

# UNOFFICIAL COPY



FORM **BCA 5.10/5.20** (rev. Dec. 2003)  
**STATEMENT OF CHANGE OF  
REGISTERED AGENT AND/OR  
REGISTERED OFFICE**  
Business Corporation Act

Doc#: 0832255042 Fee: \$58.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 11/17/2008 02:31 PM Pg: 1 of 12

Jesse White, Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 328  
Springfield, IL 62756  
217-782-7808  
www.cyberdriveillinois.com

**SECRETARY OF STATE JESSE WHITE FILED 10/22/08**

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

File # D 5054-913-5 Filing Fee: \$25 Approved: SG  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

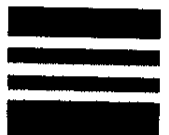
1. Corporate Name: AAT Sales, Inc. 1935.001  
2. State or Country of Incorporation: Illinois  
3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent: Corporation Agents, Inc.  
First Name Middle Name Last Name  
Registered Office: P O Box 400 611 S Milwaukee  
Number Street Suite # (P.O. Box alone is unacceptable)  
Libertyville 60058 LAKE  
City ZIP Code County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):  
Registered Agent: Richmond A Payne  
First Name Middle Name Last Name  
Registered Office: 2800 W Higgins Road  
Number Street Suite #  
Hoffman Estates 60169-7221 Cook  
City ZIP Code Suite # (P.O. Box alone is unacceptable)  
County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)  
a.  Resolution duly adopted by the board of directors. (See Note 5 on reverse.)  
b.  Action of the registered agent. (See Note 6 on reverse.)

SEE REVERSE FOR SIGNATURE(S).



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**7. If authorized by the board of directors, sign here. (See Note 5 below.)**

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

Dated October 6, 08 AAT Sales, Inc.  
Month & Day Year Exact Name of Corporation

  
Any Authorized Officer's Signature

Thomas F. Ballowe - President  
Name and Title (type or print)

**If change of registered office by registered agent, sign here. (See Note 6 below.)**

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

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Signature of Registered Agent of Record

\_\_\_\_\_  
Name (type or print)  
 If Registered Agent is a corporation,  
 Name and Title of officer who is signing on its behalf.

### NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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Certificate Number 94991



**To all to whom these Presents Shall Come, Greeting:**

**Whereas,** *Articles of Incorporation, duly signed and verified, of*

AAT SALES INC.

*have been filed in the Office of the Secretary of State, on the 13th day of November A. D. 19 74, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.*

*Now Therefore, I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby, issue this certificate of incorporation, and, attach thereto, a copy of the Articles of Incorporation of the aforesaid corporation.*

**In Testimony Whereof,** *There to, set my hand, and, cause to be affixed the Great Seal of the State of Illinois*

*Done at the City of Springfield, this 13th day of November A. D. 19 74 and of the Independence of the United States the one hundred and 99th*

*Michael J. Howlett*

SECRETARY OF STATE.



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FORM B C A-47

BEFORE ATTEMPTING TO EXECUTE THESE BLANKS BE SURE TO READ CAREFULLY THE INSTRUCTIONS ON THE BACK THEREOF.

(THESE ARTICLES MUST BE FILED IN DUPLICATE)

STATE OF ILLINOIS,

COOK

COUNTY

ss.

TO MICHAEL J. HOWLETT, Secretary of State

6095 11

The undersigned,

(Do not write in this space)

Date Paid 11-13-74

Initial License Fee \$ 2.50

Franchise Tax \$ 16.67

Filing Fee \$ 75.00

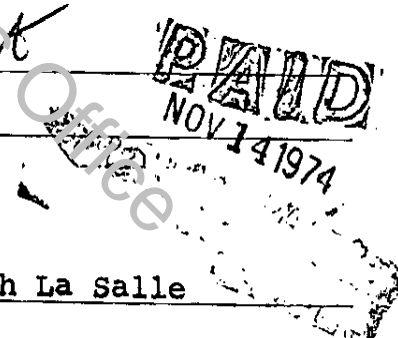
Clerk B \$ 94.17

Name	Number	Street	Address City	State
Thomas F. Ballowe	1037	Shari Lane,	Libertyville, Ill.	60048
Arvil Stapp	9600	Berwyn Ave.,	Rosemont, Ill.	60018

being one or more natural persons of the age of twenty-one years or more or a corporation, and having subscribed to shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

### ARTICLE ONE

The name of the corporation hereby incorporated is: AAT Sales Inc.



### ARTICLE TWO

The address of its initial registered office in the State of Illinois is: 135 South La Salle

Street, in the City of Chicago (60603) County of Cook and (Zip Code)

the name of its initial Registered Agent at said address is: Leigh R. Gignilliat

### ARTICLE THREE

The duration of the corporation is: perpetual

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## ARTICLE FOUR

The purpose or purposes for which the corporation is organized are: to engage in the manufacture distribution and sale of food service equipment and other products of all descriptions, and for those purposes to acquire, own, use, convey and otherwise dispose and deal in real property.

## ARTICLE FIVE

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is \_\_\_\_\_, divided into one classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Class	Series (If any)	Number of 'Shares'	Par value per share or statement that shares are without par value
Common	None	100,000	Without par value

PARAGRAPH 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

- (a) There are pre-emptive rights.
- (b) The shares which the Company proposes to issue as set forth in Article VII will be issued pursuant to a plan meeting the requirements of Section 1244 of the Internal Revenue Code.

**UNOFFICIAL COPY****ARTICLE SIX**

The class and number of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration (expressed in dollars) to be received by the corporation therefor, are:

Class of shares	Number of shares	Total consideration to be received therefor:
Common	5,000	\$ 5,000 in cash
		\$

**ARTICLE SEVEN**

The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

**ARTICLE EIGHT**

The number of directors to be elected at the first meeting of the shareholders is: Four (4)

**ARTICLE NINE**

PARAGRAPH 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$\_\_\_\_\_

PARAGRAPH 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$\_\_\_\_\_

PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$\_\_\_\_\_

PARAGRAPH 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$\_\_\_\_\_

NOTE: If all the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or if the incorporators elect to pay the initial franchise tax on the basis of its entire stated capital and paid-in surplus, then the information called for in Article Nine need not be stated.

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*Thomas F. Ballowe*  
*Arvil Stapp*

Incorporators

NOTE: There may be one or more incorporators. Each incorporator shall be either a corporation, domestic or foreign, or a natural person of the age of twenty-one years or more. If a corporation acts as incorporator, the name of the corporation and state of incorporation shall be shown and the execution must be by its President or Vice-President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an Assistant Secretary.

## OATH AND ACKNOWLEDGMENT

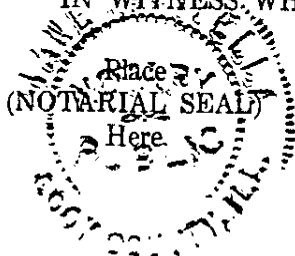
STATE OF ILLINOIS }  
Cook County } ss.

I, Quane R. Supella, A Notary Public, do hereby certify that on the 1st day of Nov. 1974

Thomas F. Ballowe and Arvil Stapp

personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



*Quane R. Supella*  
Notary Public

FORM B C A-47

### ARTICLES OF INCORPORATION

**AAT Sales, Inc.**

The following fees are required to be paid at the time of issuing Certificate of Incorporation: Filing fee \$75.00; Initial license fee of 50¢ per \$1,000.00 or 1/20th of 1% of the amount of stated capital and paid-in surplus the corporation proposes to issue without further report (Article Six); Initial franchise tax of 1/10th of 1% of the issued, as above noted. However, the minimum initial franchise tax is \$25.00 and varies monthly on \$25,000, or less, as follows: January, \$37.50; February, \$35.42; March, \$33.33; April, \$31.25; May, \$29.17; June, \$27.08; July, \$25.00; August, \$22.92; September, \$20.83; October, \$18.75; November, \$16.67; December, \$14.58; (See Sec. 133 BCA).

In excess of \$25,000, the franchise tax per \$1,000.00 is as follows: Jan., \$1.50; Feb., 1.4167; March, 1.3334; April, 1.25; May, 1.1667; June, 1.0834; July, 1.00; Aug., .9167; Sept., .8334; Oct., .75; Nov., .6667; Dec., .5834.

All shares issued in excess of the amount mentioned in article Six of this application must be reported within 60 days from date of issuance thereof, and franchise tax and license fee paid thereon; otherwise, the corporation is subject to a penalty of 1% for each month on the amount until reported and subject to a fine of not to exceed \$500.00.

The same fees are required for a subsequent issue of shares except the filing fee is \$1.00 instead of \$75.00.

**FILED**

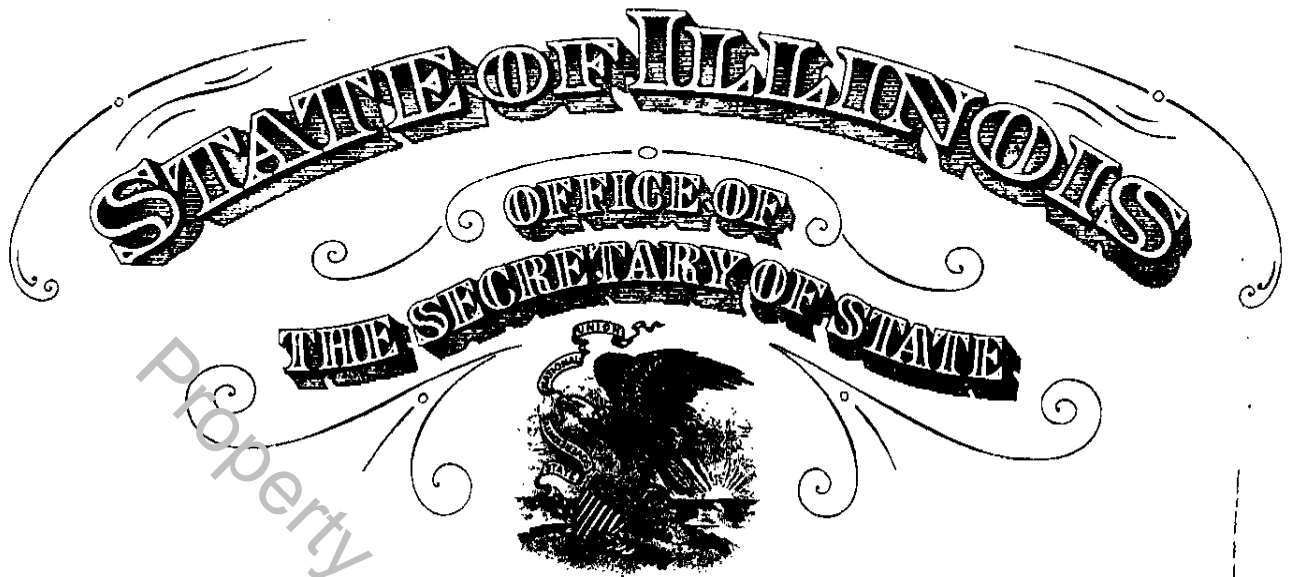
NOV 13 1974

*Mitchell J. Howlett*

SECRETARY OF STATE



## UNOFFICIAL COPY

Certificate 25033

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

AAT SALES, INC.

have been filed in the Office of the Secretary of State, on the 20th day of January A. D. 1976, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment, and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I heretofore set my hand and cause to be affixed the Great Seal of the State of Illinois

Done at the City of Springfield, this 20th

day of January AD. 19 76, and

of the Independence of the United States

the two hundred and 00

(SEAL)

Michael J. Howlett

SECRETARY OF STATE



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FORM BCA-55

(Do not write in this space)

Date Paid	1-10-76	
License Fee		\$
Franchise Tax		\$
Filing Fee		\$ 25.00
Clerk	JD	

(File in Duplicate)

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

AAT SALES, INC.  
(Exact Corporate Name)

To MICHAEL J. HOWLETT  
Secretary of State  
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is: AAT Sales, Inc.

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

ARTICLE FOUR of Articles of Incorporation which states the purpose for which the corporation is organized shall be changed to read:

"To engage in the sale of food service equipment and other products of all descriptions."

096 31

**PAID**

JAN 21 1976

Michael J. Howlett

**UNOFFICIAL COPY**

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was \_\_\_\_\_  
5,000 \_\_\_\_\_; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	5,000

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 5,000 \_\_\_\_\_; and the number of shares voted against said amendment or amendments was -0- \_\_\_\_\_.  
 The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Number of Shares Voted Against
common	5,000	5,000

(Disregard these items unless the amendment restates the articles of incorporation.)

Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had 5,000 shares issued, itemized as follows:

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value
common	none	5,000	without par value

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of \$ 5,000.00 and a paid-in surplus of \$ -0- or a total of \$ 5,000.00.

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(Disregard this Article where this amendment contains no such provisions.)

ARTICLE FIFTH: The manner in which the 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 in, or effected by, this amendment, is as follows:

Not applicable

Property of Cook County Clerk's Office

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:

Not applicable

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:

	Before Amendment	After Amendment
Stated capital.....\$		\$
Paid-in surplus.....\$		\$

Not applicable

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IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its \_\_\_\_\_ President, and its corporate seal to be hereto affixed, attested by its \_\_\_\_\_ Secretary, this 22 day of December, 19 75.



Place  
(CORPORATE SEAL)  
Here

AAT SALES, INC.  
(Exact Corporate Name)  
By Thomas F. Ballowe  
Its President

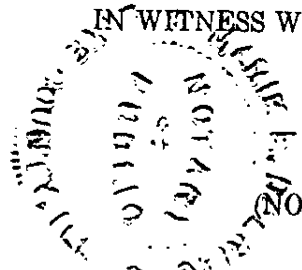
ATTEST:

Thomas F. Ballowe  
Its Secretary

STATE OF ILLINOIS  
COUNTY OF LAKE } ss.

I, Marie E. Deering, a Notary Public, do hereby certify that on the 22 day of December, 19 75, Thomas F. Ballowe personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Place  
(NOTARIAL SEAL)  
Here

Marie E. Deering  
Notary Public

Form BCA-55

Box 5054 File 913-5

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

AAT SALES, INC.

**F I L E D**

**JAN 20 1976**

Michael J. Howlett

Secretary of State

FILE IN DUPLICATE

Filing Fee \$25.00

Filing Fee for Re-Stated Articles \$100.00