2001-10-23 15:52:25

Form BCA-12.20 |

ARTICLES OF DISSOLUTION County Recorder

(Rev. Jan. 1999)

Jesse White Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-2353 http:/www.sos.state.il.us

Remit payment in check or money

This space for use by Secretary of State

OCT 16 2001

JESSE WHITE SECRETARY OF STATE SUBMIT IN DUPLICATE

File # 35215450

This space for use by **Secretary of State**

Date

Franchise Tax Filing Fee

\$ 5.00 "

Penalty

Interest

ora	er, pay	vable to Secretary of State.		Approved:	1		
1.	CO	RPORATE NAME: Building Management Corporation					
2.	Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:						
	2345 Waukegan Road Ste S-205, Bannockburn, IL 60015						
		U _j c					
			404004000	_			
3.	Dissolution of the corporation was duly authorized on 12/28/1999 in the manner indicated below: (Mark 27. "X" in one box only)				(Year)		
		By a majority of the incorporators, provided no d have been elected; or by a majority of the boa having issued no shares as of the authorizatio	rd of directors, in accordance				
			40		(Notes 1 & 2)		
	X	By a written consent signed by all shareholders board of director action not being required.	s entitled to vote on dissolution	n, in accordance with	Section 12.10,		
		• •	()		(Note 3)		
		By the shareholders, in accordance with Section 12.15, a resolution having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the dissolution.					
		and by the Articles of moniporation were voted	in tavor of the dissolution.	'S _	(Note 3)		
		By the shareholders, in accordance with Sect submitted to the shareholders. A consent in w minimum number of votes required by statute consented in writing have been given notice in	riting has been signed by sha and by the Articles of Incorpo	areholders having no ration. Shareholders	less than the		
		(COMPLETE ON	LY WHEN APPLICABLE)				
1	(a)	List all issuances of charge not previously repo	orted to the Secretary of State	(including charge ice)	ed for each or		

uances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution

Class

Par Value

Number of Shares Issued **Entire Consideration** Received

N/A

BOX 170TOTAL

C-152.11

1-3

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	(b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.					
	Date of Cancella	tion Class	Number of Shares Cancelled	Cost		
	N/A			\$ \$		
			TOTAL	\$		
5.	Issued shares at date					
	Class	Series	Par Value	Number of Shares		
	Common	None	\$100.00 Par Value	Ten (10)		
6.	Paid-in capital at date	of execution:				
	9	5		, 1,000.		
		0	Paid-in Capital	Ф		
("	Paid-in Capital" replaces	the terms "Stated Capita	l" and "Paid-in Surplus" and is equal to the	e total of these accounts.)		
* If (Dated October 1, 200 (Mattested by John P. C.	s of perjury, that the facts 1 onth & Day) e of Secretary or Assistant orvino Type or Print Name and Ti	by (Signature of Preside D. H. Carroll	ration of Corporation) ont or Vice President) lame and Title)		
	The undersigned affirm	ns, under the penalties of	perjury, that the facts stated herein are tru	e.		
	Dated					
	(M	onth & Day)	(Year)			
			7,0			
			NOTES			

- 1. Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.
- 2. Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the event there are no officers, the signature of a majority of the directors or such directors as may be designated by the board must appear on these Articles of Dissolution.
- 3. All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.
 - Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting.
 - Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting.

To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on dissolution and, if class voting applies, then also at least 2/3 of the votes within each class.

If the Articles of Incorporation so provide, the 2/3 vote requirement may be superseded by any smaller or larger vote requirement, not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies.

When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

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Property or Cook County Clerk's Office