of the funds and property coming into his possession. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or by the By-Laws.

Section 3 - Delegation of Duties

In case of the absence or inability to act of any officer of the corporation, the Board of Directors may delegate for the time being the duties of such officer to any other officer or to any Director.

Section 4 - Execution of Documents

All contracts, leases, notes, commercial paper and other instruments in writing, and legal documents, shall be signed by the President and countersigned by the Secretary. All bonds, deeds and mortgages shall be signed by the President and attested by the Secretary. All certificates of stock shall be signed by the President or Vice President and the Secretary.

BY-LAWS

(Cont'd)

Section 5 - Vacancies

Whenever any vacancies shall occur in any office of the company, such vacancy shall be filled by the Directors by the election of a new officer, who shall hold his office until the next annual meeting and until his successor is duly elected and qualified.

Section 6 - Loans to Officers

No loan of money or property or any advancement on account of services to be performed in the future shall be made to any officer or director of the corporation.

ARTICLE IV.

CAPITAL STOCK AND SEAL

Section 1 - Certificates of Stock

The corporation shall issue to each shareholder a certificate signed by the President or Vice President and the Secretary of the corporation, certifying the number of shares owned by him in the corporation. Where such certificates are also signed by a transfer agent or registrar, the signatures of any such President, Vice President or Secretary may be facsimiles. This certificate shall state the name of the registered holder, the number of shares represented thereby, the par value of each share or a statement that such shares have no par value, and whether such shares have been fully paid up, and are nonassessable. If such shares are not fully paid up, the certificate shall be legibly stamped to indicate the per centum which has been paid up, and as further payments are made thereon, the certificate shall be stamped accordingly.

If the corporation issues more than one (1) class, every certificate issued shall state the kind and class of shares represented thereby, and the relative rights, interest, preferences and restrictions of such class, or a summary thereof.

Section 2 - Form of Certificate

The stock certificates to represent the shares of the capital stock of this corporation shall be in such form, not inconsistent with the laws of the State of Indiana, as may be adopted by the Board of Directors.

BY-LAWS

(Cont'd)

Section 3 - Transfer

Title to a certificate and to the shares represented thereby can be transferred only:

1. By delivery of the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby; or
2. By delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 4 - Closing of Transfer Books

The transfer books shall be closed for a period of two (2) days prior to the date set for any annual meeting of the stockholders and for such period of time, not exceeding ten (10) days prior to the date set for any other special meeting or for the payment of dividends as the Board of Directors may from time to time determine and during such period no new certificate of stock shall be issued by this corporation and no change or transfer shall be made upon the records thereof.

Section 5 - Seal

This corporation shall have a corporate seal which shall be as follows: A circular disc, on the outer margin of which shall appear the corporate name and place of business, with the word "SEAL" through the center, so mounted that it may be used to impress these words in raised letters upon paper, and same shall be in charge of the Secretary.

ARTICLE V.

MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year of this corporation shall begin on the first day of January and end on the last day of December of each year.

BY-LAWS

(Cont'd)

Section 2 - Waiver of Notice ,

Any stockholder, director or officer may in writing waive the giving and the mailing of any notice required to be given or mailed, either by the statutes of Indiana, the Articles of Organization, or by the By-Laws of this corporation.

Section 3 - Method of Calling Subscriptions

The subscriptions for stock shall be payable in full at the time of making such subscriptions unless time be given and other terms of payment set forth in the stock subscription itself. In no event shall credit be given beyond eighteen (18) months from the time of the subscription.

ARTICLE VI.

MISCELLANEOUS

Section 1 - Amendments

By-Laws may be adopted, amended or repealed at any meeting of the stockholders by the vote of a majority of the voting stockholders.

Thereupon, the Directors proceeded to the election of the officers and on motion duly made and seconded, the following resolutions were unanimously adopted:

"BE IT RESOLVED: That Paul Barada be and is hereby chosen President of this corporation."

"BE IT RESOLVED: That C. N. Waldon be and is hereby chosen Vice President and Secretary of this corporation."

"BE IT RESOLVED: That R. L. Piers be and is hereby chosen Vice President and Treasurer of this corporation."

"BE IT RESOLVED: That R. L. Fleming be and is hereby chosen Chairman of the Board of this corporation."

Thereupon, the following resolution was duly adopted on motion made, seconded and unanimously adopted:

"BE IT RESOLVED: That the salaries of the officers of this corporation shall be fixed by the Board of Directors."

Thereupon, the said Paul Barada, C. N. Waldon, R. L. Piers and R. L. Fleming began the discharge of their duties as such respective officers, and thereafter acted as permanent President, Vice President-Secretary, Vice President-Treasurer and Chairman of the Board.

Thereupon, at the direction of the President, the Secretary read the minutes of the first meeting of the shareholders of the capital stock of the corporation, and after a full and complete discussion of said minutes and of all action taken at said meeting, the following resolution was duly made, seconded, and unanimously adopted:

"BE IT RESOLVED: That all action taken by the shareholders to the capital stock of this corporation at the first meeting be and the same is hereby ratified, approved and confirmed."

"BE IT FURTHER RESOLVED: That all resolutions adopted and all motions carried at the said meeting, be and the same are hereby re-enacted and adopted by the Board of Directors of this corporation with the same force and effect as though herein set forth at length and made a part hereof."

Thereupon, on motion duly made and seconded, the following resolution was duly accepted and adopted:

"BE IT RESOLVED: That the Rushville National Bank be selected and designated as the depository of and for the monies and funds of this corporation shall hereafter be deposited in and with said bank and that such monies and funds may be withdrawn only upon checks, orders, and drafts signed by the President."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the stock certificates to represent the shares of capital stock of this corporation, the transfer blanks on the reverse side thereof, and the stubs thereto appertaining respectively, shall be in the form appearing on the face and reverse sides respectively, of the cancelled certificate and stub inserted in the Record Book of this corporation following the page on which this resolution shall appear."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the Secretary shall at once procure the corporation a sufficient number of certificates referred to in the preceding resolution, and a corporate seal of this corporation as in the By-Laws provided; and that for the purpose of identification, the said Secretary is hereby directed to impress said seal on the page of the record where this resolution appears."

It was reported by the President that he felt under the circumstances that this corporation should be a tax option type of corporation and after a discussion among all the Directors the following resolution was unanimously adopted:

"BE IT RESOLVED: That the President and Secretary are authorized to take all necessary steps and do all necessary things in order to file a Sub-S Election as defined under the Internal Revenue Code."

The President then presented to the meeting the question of taking advantage of the provisions of Section 1244 of the Internal Revenue Code of 1954. He noted that this section permits ordinary loss treatment when either the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless. After a discussion, the following preambles were stated and the following resolutions were unanimously adopted:

WHEREAS, Section 1244 of the Internal Revenue Code and the Regulations issued thereunder require that common stock of a corporation be issued pursuant to a written plan adopted by the corporation after June 30, 1958, which plan must offer only such common stock during a period specified in the plan ending not later than two (2) years after the date the plan is adopted, and

WHEREAS, Section 1244 and the Regulations issued thereunder further require that the plan must specifically state, in terms of consideration of the stock to be issued pursuant thereto and that such stock must be issued only for money or property (other than stock or securities), and

WHEREAS, this Corporation qualifies as a small business corporation as defined in Section 1244, and there is not unissued any portion of a prior offering of any of this Corporation's stock, and

WHEREAS, pursuant to the requirements of Section 1244 and the Regulations issued thereunder the following plan has been submitted to the Corporation by the Board of Directors of the Corporation:

Plan to Issue Section 1244 Stock

1. The plan as herein set forth upon its adoption by the Board of Directors of the corporation shall become effective December 10, 1981.
2. The Corporation is authorized to offer and issue 1,000 shares of common stock, with no par value of \$-0- per share, and all of such stock shall be issued subsequent to the date the plan becomes effective.
3. Such common stock shall be issued only for money and other property (other than stock or securities).
4. Such other action shall be taken by the Corporation as shall qualify the stock offered and issued under this plan as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and the Regulations issued hereunder.

Upon motion duly made, seconded and unanimously carried, it was:

"RESOLVED: That the foregoing plan to issue Section 1244 stock be and the same is hereby adopted by the Corporation, and

FURTHER RESOLVED: That the proper officers of the Corporation be and they are hereby authorized, empowered and directed to do and perform any and all acts and deeds necessary to carry out such plan."

The President stated that the Corporation has received subscriptions to 1,000 shares of the common stock of the Corporation having a no par value of \$-0- per share, for the shares or the common stock so subscribed.

The Treasurer thereupon stated that the shareholders had tendered to the corporation the sum of \$1,000 in full payment to the Corporation for 1,000 shares no par value of \$-0- per share, for the shares of the common stock so subscribed.

Upon motion duly made, seconded and carried it was:

"RESOLVED: That the President and Secretary be and they hereby are authorized to issue to the shareholders or their nominees fully paid and nonassessable stock in the amount of their respective subscriptions."

The President stated that the foregoing payment of cash represented the consideration for the initial issue of stock.

No other business being presented, upon motion duly made, seconded and carried, the meeting was adjourned.



President

ATTEST:



Secretary

AMENDMENT TO THE BY-LAWS OF
BARADA ASSOCIATES, INC.
11/20/97

The following Amendment to the By-Laws of Barada Associates Incorporated is proposed for adoption by the Stockholders of the Corporation pursuant to Article VI, Section 1, of the By-Laws of the Corporation as adopted on December 9, 1981.

AMENDMENT TO
BY-LAWS OF
BARADA ASSOCIATES, INC.
ARTICLE II, SECTION 1
BOARD OF DIRECTORS

ARTICLE II, Section 1, of the By-Laws of Barada Associates Incorporated, signed and dated the 9th day of December, 1981, which reads as follows, to-wit:

“The Board of Directors shall consist of four (4) members who shall be elected annually by a majority vote of the stock represented at the annual meeting of the stockholders. Such Directors shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.”

shall be amended and shall read as follows, to-wit:

“The Board-of Directors shall consist of not less than three (3) nor more than seven (7) members who shall be elected annually by a majority vote of the stock represented at the annual meeting of the stockholders. Such Directors shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.”

which said amendment was approved in the Corporate minutes dated

November 20, 1997.

ARTICLE IV
CAPITAL STOCK AND SEAL

ARTICLE IV entitled Capital Stock and Seal shall be amended by the addition of Section 6, Restrictions on Transfer of Stock, and shall read as follows, to-wit:

Section 6 (a). INTENTION OF THIS AMENDMENT: It is the intention of this amendment that Barada Associates, Inc. remain a closely held corporation throughout its existence. It is the intention of this amendment that no party other than RICHARD L. FLEMING & ROBERT L. PIERS, shall ever possess an ownership interest in Barada Associates, Inc. except PAUL WILLIAM BARADA & CONDA JEAN BARADA and their lineal descendants unless the requirements of this amendment are first complied with. As used in this amendment, the term "lineal descendent" includes any children grand children, great grand children etc. of Paul William & Conda Jean Barada, either by natural birth or by adoption. The term "lineal descendent" does not include any spouse of a lineal descendent or relative of such spouse or child of such spouse from a prior marriage not the child of a lineal descendent of Paul William and Conda Jean Barada. It is further the intention of this article that in the event of death of a stockholder, dissolution of marriage of a stockholder, bankruptcy of a stockholder, or any other occurrence resulting in the possibility of the involuntary transfer of the shares of Barada Associates, Inc. that the requirements and conditions for transfer set forth below will control such that the corporation or remaining shareholders may purchase such shares pursuant to the price limitations set forth in Section 6 (g) below with the proceeds of such sale to serve in place of such shares in any of the proceedings contemplated above in order that Barada Associates, Inc. will remain a closely held corporation.

Section 6 (b). After the initial issue of shares of stock in this Corporation, no sale, gift or conveyance, either voluntarily or by operation of law, of any shares of the capital stock of this Corporation, shall pass any title thereto or be transferred on the books of the corporation unless and until all of the conditions and requirements of this Amendment have been complied with. No holder of any certificate of shares shall be entitled to any dividends thereon or to participate in any of the profits or management of this corporation, until the shares are regularly transferred to such holder on the books of the corporation, with such regular transfer occurring upon compliance with all of the conditions and requirements of this Amendment as set out below.

Section 6 (c). In order for a Stockholder or his estate to make any sale, gift, or conveyance of stock, either voluntarily or by operation of law, the stockholder or his estate must offer them for sale to the Corporation, and then to the remaining stockholders, it being the intention to give each of them, in the stated order of priority, a preference to purchase such shares, and any attempted sale, gift, or conveyance of stock, either voluntarily or by operation of law in violation of this provision is null and void.

Section 6 (d). Prior to any sale, gift, or conveyance of stock, either voluntarily or by operation of law, a stockholder or his estate shall file notice in writing of such intention to do so with the Secretary of the Corporation, stating the terms of sale. The written notice shall be given to the Secretary of the Corporation by registered mail, return receipt requested, indicating that the stockholder or his estate has a

bona fide offer for the sale of his stock, stating the number of shares to be sold, the name and address of the person or persons desiring to purchase the same, and the sale price and terms of payment of such sale, including with such notice a certified copy of the executed original of said offer to purchase signed by the prospective purchaser; said notice shall also contain an offer to sell such stock upon the terms and conditions as set forth in the aforesaid bona fide offer of sale.

The Corporation shall then have thirty (30) days to notify the stockholder or his estate in writing of its intention to accept said terms. The price, terms and conditions of such purchase shall be the same set forth in the aforesaid bona fide offer to purchase; provided, however, that the purchase price to be paid by the Corporation or the remaining stockholders for each share of stock so purchased shall in no event exceed the price per share determined under Section 6 (g) hereof. In the event that it does so notify said stockholder or his estate of its intention to accept said terms within the said thirty (3) day period, the notification shall constitute a binding agreement to purchase said stock according to said provisions. In the event that the corporation does not so notify the stockholder or his estate of its intention to purchase said shares according to said terms within the thirty (30) day period set out herein, then the Secretary of the Corporation shall immediately notify each existing stockholder of the Corporation of the terms of said sale and of the fact that the Corporation has elected not to purchase said stock, and each of the said existing stockholders shall have an option to purchase said stock on the same terms offered in the proportion which their shares of stock bears to the total outstanding stock of the Corporation, excluding that being offered for sale, pursuant to said terms, upon their delivering to the stockholders desiring to sell such stock a written notice of their intention to exercise said option within fifteen (15) days from the date that they have been notified by the Secretary of the Corporation that said stock was for sale.

Section 6 (e). The failure of the Corporation or of the stockholders to purchase any shares of stock and a subsequent sale or transfer thereof to any person, shall not, as to any future sale or transfer, discharge any such shares from any of the restrictions herein contained. It is the intention that all restrictions hereby imposed on the sale or transfer of shares of stock of this corporation shall apply to all shares thereof, whensoever, howsoever, or by whomsoever acquired, in the hands of all holders or owners, whether original stock holders or subsequent purchasers or transferees, and whether acquired through the voluntary or involuntary act of a shareholder or by operation of law, and whether a part of the first authorized issue or of any subsequent or increased issue.

Section 6 (f). In the event that neither the Corporation nor the stockholders elect to purchase all the shares of stock so offered for sale, the stockholder desiring to sell said stock shall be free to sell said stock to persons other than the Corporation or existing stockholders, but only in accordance with the exact terms upon which the stock was offered for sale to the Corporation and existing stockholders.

Section 6 (g). Purchase Price. The purchase price of each share of stock of the Corporation owned by any stockholder purchased pursuant to the provisions hereof shall be no more than two times the book value of a share of stock of the Corporation as calculated by the Corporation's accounting firm as of December 31 of the preceding year. The stockholders shall, not later than sixty (60) days following the end of each calendar year, note in the stockholders' minutes the book value of a share of stock in the Corporation as of December 31 of the last preceding calendar year

Section 6 (h). The foregoing sections of this Amendment shall be further subject to the terms and conditions of the Stock Purchase Agreement dated April 1, 1985, as amended, between RICHARD L. FLEMING, ROBERT L. PIERS, and PAUL W. BARADA.

Section 6 (i). In the event that the holder of said stock shall wish to sell said stock pursuant to terms other than those offered to the Corporation and the stockholders, the stockholder must go through the same procedure set out herein prior to said sale.

Section 6 (j). All stock issued by this Corporation shall bear on the face thereof, the legend:

"This Certificate subject to restrictive transfer provisions contained in the By-Laws of the Corporation and the terms and conditions of a Stock Purchase Agreement dated April 1, 1985, as amended."

which said amendment was approved in the Corporate minutes dated

November 20th, 1997.

IN WITNESS WHEREOF, the Stockholders of the Corporation hereunto affixed their signatures this 20th day of November, 1997.


RICHARD L. FLEMING, STOCKHOLDER

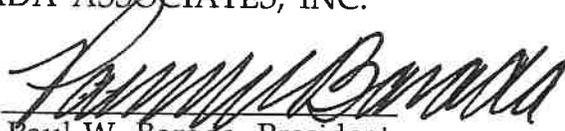

ROBERT L. PIERS, STOCKHOLDER


PAUL W. BARADA, STOCKHOLDER

Page 5
Amendment to Bi-Laws of
Barada Associates, Inc.

BARADA ASSOCIATES, INC.

By:


Paul W. Barada, President

ATTEST:


Robert L. Piers, Secretary