

File Number 6021-035-7



State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF  
CERNICK ENTERPRISES INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 16TH day of NOVEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD



*George H Ryan*

Secretary of State

Form **BCA-2.10** UNOFFICIAL COPY ARTICLES OF INCORPORATION

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

This space for use by Secretary of State  
**FILED**  
NOV 16 1998  
GEORGE H. RYAN  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**  
  
This space for use by Secretary of State  
Date 11-16-98  
Franchise Tax \$ 25.00  
Filing Fee \$ 25.00  
Approved: [Signature]

1. CORPORATE NAME: CERNICK ENTERPRISES INC.

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

2. Initial Registered Agent: Paul Cernick  
*First Name Middle Initial Last name*  
Initial Registered Office: 2111 North Dayton Street, Apt. 2  
*Number Street Suite #*  
Chicago IL 60614 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.)  
  
To engage in all lawful businesses for which a corporation may be formed under the Business Corporation Act of Illinois.

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
Common	\$ NPV	1,000	100	\$ 100.00

TOTAL = \$ 100.00

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.)

The right of a holder of shares of the corporation to cumulate his votes in elections of directors hereby is denied.

**EXPEDITED**

(over)

NOV 16 1998

SECRETARY OF STATE

# UNOFFICIAL COPY

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: one (1)  
(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
Paul Cernick	2111 North Dayton Street, Apt. 2,	Chicago, IL 60614

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: \$ \_\_\_\_\_  
(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**

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 November 14, 1998.

Signature and Name	Address
1. <u><i>Phyllis M. Funkenbusch</i></u> Signature Phyllis M. Funkenbusch (Type or Print Name)	1. <u>3500 Three First National Plaza</u> Street Chicago, IL 60602 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

C-162.18

ATTACHMENT TO FORM BCA-2.10  
ARTICLES OF INCORPORATION  
OF  
CERNICK ENTERPRISES INC.

6. To the fullest extent permitted by the Illinois Business Corporation Act, as the same now exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director, provided that nothing herein shall be construed to eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) acts for which the director shall be liable under Section 8.65 of the Illinois Business Corporation Act, as amended from time to time, or (iv) any transaction from which the director derived an improper personal benefit. Nothing herein shall be construed to eliminate or limit the liability of a director for any act or omission occurring before the effective date of this Article."

Dated November 14, 1998



AFTER RECORDING PLEASE MAIL TO:

Paul Cernick  
2111 North Dayton Street, Apt. 2  
Chicago, IL 60614