

UNOFFICIAL COPY

File Number 5649-513-4



00747241

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



00747241

6239/0134 21 001 Page 1 of 7
2000-09-25 15:35:06
Cook County Recorder 33.50

Whereas, ARTICLES OF INCORPORATION OF
SMART ROOMS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 13TH
day of AUGUST A.D. 19 91 and
of the Independence of the United States
the two hundred and 16TH



George H. Ryan
SECRETARY OF STATE

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Form **BCA-2.10**

ARTICLES OF INCORPORATION

(Rev. Jan. 1991)

Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED PAID

AUG 13 1991

AUG 14 1991

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date **8-13-91**

Franchise Tax \$ **210 -**

Filing Fee \$ **75 -**

Approved: **RD** **285 -**

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

CORPORATE NAME: **SMART ROOMS, INC.**

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

Initial Registered Agent: **Robert E. O'Neill**
First Name Middle Initial Last name

Initial Registered Office: **250 East Illinois Road**
Number Street Suite #
Lake Forest 60045 Lake
City Zip Code County

Purpose or purposes for which the corporation is organized
(If not sufficient space to cover this point, add one or more sheets of this size.)

For the transaction of any and all lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983 including, but not limited to, displaying and selling Wood-Mode brand cabinets and related equipment and supplies at the Merchandise Mart, Chicago, Illinois.

(44)

Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ no par	200,000	140,000	\$ 140,000.00
				TOTAL \$ 140,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: 7
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

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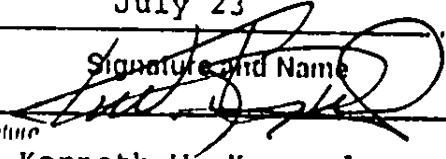
7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g. authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s) under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated July 23, 1991

1.	Signature and Name	Address
1.	 Kenneth W. Kregel (Type or Print Name)	502 North Plum Grove Road Palatine Illinois 60067 City/Town State Zip Code
2.		
3.		

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25 and a maximum of \$1,000,000.
- The filing fee is \$75
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-6961

Form **BCA-1.15**
(Rev. Jan. 1991)

STATEMENT OF CORRECTION

SEP 2 1993

File # 5649,513.4

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 785-2237

This space for use by Secretary of State

FILED

SEP 01 1993

**GEORGE H. RYAN
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date 9-1-93
License Fee \$
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$
Interest \$
Approved: [Signature]

Remit payment in check or money order, payable to Secretary of State.

- 1. CORPORATE NAME: SMART ROOMS, INC.
- 2. STATE OR COUNTRY OF INCORPORATION: ILLINOIS
- 3. Title of document to be corrected: ARTICLES OF INCORPORATION
- 4. Date erroneous document was filed by Secretary of State: AUGUST 13, 1991

5. Inaccuracy, error or defect:
(Briefly identify the error and explain how it occurred. Use reverse side or add one or more sheets of this size if necessary.)
ARTICLE 4 of the Articles of Incorporation filed August 13, 1991 Paragraph 1, Authorized Shares, Issued Shares and Consideration Received
the Proposed issuance of 140,000 shares was misstated by 55,000 shares due to the withdrawal of (4) Potential Investors AND \$55,000.00 PIC.

6. Corrected portion(s) of the document in corrected form:
(If there is not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)
#6 140,000 Number issued, actually 85,000 shares issued.
The amount of Paid-in Capital as of 8-13-91
\$ 85,000.00

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated July 26 1993 SMART ROOMS, INC.
(Exact Name of Corporation)
attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
KENNETH W. KRENDEL, SEC. TREAS. RICHARD B. MCGARTEN, PRES.
(Type or Print Name and Title) (Type or Print Name and Title)

File # D 5649-513-4

Form **BCA-5.10**
NFP-105.10
(Rev. April 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3847
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **JAN 20 2000**

Filing Fee \$5

Approved: *[Signature]*

Remit payment in check or money order,
payable to "Secretary of State."

**STATEMENT OF
CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED
OFFICE**

FILED

JAN 20 2000

JESSE WHITE
SECRETARY OF STATE

Type or print in black ink only.
See reverse side for signature(s).

1. CORPORATE NAME: Smartrooms, Inc.

2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent	<u>Robert</u>	<u>E.</u>	<u>O'Neill</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>250 E. Illinois Road,</u>		
	<small>Number</small>	<small>Street</small>	<small>Suite No. (A P.O. Box alone is not acceptable)</small>
	<u>Lake Forest</u>	<u>760045</u>	<u>Lake</u>
	<small>City</small>	<small>ZIP Code</small>	<small>County</small>

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>ED</u>	<u>TOBIN</u>	<u>II</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>3 FIRST NATIONAL PLAZA, 1950</u>		
	<small>Number</small>	<small>Street</small>	<small>Suite No. (A P.O. Box alone is not acceptable)</small>
	<u>CHICAGO</u>	<u>IL</u>	<u>60602 COOK</u>
	<small>City</small>	<small>ZIP Code</small>	<small>County</small>

016

- 5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
- 6. The above change was authorized by: ("X" one box only)
 - a. By resolution duly adopted by the board of directors. (Note 5)
 - b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 10 - 27 19, 99 Smartrooms, Inc.
 (Exact Name of Corporation)

attested by Maria Chernia, Assistant by X [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

MARIA Chernia/Assistant JIM LIVINGSTON, V.P.
 (Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated October 4 19, 99 [Signature]
 (Signature of Registered Agent of Record)

NOTES

- 1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
- 2. The registered office must include a street or road address; a post office box number alone is not acceptable.
- 3. A corporation cannot act as its own registered agent.
- 4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
- 5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the president (or vice-president) and by the secretary (or an assistant secretary).
- 6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

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Property of Cook County Clerk's Office

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of 111 pages, as taken from the original on file in this office.



Besse White

BESSE WHITE
SECRETARY OF STATE

DATED: September 15, 2000

BY: Brian Zapp