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0411845097

File Number 6081-327-2

Doc#: 0411845097
Eugene "Gene" Moore Fee: \$40.00
Cook County Recorder of Deeds
Date: 04/27/2004 11:51 AM Pg: 1 of 9

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
COMMERCIAL LOAN CORPORATION
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, Jesse White, 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. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

C-212.3

RECORDING DESK
BOX 170

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Form BCA-2.10	ARTICLES OF INCORPORATION	
(Rev. Jan. 1999)	This space for use by Secretary of State	
Jesse White Secretary of State Department of Business Services Springfield, IL 62756 http://www.sos.state.il.us	FILED PAID DEC 17 1999 DEC 17 1999 JESSE WHITE SECRETARY OF STATE	SUBMIT IN DUPLICATE!
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."		This space for use by Secretary of State Date <u>12-17-99</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>75.00</u> Approved: <u>z</u> \$ <u>100.00</u>

1. CORPORATE NAME: COMMERCIAL LOAN CORPORATION

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

2. Initial Registered Agent:	<u>JAMES</u>	<u>J.</u>	<u>KEMP, JR.</u>
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Initial Registered Office:	<u>1900</u>	<u>SPRING ROAD</u>	<u>500</u>
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>OAK BROOK</u>	<u>IL 60523-1495</u>	<u>DUPAGE</u>
	<i>City</i>	<i>County</i>	<i>Zip Code</i>

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

(44)

THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS CAN BE INCORPORATED UNDER THE ILLINOIS BUSINESS CORPORATION ACT.

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
<u>COMMON</u>	<u>\$ NPV</u>	<u>100,000</u>	<u>1,000</u>	<u>\$1,000.00</u>

TOTAL = \$1,000.00

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.)

6081-327-2

(over)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (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	City, State, ZIP

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 November 30 1999
 (Month & Day) Year

Signature and Name	Address
1. JAMES J. KEMP, JR. (Type or Print Name)	1900 SPRING ROAD, SUITE 500 Street WAK BROOK IL 60523 City/Town State ZIP Code
2. _____ Signature (Type or Print Name)	_____ Street City/Town State ZIP Code
3. _____ Signature (Type or Print Name)	_____ Street City/Town State ZIP Code

(Signatures must be in **BLACK 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 Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523

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UNOFFICIAL COPYForm **BCA-10.30**

(Rev. Jan. 1999)

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

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

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

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

ARTICLES OF AMENDMENT

CP0067080

FILED

FEB 14 2002

JESSE WHITE
SECRETARY OF STATE

File # 6081-327-2

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 2-14-02

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved by

FEB 19 2002
DEPARTMENT OF
BUSINESS SERVICES

1. CORPORATE NAME: COMMERCIAL LOAN CORPORATION

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on

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

(Year)

NOVEMBER 20, 2001

(Month & Day)

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:

(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.)*

RESOLVED: That Article FOUR of the Articles of Incorporation of the Corporation be and hereby is deleted in its entirety and the following Article FOUR is inserted in lieu thereof:

FOUR: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 6,000,000 of which (i) 5,000,000 shares of Common Stock, no par value per share ("Common Stock") and (ii) 1,000,000 shares of Preferred Stock, \$10.00 par value per share ("Preferred Stock").

The powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation shall be as determined by the Board of Directors of the Corporation when the Preferred Stock is issued by 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")*

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")*

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 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 JANUARY 24, 2002
 (Month & Day) (Year)
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
JAMES D. KEMP, JR.
 (Type or Print Name and Title)

COMMERCIAL LOAN CORPORATION
 (Exact Name of Corporation at date of execution)
 by [Signature]
 (Signature of President or Vice President)
PETER M. HUESER
 (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)

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FORM **BCA 5.10/5.20** (rev. Dec. 2003)
**STATEMENT OF CHANGE OF
 REGISTERED AGENT AND/OR
 REGISTERED OFFICE**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-3647
 www.cyberdriveillinois.com



CP0702233

Jesse White Secretary of State

FILED: 4/7/2004

File #

60813272

Filing Fee: \$25.00

Approved:

PHS

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

1. **CORPORATE NAME:** Commercial Loan Corporation
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	James		Kemp, Jr.	
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>	
Registered Office	1900 Spring Road, #500			
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>	
	Oak Brook		60523-1495	DuPage
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>	

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

Registered Agent	SCN&R Registered Agent, Inc.			
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>	
Registered Office	8000 Sears Tower			
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>	
	Chicago		60606	Cook
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>	

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)

SEE REVERSE SIDE FOR SIGNATURE(S).

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7. (If authorized by the board of directors, sign here. See Note 5)

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

Dated April 5, 2007 Corporation Loan Corporation
 (Month & Day) (Year) (Exact Name of Corporation)
[Signature]
 (Any Authorized Officer's Signature)
Peter HUESER, PRESIDENT
 (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)

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

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 a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

**RECORDING DESK
BOX 170**

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Property of Cook County Clerk's Office

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BOX 170

STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE
I hereby certify that this is a true and correct copy,
consisting of (Eight) pages as taxed, with the
original in the custody of the



Jesse White
JESSE WHITE
SECRETARY OF STATE

04-12-07
Eileen Ackman