



FORM **BCA 10.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
Business Corporation Act

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Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 07/31/2006 03:17 PM Pg: 1 of 4

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
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CP0345338

SECRETARY OF STATE **JESSE WHITE**

FILED: 7/27/2006

61131523

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File # _____ Filing Fee: \$50.00 Approved: _____
Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. CORPORATE NAME: MCNAIR INC. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:
The following amendment of the Articles of Incorporation was adopted on July 1,
(Month & Day)

2006 in the manner indicated below. ("X" one box only)
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.11; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:
a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

N/A

(NEW NAME)

All changes other than name, include on page 2 (over)

C-173.13
After recording return to:
Sue Ann Ryckeghem
Horwood Marcus & Berk Chartered
180 North LaSalle Street
Suite 3700
Chicago, Illinois 60601

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Text of Amendment

- b. *(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 do so, add one or more sheets of this size.)*

See Exhibit A Attached Hereto and Made a Part Hereof.

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4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

The corporation to date has issued 1,000 shares of common stock, which shall remain outstanding as Voting Common Stock.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*
(Note 6)

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>1,000.00</u>	\$ <u>1,000.00</u>

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused these articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated July 2006 MCNAIR INC.
(Month & Day) (Year) (Exact Name of Corporation at date of execution)
[Signature]
(Any Authorized Officer's Signature)
JANICE CORLEY, PRESIDENT
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____
(Month & Day) (Year)

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EXHIBIT A
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MCNAIR INC.

Article No. 4 Paragraph 1 is hereby deleted in its entirety and replaced as follows:

<u>Class</u>	<u>Par Value</u>	<u>#Shares Authorized</u>
Voting Common	No Par Value	100,000
Non-Voting Common	No Par Value	20,000

Article No. 4 Paragraph 2 Insert the following:

The holders of Non-Voting Common Stock shall not be entitled to vote on any corporate matter. With the exception of voting rights, the holders of Non-Voting Common Stock shall have the identical distribution, liquidation and other rights as the holders of Voting Common Stock.

Article No. 7 Insert the following:

To the fullest extent that the Illinois Business Corporation Act of 1983, as it exists on the date hereof, or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

Each outstanding share of Voting Common Stock shall be entitled to one vote in each matter submitted to vote at a meeting of shareholders, and in all elections for directors, every shareholder shall have the right to vote the number of shares owned by such shareholder for each director. Shareholders of Voting Common Stock shall not be allowed to cumulate their votes for any one candidate.