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4467/1125 31 001 Page 1 of 11

2002-06-14 16:37:17

Cook County Recorder

41.00

File Number

5927-790-1



0020671430

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
NEWPORT BUILDERS, 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 20TH day of FEBRUARY A.D. 19 97 and of the Independence of the United States the two hundred and 21ST



George H Ryan

Secretary of State

C-212.2

Box 312

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Form **BCA-2.10** ARTICLES OF INCORPORATION

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

FILED

FEB 20 1997
GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date 2-20-97

Franchise Tax \$ 1125.00
Filing Fee \$ 75.00

Approved: 82

1200.00

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: Newport Builders, Inc.

20671430

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

2. Initial Registered Agent: John R. Thomas

Initial Registered Office: 6711 North Cicero Avenue

<u>6711</u>	<u>North Cicero Avenue</u>	<u></u>
Number	Street	Suite #
<u>Lincolnwood</u>	<u>60646</u>	<u>Cook</u>
City	Zip Code	County

3. Purpose or purposes for which the corporation is organized: (44)
 (If not sufficient space to cover this point, add one or more sheets of this size.)
 Transacting any and all lawful business for which a corporation may be incorporated under the Business Corporation Act of 1983.

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 A	\$ 100.00	5,000	1,500	\$ 150,000.00
Common B	100.00	23,000	6,000	600,000.00

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.)

The Common A Stock and Common B Stock shall share equally in all dividend declarations, liquidating dividends, and be considered as one class of stock with equal participation in all matters except that Common B Stock shall have no voting power, the sole voting power being vested in the Common A Stock which voting rights shall be by straight votes cumulative voting being eliminated.

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: five
(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
	<u>20671430</u>

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**

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, 19 97.

Signature and Name

Karen Anne Bzdill
Signature
Karen Anne Bzdill
(Type or Print Name)

Harold W. Klingner
Signature
Harold W. Klingner
(Type or Print Name)

Address

- 6577 North Will Road
Street
Wilmington, IL 60481
City/Town State Zip Code
- 6577 North Will Road
Street
Wilmington, IL 60481
City/Town State Zip Code
- _____
Street

City/Town State Zip Code

3. _____
Signature

(Type or Print Name)

(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.
- 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
Department of Business Services

Springfield, IL 62756
Telephone (217) 782-9522
782-9523

File Number 5927-790-1

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
NEWPORT BUILDERS, 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 31ST day of MARCH A.D. 19 97 and of the Independence of the United States the two hundred and 21ST



George H Ryan

Secretary of State

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Form **BCA-10.30**
(Rev. Jan. 1995)

ARTICLES OF AMENDMENT

20671430

File # 5927-790-1

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

FILED

PAID

APR 01 1997

MAR 31 1997

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 3/31/97
Franchise Tax \$
Filing Fee \$ 25
Penalty \$
Approved: D 5X

Remit payment in check or money
order, payable to "Secretary of State."
*The filing fee for articles of
amendment - \$25.00

NEWPORT BUILDERS, INC.

1. CORPORATE NAME: _____ (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on February 22,
19 97 in the manner indicated below. ("X" one box only)

- 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 1: The name of the corporation is:

Not Applicable

(NEW NAME)

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

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.)*

RESOLVED that Paragraph 2 of Section 4 of the Articles of Incorporation filed with the Office of the Secretary of State of Illinois be and the same is hereby amended by deleting the last twelve words of said Paragraph 2 so that said Paragraph as amended shall read as follows:

"The Common A Stock and Common B Stock shall share equally in all dividend declarations, liquidating dividends, and be considered as one class of stock with equal participation in all matters except that Common B Stock shall have no voting power, the sole voting power being vested in the Common A Stock."

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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")*

No Change

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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")*

No Change

	Before Amendment	After Amendment
--	------------------	-----------------

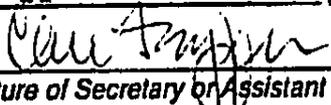
Paid-in Capital	\$ _____	\$ _____
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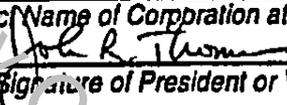
(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

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 March 22, 19 97

NEWPORT BUILDERS, INC.
(Exec Name of Corporation at date of execution)

attested by 
(Signature of Secretary or Assistant Secretary)

by 
(Signature of President or Vice President)

Carl Kupfer, Secretary
(Type or Print Name and Title)

John R. Thomas, President
(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 _____, 19 _____

_____	_____
_____	_____
_____	_____
_____	_____

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NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) 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;
- (d) 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;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying 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. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 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)



CP0232676

File # D 5927-790-1

Form **BCA-5.10**
NFP-105.10

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
http://www.sos.state.il.us

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

FILED

APR 26 2002

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 4-26-02

Filing Fee \$5

Approved: [Signature]

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

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

PAID

APR 29 2002

EXPEDITED
SECRETARY OF STATE

- 1. CORPORATE NAME: NEWPORT BUILDERS, 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 Harold W. Klingner
 First Name Middle Name Last Name

Registered Office 6577 North Will Road
 Number Street Suite No. (A P.O. Box alone is not acceptable)
Wilmington 60481 Grundy
 City ZIP Code County

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

Registered Agent Ronald R. Rassin
 First Name Middle Name Last Name

Registered Office 25 E. Washington, Suite 1000
 Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago 60602 Cook
 City ZIP Code County (016)

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20671430

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 April 11, 2002, NEWPORT BUILDERS, INC.
(Month & Day) (Year) (Exact Name of Corporation)

attested by Carl Kupfer by John R. Thomas
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Carl Kupfer, Secretary John R. Thomas, President
(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 _____, _____
(Month & Day) (Year) (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's registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

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20671430
Property of Cook County Office



STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of two
pages, as taken from the original on file in
this office.

Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED June 11, 2002

BY Jill L. Zupland

Office