

# UNOFFICIAL COPY



FORM **BCA 2.10** (rev. Dec. 2003)  
**ARTICLES OF INCORPORATION**  
Business Corporation Act

**Doc#:** 0608639023 **Fee:** \$30.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 03/27/2008 03:28 PM Pg: 1 of 4

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9522  
(217) 782-6961  
<http://www.cyberdriveillinois.com>

**FILED**  
**MAR 21 2006**  
JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.  
**SEE NOTE 1 TO DETERMINE FEES!**

Filing Fee: \$150.00 Franchise Tax \$ 25 Total \$ 175 File # 6481-7175 Approved: [Signature]  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. CORPORATE NAME: Kanbay (China) Incorporated [Signature] ✓

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

2. Initial Registered Agent: Mark L. Gordon  

First Name	Middle Initial	Last name
<u>77 West Wacker Drive, Suite 4100</u>		
<u>Chicago</u>	<u>IL 60601-1815</u>	<u>Cook</u>
<u>City</u>	<u>ZIP Code</u>	<u>County</u>

016 ✓

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.) (44) ✓  
The nature of business or purpose or purposes for which the corporation is organized is to engage in and the transaction of any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act of 1983, as amended.

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

Class	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
<u>Common Stock</u>	<u>100,000</u>	<u>10,000</u>	<u>\$ 10,000</u>
<b>TOTAL = \$ 10,000</b>			

 ✓

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

**BOX 314**

(931139-10JH2)

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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	Address	City, State, ZIP

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: \$ \_\_\_\_\_  
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
 (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: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS** See Exhibit A attached hereto  
 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 March 20, 2006  
 (Month & Day) Year

Signature and Name	Address
1. <u>Karen J. Gubitz</u> Signature Karen J. Gubitz (Type or Print Name)	1. 27 West Wacker Drive, Suite 4100 ✓ Street Chicago, IL 60601-1815 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 a duly authorized corporate officer. Type or print officer's name and title beneath signature.

Note 1: 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. (Minimum initial franchise tax is \$25)

The filing fee is \$150  
 The minimum total due (franchise tax + filing fee) is \$175.

Note 2: Return to:  
 \_\_\_\_\_  
 (Firm name)  
 \_\_\_\_\_  
 (Attention)  
 \_\_\_\_\_  
 (Mailing Address)  
 \_\_\_\_\_  
 (City, State, ZIP Code)

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## Kanbay (China) Incorporated

### Exhibit to Articles of Incorporation

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#### 7. Optional: Other Provisions

##### Denial of Cumulative Voting

No holder of any class of shares of the corporation shall be entitled to cumulative voting rights at any time with respect to the election of directors of the corporation or any other matters which may be submitted to a vote by shareholders.

##### Opt-Out of Section 11.75 (Business Combinations)

Unless these Articles of Incorporation are amended or repealed with respect to this paragraph or unless the by-laws of the corporation designate otherwise, the corporation expressly elects not to be governed by Section 11.75 of the Illinois Business Corporation Act of 1983, as amended.

##### Limitation of Director Liability

To the fullest extent permitted by the Illinois Business Corporation Act of 1983, as amended, no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this provision 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 which involve intentional misconduct or a knowing violation of law, (c) under Section 8.65 of the Illinois Business Corporation Act of 1983, as amended, or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this section, unless otherwise required by law, shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of, a director of the corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

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Property of Cook County Clerk's Office

STATE OF ILLINOIS  
OFFICE OF THE SECRETARY OF STATE  
I hereby certify that this is a true and correct copy,  
consisting of three pages, as taken from the  
original on file in this office.



*Jesse White*  
JESSE WHITE  
SECRETARY OF STATE

DATE: 3-22-06

BY: *J*

**EXPEDITED**  
**SECRETARY OF STATE**

MAR 22 2006

EXP. FEES 50

COPY FEES 25