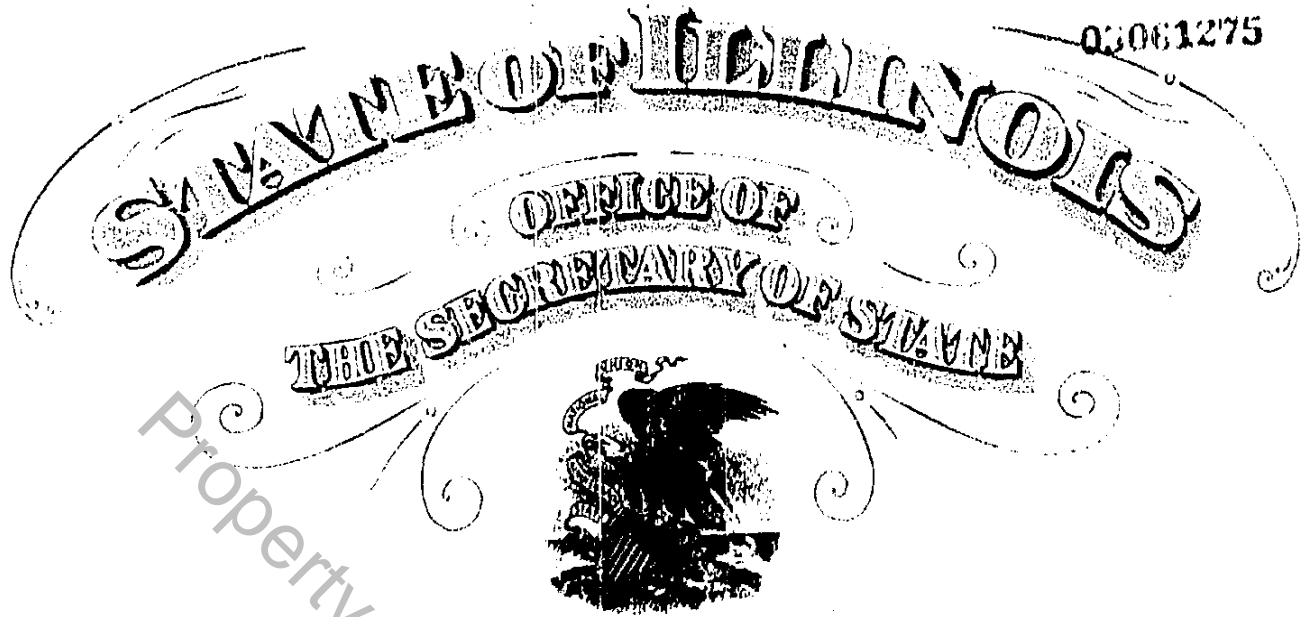


UNOFFICIAL COPY

File Number 4122-563-7 | 7 15

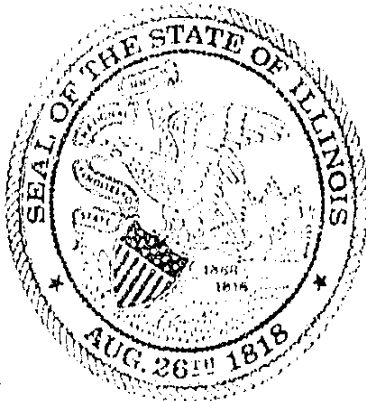
03061275



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BULKHEAD TRANSPORT COMPANY 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 17TH day of DECEMBER A.D. 19 93 and of the Independence of the United States the two hundred and 18TH.



George H. Ryan
SECRETARY OF STATE

31/50
F.D.

03061275

UNOFFICIAL COPY

Property of Cook County Clerk's Office

(Rev. Jan 1991)

File #

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

SUBMIT IN DUPLICATE

FILED

DEC 17 1993

**GEORGE H. RYAN
SECRETARY OF STATE**

This space for use by
Secretary of State

Date 12/17/93
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$

Approved: *[Signature]*

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

1. CORPORATE NAME: BULKMATIC TRANSPORT COMPANY

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on December 8

19 93 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; or 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 by 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;

(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 all the shareholders entitled to vote on this amendment.

(Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

EXPEDITED

DEC 17 1993

All changes other than name, include on page 2 **SECRETARY OF STATE**
(over)

RESOLVED, that ARTICLE FIVE of the Articles of Incorporation is amended in its entirety to read as follows:

"ARTICLE FIVE

Paragraph 1: The authorized shares shall be:

<u>Class</u>	<u>Par Value Per Share</u>	<u>Number of Authorized Shares</u>
Voting Common Shares	Without par value	500,000
Nonvoting Common Shares	Without par value	500,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

A. Equal Rights Except as hereinafter expressly provided, Voting Common Shares and Nonvoting Common Shares shall be of equal rank and shall entitle the holders thereof to the same rights and privileges. The corporation shall not subdivide, split up, combine or otherwise reclassify the shares of one class unless the shares of the other class are simultaneously subdivided, split up, combined or reclassified in the same manner.

B. Dividends. The holders of shares of Voting Common Shares and Nonvoting Common Shares shall be entitled to dividends, whether in cash or otherwise, when and as declared by the board of directors of the corporation out of any assets of the corporation legally available for such dividends pursuant to the laws of the State of Illinois at such time or times as the board of directors may determine. No dividend shall be declared or paid upon or set apart for either class of shares, unless the same action with respect to a dividend of an equal amount per share is concurrently taken for the other class of shares.

C. Liquidation Rights.

(I) In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of Voting Common Shares and Nonvoting Common Shares shall be entitled to share ratably, without distinction as to class, in all assets of the corporation available for distribution to its shareholders.

02061275

UNOFFICIAL COPY

Page 3

(II) A consolidation or merger of the corporation with or into any other corporation or corporations, or the sale, mortgage, lease or other disposition of all or any part of the assets of the corporation, shall not be deemed to constitute a liquidation, dissolution or winding up of the corporation within the meaning of this subparagraph C.

D. Voting Rights.

Subject to the laws of the State of Illinois, the entire voting power of the corporation in respect of all matters shall be vested exclusively in the holders of Voting Common Shares, who shall be entitled to one vote for each Voting Common Share held of record, and the holders of Nonvoting Common Shares shall not have by reason of their ownership thereof any right to vote or to any voice in the management of the corporation."

FURTHER RESOLVED, that effective as of the date these Articles of Amendment are filed with the Illinois Secretary of State and without further act of the Corporation or its sole shareholder, the sole shareholder of the Corporation shall be deemed (i) to have exchanged 249,000 of the Common Shares, without par value ("Common Shares"), then issued to him for an equal number of full paid and non-assessable Nonvoting Common Shares without par value, and (ii) to continue to be the sole holder of the remaining 10,000 Common Shares then issued to said sole shareholder, which 10,000 Common Shares thereupon shall be redesignated as an equal number of Voting Common Shares, without par value.

00000000
SAC 10/15/00

UNOFFICIAL COPY

Property of Cook County Clerk's Office

03661275

UNOFFICIAL COPY

3. The manner in which any exchange, redemption, cancellation 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") 249,000 of the issued common shares, without par value, owned by the sole shareholder of the corporation are exchanged for an equal number of full paid and non-assessable Nonvoting Common Shares, without par value, and the remaining 10,000 of the issued common shares, without par value, owned by the sole shareholder of the corporation are redesignated as an equal number of Voting Common Shares, without par value.

4. (a) The manner in which said amendment affects 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.

3061275

(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.

DEPT-01 \$31.50
T#0013 TRAN 0355 12/23/93 15:30:00
#0663 * -03-061275
COOK COUNTY RECORDER

Before Amendment After Amendment

Paid-in Capital \$ _____ \$ _____

(Complete either Item 5 or 6 below)

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 December 10, 19 93 BULKMATIC TRANSPORT COMPANY

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

L.J. Wiese, Assistant Secretary A.Y. Binham, Jr., President
(Type or Print Name and Title) (Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

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

Dated _____, 19 _____

RECORDS

UNOFFICIAL COPY

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 six 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 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;
 - (d) 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;
 - (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
 - (f) 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 supercede 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)



Please return to:

Frank G. Reeder, Esq.
Vedder, Price, Kaufman & Kammholz
222 N. LaSalle St., Suite 2600
Chicago, IL 60601