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0418248045

FORM **BCA 2.10** (rev. Dec. 2003)
ARTICLES OF INCORPORATION
Business Corporation Act

Doc#: **0418248045**
Eugene "Gene" Moore Fee: \$26.50
Cook County Recorder of Deeds
Date: 06/30/2004 11:49 AM Pg: 1 of 2

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
(217) 782-6961
<http://www.cyberdriveillinois.com>

Filed 6/4/2004

Jesse White Secretary of State

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.
SEE NOTE 1 TO DETERMINE FEES!

Filing Fee: \$150.00 Franchise Tax \$ 25.00 Total \$ 175.00 File # **63584258** Approved: **CF**

Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. CORPORATE NAME: Electro-Motive Diesel, Inc. **CF**

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

2. Initial Registered Agent:	<u>Thomas</u>	<u>W.</u>	<u>Rissman</u>
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Initial Registered Office:	<u>676 N Michigan Ave, Suite 2800</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i> (A P.O. BOX ALONE IS NOT ACCEPTABLE)
	<u>Chicago</u>	<u>IL</u>	<u>60611</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>
			<u>Cook</u>

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**



CP0642233

The transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	1,000,000	10,000	\$ 10,000.00
			TOTAL = \$ 10,000.00

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.)

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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 _____ 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 May 26, 2004
 (Month & Day) Year

Signature and Name	Address
1. <u></u> Signature Thomas W. Rissman (Type or Print Name)	1. <u>676 N Michigan Ave.</u> Street Chicago IL 60611 City/Town State ZIP Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State ZIP Code
3. _____ Signature (Type or Print Name)	3. _____ 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 a duly authorized corporate officer. Type or print officer's name and title beneath signature.

Note 1: 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. (Minimum initial franchise tax is \$25)

The filing fee is \$150

The minimum total due (franchise tax + filing fee) is \$175.

Note 2: Return to:

 (Firm name)

 (Attention)

 (Mailing Address)

 (City, State, ZIP Code)