#### **UNOFFICIAL COPY**

File Number 5973-022-3

RETURN TO: Roger C. Nelson, Jr.

528 West Roosevelt Road

Suite 201

Wheaton, IL 60187

00956312

7746/0110 52 001 Page 1 of

2000-12-06 13:50:07

Cook County Recorder

29.50



C-212.3

### State of Illinois Office-of . -The Secretary of State

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

DSM COMMUNICATIONS, 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, Jesse White, 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 day of A.D.

and of OCTOBER the Independence of the United States the two

hundred and

25TH

esse White

Secretary of State



## **UNOFFICIAL COPY**

Form BCA-10.30

**ARTICLES OF AMENDMENT** 

File # 5973-022-3

(Rev. Jan. 1995)

George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1832

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

The filing fee for restated articles of amendment - \$100,00

FILED

OCT 25 2000

**JESSE WHITE** SECRETARY OF STATE

#### SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date 10-25-00

Franchise Tax

Filing Fee\* Penalty

\$25.00 \$

http://www.sos.state.il.us			Approved:3/
1.	CORPORATE NAME:I	SM COMMUNICATIONS, INC.	
•	<b>%</b>		(Note 1)
2	MANNER OF ADOP I'DN	the control of the co	
<del></del> -	The following amendrae	nt of the Articles of Incorporation was adopted on	October 15
	<b>13</b> <u>2000</u> in the manne	r indicated below. ( "X" one box only)	
	By a majority of the incorp	porators, provided no directors were named in the a	ticles of incorporation and no directors
	_		(Note 2)
	By a majority of the board as of the time of adoptio	d of directors, in accordance with Section 10.10, the not this amendment;	e corporation having issued no shares
			(Note 2)
	action not being required	of directors, in accordance with Section 10.15, shar I for the adoption of the amendment;	es having been issued but shareholder
	Description of the second		(Note 3)
	adopted and submitted to	accordance with Section 10.20, a resolution of the other shareholders. At a meeting of shareholders, and by the articles of incorporation were voted in	not less than the minimum number of
			(Note 4)
	duly adopted and submitt less than the minimum nu	ecordance with Sections 10.20 and 7.10, a resolut of ed to the shareholders. A consent in writing has be umber of votes required by statute and by the article riting have been given notice in accordance with S	भ signed by shareholders having not es of inco poration. Shareholders who
			(Notes 4 & 5)
	duly adopted and submit entitled to vote on this ar	ccordance with Sections 10.20 and 7.10, a resolution ted to the shareholders. A consent in writing has nendment.	n of the boar to directors having been been signed Ly all the shareholders
3.	TEVT OF AMENDMENT	e e	(Note 5)
ა.	TEXT OF AMENDMENT:		•
	amendments.	ts a name change, insert the new corporate na	ne below. Use Page 2 for all other
	Article I: The name of the	e corporation is:	

RETURN TO: Roger C. Nelson, Jr. DSM ENTERPRISES, INC (NEW NAME)

528 W. Roosevelt Rd, Ste 201

Wheaton, IL 60187

All changes other than name, include on page 2 (over)

0056312 UNOFEXICAL ALL COPY

(It mendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there ot sufficient space to do so, add one or more sheets of this size.) area untra egodo o sia categoromento capo capo directo). Electifica escito, deciso, la postencio collingo, contact disciplence growth and along the former wherea the pical and of discent Burgain, and an expension that में जान नहीं है। इस के लिए हैं है है जाई जुलाई स्टब्स्टिंग में उन्हें हैं है है है है है है है है है

4.	#. F.	The manner, if not set bith a trible 3b, in which any extrange, reclassification or cancellation of issued shares or a reduction of the number of authorized shares of any class below the number of issued shares of that class provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")		
•		No change		
5.		(a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of the accounts) is as follows: (If not applicable, insert "No change")		
		No change		
-		(b) The amount of paid-in capital (Paid-in Capital replaces the to the total of these accounts) as changed by this amendments.  No change		
د ده	_		Before Amendment After Amendment	
		Paid-in Capital	\$	
		(Complete either Item 6 or را الماطرة) (Complete either Item 6 or را الماطرة)	tures must be in BLACK INK \	
6.	O <sub>Z</sub>			
	Date	atedOctober 15,xpg 2000	DSM COMMUNICATIONS, INC.	
	atte	(Signature of Secretary or Assistant Secretary)	(Signature of President or Vice President)	
		<u>Dawn M. Herbik, Secretary</u> (Type or Print Name and Title)	Frank G. Herbik, President  (iv) or Print Name and Title)	
7.		amendment is authorized pursuant to Section 10.10 by the inco print name and title.	rporators, the incorporators must sign below, and type	
		OR	0,50	
		amendment is authorized by the directors pursuant to Section rectors or such directors as may be designated by the board, r		
	The	The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.		
	Date	ated, 19		
			· · · · · · · · · · · · · · · · · · ·	

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- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE and amendments herein reported.
- NOTE 2: Corporators are permitted to adopt amendments ONLY before any shares have been issued and before any ectors have been named or elected. (§ 10.10)
- NOTE 3: Prectors may adopt amendments without shareholder approval in only seven instances, as follows: to remove the names and addresses of directors named in the articles of incorporation:
  - to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
  - to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
  - to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
  - to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abb eviation "corp.", "inc.". "co.", or "kd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
  - to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
  - to restate the articles of incorporation as currently amended.

(§ 10.15)

- NOTE 4: amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting fight the proposed amendment and (2) that the shareholders approve the amendment.
  - areholder approval may be (1) by vot( a) a shareholders' meeting *(either annual or special)* or (2) by consent, writing, without a meeting.
  - be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the tstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within ch class is required).
  - e articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote quirement not less than a majority of the outstanding shares er title 1 to vote and not less than a majority within ch class when class voting applies.

    (§ 10.20)
- NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at last 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment.

  (§§ 7.10 & 10.20)

C-173.10