

UNOFFICIAL COPY

FORM **BCA 13.40** (rev. Dec. 2003)

**APPLICATION FOR AMENDED
AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**
Business Corporation Act

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

FILED

AUG 25 2005

**JESSE WHITE
SECRETARY OF STATE**



Doc#: **0524319086** Fee: **\$30.00**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 08/31/2005 12:07 PM Pg: 1 of 4

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

File # F6295-002-1

Filing Fee: \$25.00

Approved: *[Signature]*

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

1. (a) CORPORATE NAME: Ethan Allen Inc.

(b) If changed, NEW CORPORATE NAME: Ethan Allen Retail, Inc.

(c) (Complete only if the new corporate name is not available in this state.)
ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) If changed, Period of Duration: _____

3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$50 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$150. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee. The fees outlined in this paragraph are in addition to the \$25 filing fee in the upper right hand corner of this form.

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

Dated

7/28
(Month/Day)

2005
(Year)

Ethan Allen Retail, Inc.

(Exact Name of Corporation)

[Signature]
(Any Authorized Officer's Signature)

Zaneta A. Banks
(Type or Print Name and Title)

RECORDING DESK
BOX 170

C-196.11

UNOFFICIAL COPY

Delaware

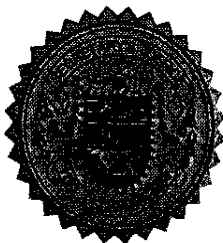
The First State

62950021
1330
#50
FILED
AUG 25 2005
PAGE 1
JESSE WHITE
SECRETARY OF STATE
COPY

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ETHAN ALLEN INC.", CHANGING ITS NAME FROM "ETHAN ALLEN INC." TO "ETHAN ALLEN RETAIL, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2005 AT 9:02 O'CLOCK P.M.

Property of Cook County Clerk's Office

RECORDING DESK
BOX 170



2199600 8100

050684815

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4102367

DATE: 08-18-05

FROM CORPORATION TRUST WILM. TEAM #
State of Delaware
Secretary of State
Division of Corporations
Delivered 09:15 PM 06/29/2005
FILED 09:02 PM 06/29/2005
SRV 050544954 - 2199600 FILE

UNOFFICIAL COPY

WED 6/29/05 20:11/ST. 2013/NO. 4863796723 P 2

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
ETHAN ALLEN INC.

Pursuant to

§ 242 of the Delaware General Corporation Law

ETHAN ALLEN INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors and sole shareholder of the Corporation, in accordance with the General Corporation Law of the State of Delaware (the "Law"), duly adopted resolutions setting forth the following amendment (the "Amendment") to the Restated Certificate of Incorporation of the Corporation, declaring the Amendment to be advisable:

SECOND: That the Amendment was adopted by unanimous written consent of the directors of the Corporation followed by the unanimous written consent of the sole holder of the outstanding shares of common stock entitled to vote thereon, all in accordance with Sections 202, 141(f), and 228 of the Law.

THIRD: Accordingly, the Restated Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety the present Article First and substituting in lieu thereof the following:

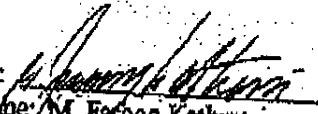
RECORDING DESK
BOX 170

UNOFFICIAL COPY

"First: The name of the corporation is Ethan Allen Retail, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by M. Farooq Kathwari, its President and Chief Executive Officer, this 28th day of June, 2005.

ETHAN ALLEN INC.

By: 
Name: M. Farooq Kathwari
Title: President and Chief Executive Officer

Property of Cook County Clerk's Office

**RECORDING DESK
BOX 170**