

# P10105

Requester's Name

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100004216161--1  
-05/14/01--01138--027  
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### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAY 14 PM 5:26

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

#### NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

#### AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

#### OTHER FILINGS

- Annual Report
- Fictitious Name

#### REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

*N/C*

V. SHEPARD MAY 21 2001

Examiner's Initials



197706-319

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
BOYD/SOBIERAY ASSOCIATES, INC.

APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

Boyd/Sobieray Associates, Inc. (hereinafter referred to as the "Corporation"), existing pursuant to the Indiana Business Corporation Law, as amended ("IBCL"), desiring to give notice of corporate action effectuating the amendment and restatement of its Articles of Incorporation, hereby sets forth the following facts:

RECEIVED  
IND. SECRETARY OF STATE  
JUN 13 1977  
CANTON, INDIANA

**ARTICLE I**  
**AMENDMENT**

SECTION 1: The date of incorporation of the Corporation is June 13, 1977.

SECTION 2: The name of the Corporation following this amendment and restatement of the Articles of Incorporation is BSA Design, Inc.

SECTION 3. The exact text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto as Exhibit A.

**ARTICLE II**  
**MANNER OF ADOPTION AND VOTE**

SECTION 1: The Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the terms and provisions of Corporation's Articles of Incorporation as contemplated by Article I hereof by written consent executed on December 31, 1998, which was executed by all of the members of the Board of Directors.

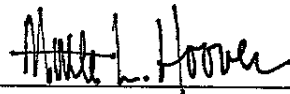
This amendment and restatement contains an amendment requiring shareholder approval and the manner of approval and adoption is set forth below:

SECTION 2: The designation (i.e. common stock), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment and restatement of the Corporation's Articles of Incorporation and the number of votes of each voting group represented at the meeting or by unanimous written consent are set forth as follows:

<u>DESIGNATION OF EACH VOTING GROUP</u>	<u>COMMON STOCK</u>
Number of Outstanding Shares .....	9,579
Number of Votes Entitled to be Cast .....	9,579
Number of Votes Represented at Meeting or Resolutions Adopted by Unanimous Written Consent Without a Meeting .....	9,579
Shares Voted in Favor .....	9,579
Shares Voted Against .....	-0-

**ARTICLE III**  
**COMPLIANCE WITH LEGAL REQUIREMENTS**

The manner of adoption of the Articles of Amendment and Restatement and the vote by which they were adopted constitute full legal compliance with the provisions of the IBCL, the Articles of Incorporation, and the By-Laws of the Corporation.



\_\_\_\_\_  
Monte L. Hoover, President

**ARTICLES OF INCORPORATION**  
**OF**  
**BSA DESIGN, INC.**

**ARTICLE I**  
**Name**

The name of the Corporation is BSA Design, Inc.

**ARTICLE II**  
**Authorized Shares**

Section 1. Number of Shares. The total number of shares which the Corporation is to have authority to issue is forty thousand (40,000).

Section 2. Terms of Shares. All of the authorized shares shall be designated as "Common Stock", and each share of Common Stock shall be equal to every other share of Common Stock and shall participate equally in all earnings and profits of the Corporation and on distribution of assets, either on dissolution, liquidation or otherwise.

Section 3. Voting Rights. Each holder of the Common Stock shall have the right to vote on all matters presented to shareholders and shall be entitled on all matters including elections of directors to one vote for each share of Common Stock registered in his name on the books of the Corporation.

**ARTICLE III**  
**Directors**

Section 1. Number of Directors. The Board of Directors is composed of five (5) members. The number of directors may be changed from time to time by the By-Laws of the Corporation to any number. In the absence of a By-Law fixing the number of directors, the number shall be five (5).

Section 2. Qualifications of Directors. Directors need not be shareholders of the Corporation.

Section 3. Removal. Any director may be removed with or without cause only by the affirmative vote of a majority of the actual number of shares entitled to vote for the election of directors at any meeting called for that purpose.

**Exhibit     A**

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

Section 1. By-Laws of the Corporation. The Board of Directors by a majority vote of the actual number of directors elected and qualified from time to time shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation.

Section 2. Powers of Directors. In addition to the powers and the authority granted by these Articles or by statute expressly conferred, the Board of Directors of the Corporation is hereby authorized to exercise all powers and to do all acts and things as may be exercised or done under the laws of the State of Indiana by a corporation organized and existing under the provisions of the Indiana Business Corporation Law and not specifically prohibited or limited by these Articles.

This instrument was prepared by Jeffrey D. Schmidt, Attorney at Law, One Indiana Square, Suite 2800, Indianapolis, Indiana 46204-2017.

SS-192888-1

STATE OF INDIANA  
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the  
four (4) page document(s)  
as filed in this office.

DATED 5/3, 2009

John C. H. [Signature]  
Secretary of State

BY [Signature]  
This Certification Stamp replaces our previous Certification  
System.

