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

Doc#: **1020922061** Fee: \$42.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 07/28/2010 08:58 AM Pg: 1 of 4

Secretary of State  
Department of Business Services  
Springfield, IL 62756  
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**FILED**  
**JUL 22 2010**

**JESSE WHITE**  
**SECRETARY OF STATE**

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

File # 5861-278-5 Filing Fee: \$50 Approved: lc

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name (See Note 1 on page 4.): Uno of Schaumburg, Inc.

2. Manner of Adoption of Amendment:  
The following amendment to the Articles of Incorporation was adopted on July 6, 2010  
in the manner indicated below: Month & Day Year

SEE ATTACHED

Mark an "X" in one box only.

- By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- 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. (See Note 2 on page 4.)
- 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. (See Note 3 on page 4.)
- 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. (See Note 4 on page 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 7.10. (See Notes 4 and 5 on page 4.)
- 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. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

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: Name of the Corporation: \_\_\_\_\_  
New Name

(All changes other than name include on page 2.)

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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.  
**For more space, attach additional sheets of this size.**

"4. Paragraph 2: Subject to further amendment to these Articles of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of section 1123(a)(6) of chapter 11 of title 11 of the United States Code."

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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"):

No change

- 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 is as follows (if not applicable, insert "No change"):  
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

No change

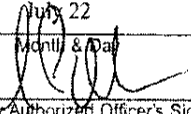
- b. The amount of paid-in capital as changed by this amendment is as follows (if not applicable, insert "No change"):  
(Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)  
(See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-in Capital:	\$ No change	\$ No change

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

- 6. 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 July 22 2010 Uno of Schaumburg, Inc.  
Month & Day Year Exact Name of Corporation

  
 Any Authorized Officer's Signature  
 Louie Psallidas, Chief Financial Officer  
 Name and Title (type or print)

- 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, 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 penalties of perjury, that the facts stated herein are true and correct.

Dated \_\_\_\_\_  
Month & Day Year

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

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Attachment  
for  
#2. Manner of Adoption

On January 20, 2010, the Corporation and certain of its affiliates (including Uno Restaurant Holdings Corporation) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") with the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), which has jurisdiction of the proceedings under the Bankruptcy Code.

This Amendment has been approved by the board of directors and does not need any other corporate approval pursuant to §5/10.40 of the Illinois Business Corporation Act (the "**IBCA**") because it is to carry out the Second Amended Joint Consolidated Plan of Reorganization under Chapter 11 of the Bankruptcy Code of Uno Restaurant Holdings Corporation, *et al.* (Docket No. 516), as confirmed on July 6, 2010 by Order of the Bankruptcy Court under Case No. 10-10209 (MG).

Proposed for Cook County Clerk's Office