

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

M.R.J. & B. CORP.

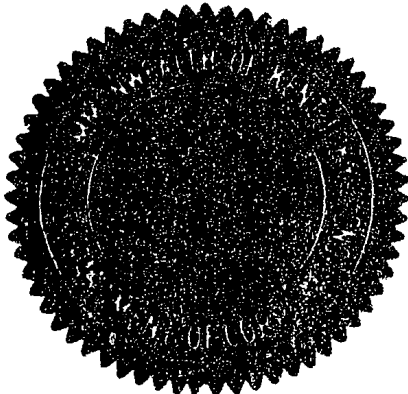
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

M.R.J. & B. CORP. OAKTOWN, INDIANA 47561

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

M.R.J. & B. CORP.



SECRETARY OF STATE

Witness my official signature and seal of office this 8TH day of OCTOBER, 19 80 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

SECRETARY OF STATE
RECEIVED

OCT 8 - 1980

ORIGINAL COPY FILED
SECRETARY OF STATE **FRANCIS JONES MILLS**
FRANKFORT, KENTUCKY Secretary



COMMONWEALTH OF SECRETARY OF STATE
FRANKFORT, RECEIVED
KENTUCKY

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187317 COMMONWEALTH OF KENTUCKY

Francis Jones Mills
SECRETARY OF STATE
mjm

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation M.R.J. & B. Corp.
- Second: The name to be used in the state of Kentucky M.R.J. & B. Corp.
- Third: State or country of incorporation Indiana
- Fourth: Date of incorporation December 14, 1979
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation
P.O. Box 157, Oaktown, Indiana 47561
- Sixth: Address of proposed registered office in Kentucky U.S. Highway 60 West
Owensboro, Kentucky 42301
and name of registered agent in Kentucky at the same address
Thomas E. Green
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
To construct, own, operate and rent or lease hotels and motels in the United States; to own, operate and manage other businesses of the same kind and nature; and the transaction of any and all lawful business for which corporations may be incorporated in the State of Kentucky.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
<u>Thomas E. Green</u>	<u>President</u>	<u>P.O. Box 841</u> <u>Owensboro, Ky. 42301</u>
<u>Robert D. Green</u>	<u>Vice President and</u> <u>Treasurer</u>	<u>P.O. Box 157</u> <u>Oaktown, Indiana 47561</u>
<u>James W. Funk</u>	<u>Secretary</u>	<u>1609 McDowell Avenue</u> <u>Vincennes, Indiana 47591</u>

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

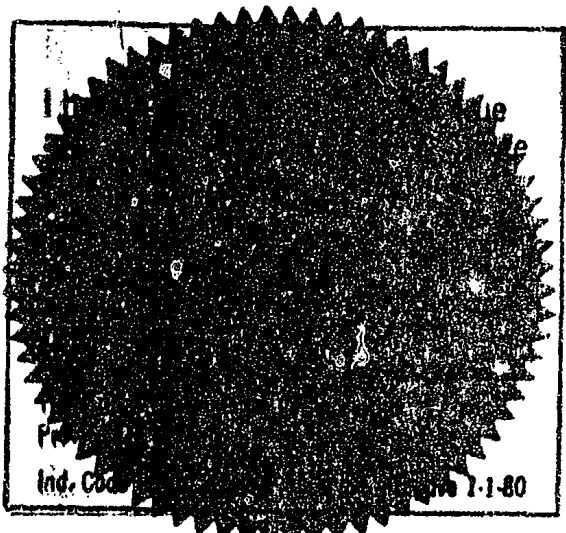
CERTIFICATE OF INCORPORATION
OF

7912-411
(42)

..... M.R.J. & B., CORP.

I, EDWIN J. SIMCOX, Secretary of State of the 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 before a Notary Public, 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 14th day of

December 1979.

EDWIN J. SIMCOX, Secretary of State

By

Deputy

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 8½ x 11—For Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 165, 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
DEC 14 1979
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

.....M.R.J. & B. CORP......

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 M.R.J. & B. CORP.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

All of the powers and privileges given this corporation by the laws of the State of Indiana in furtherance and not in limitation of the powers conferred by law:

(a) To construct, own, operate and rent or lease hotels and motels in the United States.

(b) To own, operate and manage other businesses of the same kind and nature.

(c) To carry on, engage 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 of carrying on the business of receiving deposits of money, bullion or foreign coins, or of issuing 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 association, credit unions nor conduct a banking, railroad insurance, surety, trust, safe deposit, mortgage guarantee or building and loan business;

(d) To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, along or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein;

(e) To pay for any property, real, or personal, this Corporation may acquire or purchase with shares of the capital stock, bonds or other obligations or securities of this Corporation, or to issue its shares of stock in exchange therefor;

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, sell, exchange or otherwise dispose of, pledge or hypothecate all kinds of stocks, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, contracts, choses in action and evidences of indebtedness generally of any corporations, associations, firms, trusts, persons, governments, states, colonies, municipalities and other organizations; to receive, collect and dispose of interest, dividends and income upon of and from any of the foregoing and any other property held or owned by it and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any and all such stocks or other securities or obligations, any and all purposes, and to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof, and to aid by loan, subsidy, guaranty or otherwise, those lending, creating or responsible for the same, to exercise any and all of said powers, either on its own account, or with or as agent for other persons, firms, corporations or other organizations;

(g) 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, be in no wise 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 general 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 granted it by law and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by law, 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.

(h) All the powers and privileges given to a corporation by the laws and statutes of the State of Indiana.

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 Robert D. Green, P.O. Box 157,
(Name) (Number and Street or Building)
Oaktown, Indiana 47561
(City) (State) (Zip Code)

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

P.O. Box 157, Oaktown, Indiana 47561
(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):

All shares shall be common stock without par value all being equal and alike and having full voting power of one vote for each share.

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 three 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>
Robert D. Green,	Box 157,	Oaktown,	Indiana	47561
Thomas E. Green,	Box 841,	Owensboro,	Kentucky	42301
James W. Funk,	1609 McDowell Ave.,	Vincennes,	Indiana	47591

Section 3. Qualifications of Directors (if any):

Members of the Board of Directors do not have to be shareholders of the corporation but shall be citizens of the United States over the age of 21 years.

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>
James W. Funk,	1609 McDowell Ave.	Vincennes,	Indiana	47591

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

(“Powers” of the Corporation, its directors or shareholders)

Conduct of the affairs of the business shall be in accordance with the by-laws of the corporation as adopted at the first meeting of shareholders and directors and as thereafter amended.

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 14th day of December, 19 79.

(Written Signature)

James W. Funk
(Written Signature)

(Printed Signature)

James W. Funk
(Printed Signature)

(Written Signature)

(Printed Signature)

STATE OF INDIANA
COUNTY OF Knox

} ss:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that James W. Funk, 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 14 day of December, 19 79

Aletha G. Hooks
(Written Signature)

Aletha G. Hooks
(Printed Signature)
A Resident of Knox County, Indiana

My Commission Expires:
January 11, 1982

Notary Public

This instrument was prepared by James W. Funk, Attorney at Law,
(Name)
112 North 7th Street, Vincennes, Indiana 47591
(Number and Street of Building) (City) (State) (Zip Code)