

**CODE OF BY-LAWS  
OF  
BLACKJACK UNIFORMS, INC.**

**ARTICLE I  
Identification**

**Section 1.01. Name.** The name of the Corporation is **BLACKJACK UNIFORMS, INC.**, (hereinafter referred to as the "Corporation").

**Section 1.02. Place of Keeping Corporate Books and Records.** The records and documents specified in Section 6.01 of these By-Laws shall be kept at the offices of Blachly, Tabor, Bozik & Hartman, currently located at 56 South Washington Street, Suite 401, Valparaiso, Indiana, 46383.

**Section 1.03. Fiscal Year.** The fiscal year of the Corporation shall be January 1 through December 31 of each year until such time as changed by resolution of the Board of Directors of the Corporation.

**ARTICLE II  
Capital Stock**

**Section 2.01. Amount and Class of Authorized Shares.** The authorized shares of the Corporation shall be Ten Thousand (10,000) shares and all shares shall be of one class.

**Section 2.02. Issuance of Shares.** The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contract for services to be performed, or other securities of the Corporation. If shares are authorized to be issued for promissory notes or for promise to render services in the future, the Corporation must comply with the notice requirements of Ind. Code 23-1-53-2(b).

**Section 2.03. Certificate for Shares.** Certificates for shares of the Corporation shall be issued to a subscriber by the Secretary of the Corporation when proper consideration has been paid therefor. Each certificate shall be in such form as required by Ind. Code 23-1-26-6, and as the Board of Directors may prescribe from time to time.

**Section 2.04. Transfer of Certificates.** The shares of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate or certificates representing the same, properly endorsed by the registered holder or by his duly authorized attorney or agent.

**Section 2.05. Lost, Stolen or Destroyed Certificates.** The Corporation may issue a new certificate for shares of stock in the place of any certificate theretofore issued and alleged to have been lost, stolen or destroyed, but the Board of Directors may require the registered holder of the shares represented by such lost, stolen or destroyed certificate, or the holder's legal representative, to furnish an affidavit as to such loss, theft, or destruction and to give a bond in such form and substance, and with such surety or sureties, with fixed or open penalty, as it may direct to indemnify the Corporation against any claim that may be made on account of the alleged loss, theft, or destruction of such certificate. A new certificate may be issued without requiring any bond when, in the judgment of the Board of Directors, it is not imprudent to do so.

### **ARTICLE III** **Meetings of Shareholders**

**Section 3.01. Place of Meetings.** All meetings of Shareholders of the Corporation shall be held at the principal office of the Corporation or at such other place, within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.

**Section 3.03. Annual Meeting.** The annual meeting of the Shareholders for the election of Directors, and for the transaction of such other business as may properly come before the meeting shall be held on the **First Monday in August** following the end of the fiscal year of the Corporation if such day is not a legal holiday, and if such day is a legal holiday, then on the next business day that is not a legal holiday. Failure to hold the annual meeting at the designated time shall not affect the validity of any corporate action.

**Section 3.04. Record Date.** Unless otherwise determined by resolution of the Board of Directors, the record date for purposes of determining the identity of Shareholders shall be determined as follows:

(a) for Shareholders entitled to demand a special Shareholder meeting, the provisions of Ind. Code 23-1-29-2(b) shall apply;

(b) for Shareholders entitled to take action without a meeting, the provisions of Ind. Code 23-1-29-4(b) shall apply;

(c) for Shareholders entitled to receive notice of and vote at Shareholders meetings, the provision of Ind. Code 23-1-29-5(d) shall apply; and,

(d) for Shareholders entitled to receive distributions from the Corporation, the provisions of Ind. Code 23-1-28-2 shall apply.

A record date determined by resolution of the Board of Directors may not be more than seventy (70) days before the meeting or action requiring a determination of Shareholders.

**Section 3.05. Notice of Meeting.** A written or printed notice, stating the date, time and

place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Corporation to each holder of the shares of the Corporation at the time entitled to vote at the meeting, at such address as appears upon the records of the Corporation, no fewer than ten (10) days and no more than sixty (60) days before the meeting date. However, notice of a meeting at which any of the following corporate actions are to be considered shall be delivered or mailed to all Shareholders of record, whether or not entitled to vote at the meeting, no fewer than ten (10) days and no more than sixty (60) days before the meeting:

(a) an amendment or amendments to the Articles of Incorporation requiring Shareholder approval;

(b) an agreement of merger or share exchange requiring Shareholder approval;

(c) the sale, lease or exchange, or other disposition of all, or substantially all, of the Corporation's property other than in the usual and ordinary course of business; or,

(d) a proposal for voluntary dissolution requiring Shareholder approval.

**Section 3.06. Waiver of Notice.** Notice of any meeting of the Shareholders may be waived in writing by a Shareholder, before or after the date and time stated in the notice, and such waiver shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Attendance at any meeting, in person or by proxy:

(a) waives objection to lack of notice or defective notice of the meeting unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and,

(b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Shareholder objects to consideration of the matter when it is presented.

**Section 3.07. Participation in Meetings by Electronic Communication.** Any or all Shareholders may participate in an annual or special meeting of the Shareholders by, or through the use of, any means of communication by which all Shareholders participating may simultaneously hear each other during the meeting. Participation by any such Shareholder by this means shall be deemed to constitute presence in person at such meeting.

**Section 3.08. Voting at Meetings.**

(a) **Voting Rights.** Except as provided in the Articles of Incorporation, every Shareholder shall have the right at all meetings of the Shareholders to one vote for each share standing in the Shareholder's name on the books of the Corporation on the record date for such meetings.

(b) **Proxies.** A Shareholder entitled to vote at any meeting of Shareholders may vote either in person or by proxy executed in writing by the Shareholder or a duly authorized attorney-in-fact of such Shareholder. For purposes of this section, a proxy granted by telegram, telex, telecopy or other document transmitted electronically for or by a Shareholder shall be deemed "executed in writing by the Shareholder." The general proxy of a fiduciary shall be given the same effect as the general proxy of any other Shareholder. No proxy shall be valid eleven (11) months after the date of its execution unless a longer time is expressly provided therein.

(c) **Quorum and Voting Requirements.** Except as may otherwise be provided by law, at any meeting of Shareholders, 100% of the outstanding, issued common stock, represented thereat in person or by proxy, shall be required before any action of the Shareholders may be taken and shall be deemed a quorum. At any meeting of the Shareholders at which a quorum exists, approval of 100% of the outstanding, issued common stock shall be necessary to adopt or approve any action of the Shareholders, unless a greater number is required by law. In case a quorum shall not be present at any meeting, the holders of record of a majority of such shares so present in person or by proxy may adjourn the meeting, from time to time, without notice, other than announcement at the meeting, until a quorum shall be present. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled.

(d) **Voting Lists.** For each meeting of the Shareholders, the Secretary of the Corporation shall make a complete list of the Shareholders entitled by law or by the Articles of Incorporation to notice thereof, arranged in alphabetical order, with the address and number of shares held by each such Shareholder. Such list shall be on file at the principal office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held, and subject to inspection at any time during regular business hours for a period of five (5) business days before the meeting for which the list was prepared and continuing through meeting. A Shareholder entitled to vote at the meeting, or the Shareholder's agent or attorney authorized in writing, is entitled on written demand to inspect and to copy the list at the Shareholder's expense during regular business hours during the period it is available for inspection only if: the Shareholder's demand is made in good faith and for a proper purpose; the Shareholder describes with reasonable particularity the Shareholder's purpose; and, the list is directly connected with the Shareholder's purpose. The original stock register or transfer book, or a duplicate thereof kept in the State of Indiana, shall be the only evidence as to the Shareholders entitled to examine such list, stock ledger or transfer, or to vote at any meeting of the Shareholders.

(e) **Voting of Shares Owned by Other Corporations.** Subject to any specific restrictions imposed by law, including without limitation, Ind. Code 23-1-30-2, shares of the

Corporation standing in the name of another corporation may be voted by such officer, agent or proxy as the Board of Directors of such other corporation may appoint, or as the By-Laws of such other corporation may prescribe.

**Section 3.09. Action without a Meeting.** Any action which may be taken at a Shareholder meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by all Shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken by written consent is effective when the last Shareholder signs the consent unless the consent specifies a different prior or subsequent effective date. If notice of the proposed action must be given to the non-voting Shareholders by law, notice shall be given as provided in Ind. Code 23-1-29-4.

#### **ARTICLE IV** **The Board of Directors**

**Section 4.01. Number.** The number of Directors of the Corporation shall be fixed at one (1).

**Section 4.02. Management.** The business, property and affairs of the Corporation shall be managed by the Board of Directors.

**Section 4.03. Annual Meeting.** Unless otherwise determined by the President or the Board of Directors, the Board of Directors shall meet each year immediately after the annual meeting of the Shareholders, at the place where such meeting of the Shareholders has been held, for the purposes of election of officers and consideration of any other business that may be brought before the meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner provided in Section 4.04 of this Article.

**Section 4.04. Other Meetings.** Regular meetings of the Board of Directors may be held, without notice, at such time as may, from time to time, be fixed by resolution of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President, and shall be called on the written request of any member of the Board of Directors. Notice of the date, time and place of such special meeting shall be sent by the Secretary to each Director at his or her residence or usual place of business by letter, telegram, telex, telecopy or other document transmitted electronically at such time that, in regular course, such notice would reach such place not later than during the second day immediately preceding the day for such meeting; or may be delivered to a Director personally at any time during such second preceding day. Such meetings may be held at any place within or without the State of Indiana as may be specified in the respective notices, or waivers of notice, thereof.

**Section 4.05. 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.

**Section 4.06. Waiver of Notice.** A Director may waive notice required hereunder or under law either before or after the date and time stated in the notice. Except as hereinafter provided, the waiver must be in writing, signed by the Director and filed with the minutes or corporate records. For purposes of this section, a waiver granted by telegram, telex, telecopy or other document transmitted electronically by a Director shall be deemed "signed by the Director." A director's attendance at or participation in a meeting waives any required notice unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote or assent to the action taken at the meeting.

**Section 4.07. Participation in Meetings by Electronic Communications.** Any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 4.08. Action Without a Meeting.** Any action which may be taken at a Board of Directors' meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. For purposes of this section, a waiver granted by telegram, telex, telecopy or other document transmitted electronically by a Director shall be deemed "signed by a Director." Action taken by written consent is effective when the last Director signs the consent unless the consent specifies a different prior to subsequent effective date.

**Section 4.09. Quorum and Voting Requirements.** A quorum of the Board of Directors for the transaction of all business, except filling vacancies on the Board of Directors, shall consist of a majority of the fixed number of Directors if the Corporation has a fixed board size, or a majority of the number of Directors prescribed, or if not number if prescribed, the number in office immediately before the meeting begins if the Corporation has a variable-range size board. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of all the Directors remaining in office if the remaining Directors constitute fewer than a quorum of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action taken unless:

- (a) the Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting;

(b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or,

(c) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary of the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

**Section 4.10. Election, Term of Office, and Qualifications.** Directors shall be elected at each annual meeting of the Shareholders by the Shareholders entitled by the Articles of Incorporation to vote. Directors shall be elected for a term of two (2) years and shall hold office until their respective successors are elected and qualified. Directors need not be Shareholders of the Corporation. No decrease in the number of Directors provided for by the By-Laws at any time shall have the effect of shortening the term of any incumbent Director.

**Section 4.11. Removal.** Any Director may be removed, either with or without cause, as provided by law, at the annual meeting of the Shareholders, if the annual meeting notice states that one of the purposes of the meeting is removal of the Director, or at any special meeting of the Shareholders, or at any meeting of the Board of Directors.

**Section 4.12. Resignation.** A Director may resign by delivering written notice to the Board of Directors, its Chairman, the President or Secretary of the Corporation. A resignation is effective when delivered unless the notice specifies a later effective date.

**Section 4.13. Vacancies.** Any vacancy occurring on the Board of Directors caused by removal, resignation, death or other incapacity, or increase in the number of Directors, may be filled by the Board of Directors, or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The new Director shall serve until the expiration of the term for which the Director's predecessor was elected. Shareholders shall be notified of any increase in the number of Directors and of the name, address, and principal occupation of any Director elected by the Board of Directors to fill any vacancy, whether caused by an increase or otherwise, in the next mailing sent to the Shareholders following any such increase or election. If the vote of the remaining members of the Board of Directors shall result in a tie, such vacancy shall be filled by vote of the Shareholders at a special meeting called for such purpose.

**Section 4.14. Compensation of Directors.** The Board of Directors is empowered and authorized to fix and determine the compensation of the Directors. Until such time as the Board of Directors shall choose to act in this matter, members of the Board of Directors shall receive no compensation for acting in such capacity.

## **ARTICLE V**

## Officers of the Corporation

**Section 5.01. Election.** At its annual meeting of the Board of Directors shall elect a President, one or more Vice Presidents (if the Board of Directors deems such officers necessary), a Secretary, and a Treasurer, and such assistants and other officers as it may decide upon, for a term of one (1) year. Any two or more offices may be held by the same person. If the annual meeting of the Board of Directors is not held at the time designated in these By-Laws, such failure shall not cause any defect in the corporate existence of the corporation, but the officers

for the time being shall hold over until their successors are chosen and qualified, unless sooner removed as provided for by applicable law.

**Section 5.02. Vacancies.** Whenever any vacancies occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, such vacancy shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified, unless sooner removed as provided for by applicable law.

**Section 5.03. Removal.** Any officer of the Corporation may be removed, either with or without cause, at any time by the Board of Directors, or if the officer to be removed was appointed by another officer, then the appointing officer may so remove the appointed officer.

**Section 5.04. The President.** The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Shareholders and of the Board of Directors, and, subject to the approval of the Board of Directors, shall direct the policies and management of the Corporation. The President shall discharge all the duties inherent to a presiding officer and perform such other duties as, from time to time, may be assigned by the Board of Directors or as prescribed by law or these By-Laws.

**Section 5.05. The Vice President.** The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and perform such other duties as these By-Laws may require or the Board of Directors may prescribe; provided, that if the Board of Directors elects more than one Vice President, their respective right to act during the absence or disability of the President shall be in the order in which their respective names appear in the resolution, or resolutions, electing such Vice Presidents.

**Section 5.06. The Secretary.** The Secretary shall attend all meetings of the Shareholders and of the Board of Directors, and shall keep, or cause to be kept a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Secretary shall attend to giving and serving of all notices of the Corporation, shall authenticate the records of the Corporation, shall, unless the Board of Directors provides otherwise, maintain the records required under Section 7.01 of these By-Laws and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

**Section 5.07. The Treasurer.** The Treasurer shall maintain a correct and complete record of accounts showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may, from time to time, come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation in a bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Corporation.

**Section 5.08. Assistant Officers.** Assistants to any duly elected or appointed officer of the Corporation may be appointed by the Board of Directors, the President of the Corporation or by the officer for whom the assistant officer is appointed to serve. Such assistant officers shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as these By-Laws or the Board of Directors or the appointing officer may prescribe. An assistant secretary may, in the event of the absence or disability of the Secretary, attest to the execution by the Corporation of all documents.

**Section 5.09. Delegation of Authority.** In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

## **ARTICLE VI** **Records and Execution of Documents**

### **Section 6.01. Required Records.**

(a) The Corporation shall keep as permanent records minutes of all meetings of its Shareholders and Board of Directors, a record of all actions taken by the Shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(b) The Corporation shall maintain appropriate accounting records.

(c) The Corporation or its agent shall maintain a record of its Shareholders, in a form that permits preparation of a list of the names and addresses of all Shareholders, in alphabetical order by class or shares showing the number and class of shares held by each.

(d) The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

**Section 6.02. Execution of Contracts and Other Documents.** Unless otherwise provided by the Board of Directors, all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the President and attested 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 and attested by the Secretary.

## **ARTICLE VII** **Amendments**

The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors of the Corporation.

The foregoing Code of By-Laws of the Corporation were duly adopted by the Board of Directors of the Corporation on the \_\_\_\_ day of March, 2008.

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Judith Ann Crowell, Secretary  
and Sole Shareholder