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Eugene "Gene" Moore Fee: \$30.50  
Cook County Recorder of Deeds  
Date: 10/29/2004 02:51 PM Pg: 1 of 4

FORM NFP 110.30 (rev. Dec. 2003)  
ARTICLES OF AMENDMENT  
General Not For Profit Corporation Act

## FILED

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832  
http://www.cyberdriveillinois.com

### OCT 25 2004

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

File # 0278717 Filing Fee: \$25.00 Approved: *kk*  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate name (Note 1): Young Men's Christian Association of Metropolitan Chicago Foundation for Greater Roseland

2. Manner of adoption of amendment:  
The following amendment of Articles of Incorporation was adopted on April 16, 2004 in the manner indicated below (Check one only):  
(Month, Day & Year)

- By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (Note 3)
- By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (Note 5)

3. Text of amendment  
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3 (b) below for all other amendments. \*Article 1: The name of the corporation is:

\_\_\_\_\_  
(New Name)

(b) All amendments other than name change.  
(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 add the full text of the amendment, add one or more sheets of this size.

SEE ATTACHED  
(COMPLETE ITEM 4 OR, IF APPLICABLE, ITEM 5.) ALL SIGNATURES MUST BE IN BLACK INK.



SIDLEY AUSTIN BROWN & WOOD  
10 S. DEARBORN  
CHICAGO, IL. 60603

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4. The undersigned corporation has caused these articles to be signed by duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated October 19, 2004  
(Month, Day, Year)  
*[Signature]*  
(An Authorized Officer's Signature)  
Stephen S. Cole  
(Print Name and Title)

Young Men's Christian Association of  
Metropolitan Chicago Foundation for  
(Exact Name of Corporation) Greater Roseland

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title. The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_ (Month, Day & Year)

Signature

Print Name and Title

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

### NOTES

**Note 1:** State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.

**Note 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15

**Note 3:** Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

**Note 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members 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 members 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 votes of such members entitled to vote and not less than a majority within each when class voting applies. (*Sec. 110.20*)

**Note 5:** When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (*Sec. 107.10 & 110.20*)

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## AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF METROPOLITAN CHICAGO FOUNDATION FOR GREATER ROSELAND

Articles 4 and 5 are hereby revised to provide in their entirety as follows:

### Article 4

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

### Article 5

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article

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IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the secretary of housing and urban development.
- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article 4(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.