



CP0277213

Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 2003)

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Eugene "Gene" Moore Fee: \$28.50
Cook County Recorder of Deeds
Date: 09/30/2003 02:19 PM Pg: 1 of 3

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

Jesse White Secretary of State

SUBMIT IN DUPLICATE

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

Remit payment in check or money
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DATE FILED: 9/26/2003

*The filing fee for restated articles of
amendment - \$100.00

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Date
Franchise Tax \$
Filing Fee* \$25.00
Penalty \$
Interest \$
Approved: **PHS**

1. CORPORATE NAME: Gold Standard Enterprises, Inc.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on September 25,
(Month & Day)

2003 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)

Steve Ryd
20 N. Walker Dr., # 3550
Chicago, IL 60613

UNOFFICIAL COPY**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 the Articles of Incorporation of this Corporation be amended as follows:

ARTICLE FIVE of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and in its place and stead is substituted the following:

ARTICLE FIVE. Paragraph 1. The total number of shares of stock which the corporation shall have authority to issue is 1,000, divided into two classes as follows:

(a) One Hundred (100) shares of voting common stock, without par value ("Voting Common Stock"); and

(b) Nine Hundred (900) shares of non-voting common stock, without par value ("Non-Voting Common Stock").

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. The holders of Voting Common Stock in this Corporation shall have one (1) vote per share. The holders of Voting Common Stock shall not have the right to cumulate their votes for the election of directors of the corporation.

B. The holders of Non-Voting Common Stock in this Corporation shall not be entitled to vote on any matter that may be submitted to a vote of shareholders, whether at an annual or a special meeting of shareholders, except as may otherwise be required by the provisions of the Illinois Business Corporation Act of 1983. The holders of such Non-Voting Common Stock shall not be counted in determining a quorum of shareholders at any annual or special meeting of shareholders.

FURTHER RESOLVED, that the foregoing resolution shall be submitted to the sole shareholder of the Corporation for approval.

FURTHER RESOLVED, that upon the approval of the sole shareholder of the Corporation, the proper officers of the Corporation shall be and hereby are authorized, directed and empowered to do and perform any and all acts for and on behalf of the Corporation, including the execution of the Articles of Amendment to the Articles of Incorporation, as may be necessary or as may appear to said officers to be appropriate or desirable or in the best interests of the Corporation in order to carry out the foregoing amendment to the Articles of Incorporation.

FURTHER RESOLVED, that immediately upon the filing and effectiveness of the foregoing amendment to the Articles of Incorporation:

FURTHER RESOLVED, that the proper officers of the Corporation shall be and hereby are authorized and directed to issue, for and in the name of the Corporation, the Voting Common Stock and Non-Voting Common Stock authorized hereinabove, and further, said officers shall be and hereby are authorized and directed to take such other action as may be necessary or as may appear to said officers to be desirable in order to fully carry out the authorization set forth in the foregoing resolution for and on behalf of the Corporation.

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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")*

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")*

(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 those accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

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

6. The undersigned corporation has caused these articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 25, 2003 Gold Standard Enterprises, Inc.
(Month & Day) (Year) (Exact Name of Corporation at date of execution)

M. B.
(Any Authorized Officer's Signature)

Michael Binstein, CEO (Secretary)
(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)

