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2001-02-13 14:54:58

Cook County Recorder

27.00

File Number 6146-032-2



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State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF  
CANZONERI ENTERPRISES, 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 9TH day of FEBRUARY A.D. 2001 and of the Independence of the United States the two hundred and 25TH .



Jesse White

Secretary of State

Form **BCA-2.10**

**ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

FEB 9 - 2001

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**

This space for use by  
Secretary of State

Date 2.9.01  
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Approved: [Signature]

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."

1. CORPORATE NAME: CANZONERI ENTERPRISES, INC.

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

2. Initial Registered Agent:	<u>David</u>	<u>N.</u>	<u>Missner</u>
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last Name</i>
Initial Registered Office:	<u>203 North La Salle Street</u>		<u>1800</u>
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Chicago</u>	<u>IL</u>	<u>60601</u>
	<i>City</i>	<i>County</i>	<i>Zip Code</i>

3. 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.)

To engage in any lawful act or activity for which a corporation may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

4. 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	\$1.00	10,000	1,000	\$1,000.00
<b>TOTAL =</b>				<b>\$1,000.00</b>

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.)

5. **OPTIONAL:**(a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
 (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 City, State, ZIP

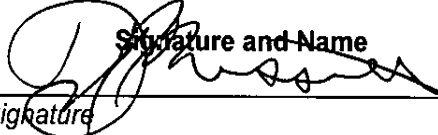
6. **OPTIONAL:**(a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
 (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: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS** SEE ATTACHED  
 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 February 8, 2001  
 (Month & Day) Year

Signature and Name		Address		
1.	 Signature David N. Missner (Type or Print Name)	1.	203 North LaSalle Street, Suite 1800 Street Chicago, Illinois City/Town State ZIP Code	60601 ZIP Code
2.	_____ Signature (Type or Print Name)	2.	_____ Street City/Town State ZIP Code	_____ ZIP Code
3.	_____ Signature (Type or Print Name)	3.	_____ Street City/Town State ZIP Code	_____ ZIP Code

(Signatures must be in **BLACK 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.
  - 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) 782-9522 or 782-9523

**ATTACHMENT TO ARTICLES OF INCORPORATION**

**FOR**

**CANZONERI ENTERPRISES, INC.**

7. **Other Provisions.** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this Article 7 does not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Business Corporation Act of the State of Illinois, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

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