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Date: 12/30/2004 11:37 AM Pg: 1 of 4

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
www.cyberdriveillinois.com

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JESSE WHITE
SECRETARY OF STATE

217-13

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

Article 1. The name of the corporation is: National Restaurant Owners PG, Inc. (NRP)

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent CT Corporation System
First Name Middle Name Last Name
Registered Office 208 South LaSalle Street
Number Street (Suite #) (A.P.O. Box alone is not acceptable)
Chicago IL 60604 Cook County
City ZIP Code County

Article 3: The first Board of Directors shall be 3 in number, their names and addresses being as follows: (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
Thomas B. McGowan, IV,	20595 Lorain Road,	Fairview Park,	OH	44126
Thomas B. McGowan, III,	20595 Lorain Road,	Fairview Park,	OH	44126
Nicolle C. McGowan,	20595 Lorain Road,	Fairview Park,	OH	44126

Article 4. The purposes for which the corporation is organized are:
Please see attached.

(over)

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Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page if additional space is needed):

Please see attached.

Article 6. **NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated December 28, 2004.
(Month & Day) (Year)

SIGNATURES AND NAMES	POST OFFICE ADDRESS
1. <u>Cleovone M. Gaillard</u> Signature <u>Cleovone M. Gaillard, Esq.</u> Name (please print)	1. <u>Thompson Hine LLP, 127 Public Sq.</u> Street <u>3900 Key Ctr., Cleveland, OH 44114</u> City/Town State ZIP
2. _____ Signature _____ Name (please print)	2. _____ Street _____ City/Town State ZIP
3. _____ Signature _____ Name (please print)	3. _____ Street _____ City/Town State ZIP
4. _____ Signature _____ Name (please print)	4. _____ Street _____ City/Town State ZIP
5. _____ Signature _____ Name (please print)	5. _____ Street _____ City/Town State ZIP

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- 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. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

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**ATTACHMENTS TO
ARTICLES OF INCORPORATION
OF
NATIONAL RESTAURANT OWNERS PG, INC.**

ARTICLE 4. PURPOSES.

The purposes for which the corporation is organized are:

- A. To purchase liability insurance on a group basis to cover the similar or related exposure of the Corporation's members;
- B. To institute risk management and loss prevention programs for the Corporation's members; and
- C. To otherwise exercise all rights and enjoy all privileges granted to a Purchasing Group by the provisions of the "Risk Retention Amendments of 1986," 100 Stat. 3170, 15 U.S.C. 3901, as amended.

ARTICLE 5. MEMBERS.

The Corporation shall have one (1) class of members. Such members shall have no voting rights.

ARTICLE 7. CERTAIN RESTRICTIONS ON ACTIVITIES.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future or amended United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future or amended United States Internal Revenue Law).

REGULATING DESK
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UNOFFICIAL COPY**ARTICLE 8. DISSOLUTION.**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future or amended United States Internal Revenue Law) as the Board of Directors shall determine. In making such determination, the Directors are requested, but not directed, to give consideration to the purposes specified in Article 4 above, and to organizations that do not receive substantial governmental aid; but this sentence shall not in any way limit the discretion of the Directors.

ARTICLE 9. AMENDMENTS.

These Articles may be amended or superceded, in whole or in part, by the affirmative vote of at least two-thirds (2/3) of the Directors of this Corporation (as there are no voting members), at any meeting called for that purpose, or without a meeting by the written consent of all of the Directors of this Corporation.

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