

Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1999)

File # D3611 5424

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FILED

SUBMIT IN DUPLICATE

NOV 28 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 11-28-01

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved: KK

Remit payment in check or money
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The filing fee for restated articles of
amendment - \$100.00

<http://www.sos.state.il.us>



0011159729

(Note 1)

1. CORPORATE NAME: The Adwell Corporation

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on August 21
(Month & Day)

2001 in the manner indicated below. ("X" one box only)
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors 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 amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

(NEW NAME)

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

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Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

See Attached

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BOX 170

Attachment

Form BCA – 10.30

Section 3.b.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE ADWELL CORPORATION

I.

The name of the corporation is The Adwell Corporation

II.

Effective the date hereof, Article Five and Article Six of the Articles of Incorporation of The Adwell Corporation are deleted in their entirety and replaced with the following new Article Five and Article Six:

Article Five

The Corporation shall have the authority, to be exercised by its Board of Directors, to issue 100,000 shares of capital stock, par value \$1.00 per share, divided into 1,000 shares of capital stock designated as "Class A Common Stock," and 99,000 shares of capital stock designates as "Class B Common Stock." Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects. With respect to voting powers, except as otherwise required by the Illinois Business Corporation Act of 1983, the holders of Class A Common Stock shall possess all voting power for all purposes, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the shareholders thereof, or be entitled to notification as to any meeting of the Board of Directors or the shareholders, except as may be required by law.

Article Six

Intentionally Omitted.

BOX 170

III.

These amendments were adopted and approved by the shareholders as of August 21, 2001 by written consent signed by the holders of no less than two thirds (2/3) of the outstanding shares of the Corporation and in accordance with Section 5/7.10 of the Illinois Business Corporation Act of 1983.

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BOX 170

4. The manner, if not set forth in Article 3b, in which any exchange, 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")*

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

	Before Amendment	After Amendment
Paid-in Capital	<u>\$50,000.00</u>	<u>\$50,000.00</u>

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. 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 <u>August 14,</u> <u>2001</u> (Month & Day) (Year)	<u>The Adwell Corporation</u> (Exact Name of Corporation at date of execution)
attested by <u>L. Dianne Barnett</u> (Signature of Secretary or Assistant Secretary)	by <u>Michael C. Rausch</u> (Signature of President or Vice President)
<u>L. Dianne Barnett, Secretary</u> (Type or Print Name and Title)	<u>Michael C. Rausch, President</u> (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

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

Dated _____, _____
 (Month & Day) (Year)

BOOK 170