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6405-850-9

Form **BCA-2.10**

**ARTICLES OF INCORPORATION**

(Rev. Jan. 1995)  
George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756

This space for use by Secretary of State  
**FILED**  
FEB 23 2005  
JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**  
This space for use by Secretary of State  
Date 2-23-05  
Franchise Tax \$ 25  
Filing Fee \$ 150  
Approved: *[Signature]* 175

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: Sphinx Investment, INC.

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

2. Initial Registered Agent: Russ Stewart  
First Name Middle Initial Last name  
Initial Registered Office: 805 W. Touhy  
Number Street Suite #  
Park Ridge, IL 60068 / Cook  
City Zip Code County

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.)  
purchase and development and management of commercial and residential REAL ESTATE.

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

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
<u>Common</u>	<u>\$ No Par</u>	<u>100</u>	<u>100</u>	<u>\$ 1000-</u>

TOTAL = \$ 1000 -

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: None  
(If not sufficient space to cover this point, add one or more sheets of this size.)



Doc#: 0528539039 Fee: \$26.50  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 10/12/2005 01:24 PM Pg: 1 of 2

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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	Residential Address	City, State, ZIP
N/A		

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: \$ N/A  
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ N/A  
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ N/A  
 (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: \$ N/A

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 Feb 1, 2005

Signature and Name	Address
1. <u>[Signature]</u> Russ Stewart (Type or Print Name)	1. 805 W. Touhy Ave. Street Park Ridge, IL 60068 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 its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**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, with a minimum of \$25.
  - The filing fee is \$75.
  - The **minimum total due** (franchise tax + filing fee) is **\$100**.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
  - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756  
 Department of Business Services Telephone (217) 782-9522 or 782-9523