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FORM BCA 10.30R (rev. Dec. 2003)

ARTICLES OF AMENDMENT
RESTATED ARTICLES
OF INCORPORATION
Business Corporation Act

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


OCT 12 2004

JESSE WHITE
SECRETARY OF STATE



Doc#: 0429539136
Eugene "Gene" Moore Fee: \$38.00
Cook County Recorder of Deeds
Date: 10/21/2004 03:12 PM Pg: 1 of 8

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

1. CORPORATE NAME: SHURE INCORPORATED

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on SEPTEMBER 27,
2004 in the manner indicated below. ("X" one box only)
(Year) (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)

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3(a) List all provisions of the restated articles of incorporation that amend the existing articles of incorporation:

Article VII

3(b) Text of the Restated Articles of Incorporation: (Notr 6)
(Attach additional pages if extra space is needed.)

See Exhibit A attached hereto and made a part hereof.

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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")* (Note 7)

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>No Change</u>	\$ <u>No Change</u>

(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 27, 2004 SHURE INCORPORATED
 (Month & Day) (Year) (Exact Name of Corporation at date of execution)
S. La Mantia
 (Any Authorized Officer's Signature)
Santo A. LaMantia, 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 _____, _____
 (Month & Day) (Year)

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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, without shareholder approval, vote only to restate the articles of incorporation as amended. (§ 10.15(g))

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)

NOTE 6: The text of the restated articles of incorporation must set forth the following:

- (i) the date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;
- (ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles; and
- (iii) the number of shares of each class issued on the date of filing the restated articles and the amount of paid-in capital as of such date.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form BCA 5.10.

If the number of issued shares and/or paid-in capital have changed, it will be necessary to accompany this document with form BCA 14.30.

NOTE 7: If the paid-in capital is increased due to the provisions of the restatement, the corporation must pay all applicable franchise taxes, penalties and interest before this document can be accepted for filing.

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EXHIBIT A
TO
ARTICLES OF AMENDMENT AND RESTATED
ARTICLES OF INCORPORATION
OF
SHURE INCORPORATED

FIRST: The Corporation was incorporated on May 31, 1946. The Corporation's name at the time of its incorporation was SHURE BROTHERS, INCORPORATED. The Corporation's name was changed to SHURE BROTHERS INCORPORATED pursuant to Articles of Amendment to its Articles of Incorporation effective July 31, 1996. The Corporation's name was again changed to SHURE INCORPORATED pursuant to Articles of Amendment to its Articles of Incorporation effective June 18, 1999.

SECOND: The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I
[restated]

The name of the Corporation is: SHURE INCORPORATED.

ARTICLE II
[restated]

The name and address of the registered agent of the Corporation are: Santo A. LaMantia, 5800 W. Touhy Avenue, Niles, Cook County, Illinois 60714-4608.

ARTICLE III
[restated]

The duration of the Corporation is perpetual.

ARTICLE IV
[restated]

The purposes or purposes for which the Corporation is organized are:

To engage in any lawful businesses for which a corporation may be organized under the Business Corporation Act of 1993, as amended.

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ARTICLE V [restated]

Paragraph A. The number, class, and par value of shares the Corporation is authorized to issue are:

<u>Class</u>	<u>Par Value Per Share</u>	<u>Number of Shares Authorized</u>
Class A common	\$0.0001	1,000,000
Class B common	No par value	1,000,000

Paragraph B. The preferences, qualifications, limitations, restrictions, and the special or relative rights of the shares of each class are:

(i) With respect to voting. A holder of Class A common shall be entitled to one vote for each such share so held but without right to cumulate votes for the election of Directors. Except as expressly required by law, the holders of Class B common shares shall have no voting power and shall not be entitled to notice of meetings of shareholders.

(ii) With respect to dividends. No dividends shall be declared, set aside, or paid on shares of Class A common, and all rights to dividends as declared by the Board of Directors shall be in the holders of Class B common shares.

(iii) With respect to distributions in redemption or upon dissolution, liquidation, or winding up. The amount or value of any and all distributions in redemption of a share of Class A common, or for such share in dissolution, liquidation, or winding up of the affairs of the Corporation or the like, shall not exceed in aggregate the par value of such share, and no such limitation shall apply to such distributions on or for shares of Class B common.

(iv) With respect to preemptive rights. The shareholders shall have no preemptive rights to acquire unissued shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI [restated]

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, provided, however, that this Article VI shall not eliminate or limit the liability of a Director (A) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (B) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (C) under Section 8.65 of the Illinois Business Corporation Act of 1983, or (D) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

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ARTICLE VII [amended]

Paragraph A. Notwithstanding anything to the contrary in the Articles of Incorporation (including Article V), whenever any person or entity other than Rose L. Shure, in each case whether in a personal capacity, as trustee or otherwise, is entitled to vote any shares of the Corporation at any meeting of the shareholders of the Corporation (or is entitled to give consent in lieu of meeting) for the election or removal of any Directors of the Corporation:

(i) The number of Directors constituting the Board of Directors of the Corporation shall be five (5) Directors, each of whom shall be elected (and may be removed) from time to time by the Class A common shareholders of the Corporation, provided that (a) at least two (2) Directors shall be Independent Directors and, in addition, (b) one (1) shall be an individual approved to serve as a Director by the holders of at least a majority of the Class B common shares of the Corporation then issued and outstanding. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors due to the operation of this Paragraph A(i) shall be filled as promptly as practicable after the vacancy or increase occurs by election at an annual meeting or at a special meeting of the Class A common shareholders of the Corporation called for that purpose (or by proper consent in lieu of a shareholder meeting), subject to the *proviso* contained above in this Paragraph A(i).

(ii) The Corporation shall not effect any Restructuring or Issuance unless the holders of at least a majority of the Class B common shares of the Corporation then issued and outstanding (excluding any shares then to be issued) have approved such Restructuring or Issuance.

Paragraph B. As used in this Article VII:

(i) The term "Independent Director" shall mean an individual who: (a) is not (1) an Insider, (2) a spouse of an Insider, (3) an ancestor, lineal descendant, sibling, or lineal descendant of a sibling of an Insider or of the spouse of an Insider, or (4) a spouse of an ancestor, lineal descendant, sibling, or lineal descendant of a sibling described in clause (a)(3) above; (b) does not, directly or indirectly, have a material business or professional relationship (as attorney, accountant, consultant, or other provider of material goods or services) with the Corporation, any Affiliate, an Insider, or a spouse of an Insider; and (c) does not have, directly or indirectly, a material financial interest in and is not an employee or executive officer (or similar managing person) or the spouse of an employee or executive officer (or similar managing person) of any entity the management and policies of which are subject to influence by the Corporation, any Affiliate, an Insider or the spouse of an Insider.

(ii) The term "Insider" shall mean an employee or executive officer (or a general partner, manager, or other similar managing person in the case of a partnership, limited liability company, or other entity that is not a corporation) of the Corporation or of any Affiliate.

(iii) The term "Affiliate" shall mean, with respect to the Corporation, any other corporation, partnership, limited liability company, trust, or other person or entity controlling, controlled by, or under common control with the Corporation.

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(iv) The term “control” and derivations of such term shall mean and refer to possession of the power, directly or indirectly, to (a) vote more than fifty percent (50%) of the voting securities or other equity interests having ordinary power for the election of Directors or other comparable managing persons or (b) direct or cause the direction of the management and policies of such entity, whether by contract or otherwise.

(v) The term “Restructuring” shall mean any reclassification or other change in the rights or preferences of any existing class or series of shares of the Corporation, the effect of which would be to diminish or dilute the rights or preferences of the Class B common shares of the Corporation with respect to dividends or distributions from the Corporation.

(vi) The term “Issuance” shall mean issuance by the Corporation of: (a) any Class B common shares of the Corporation; (b) any other shares of the Corporation of any class or series with respect to which any dividends or distributions from the Corporation (including distributions in purchase, redemption, liquidation, or otherwise) may be declared, set aside, or paid; or (c) any options, warrants, or other rights to acquire (whether by purchase, conversion, exchange, or otherwise) any shares described in this Paragraph B(vi).

Paragraph C. Notwithstanding anything to the contrary in the Articles of Incorporation (including Article V) but in addition to any other applicable requirements for amendment of these Articles of Incorporation, this Article VII may not be amended, altered, or repealed in whole or in part without the approval of the holders of at least a majority of the Class B common shares of the Corporation then issued and outstanding.

THIRD: The amount of Paid-in Capital of the Corporation is \$135,303.00, and the number of shares of the Corporation of each class issued are as follows:

<u>Class</u>	<u>Number of Shares Issued</u>
Class A common	135,304.53
Class B common	135,304.53