

UNOFFICIAL COPY

File Number 5053-9502121739

85217892

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE GROUND ROUND, 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, Jim Edgar, 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 27th day of SEPTEMBER AD 1985 and of the Independence of the United States the two hundred and 10th



Jim Edgar
SECRETARY OF STATE

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BCA-10.30 (Rev. Jul. 1984)

File # 5053-750-1

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

Remit payment in Check or Money
Order, payable to "Secretary of
State":

ARTICLES OF AMENDMENT

DO NOT SEND CASH!

This Space For Use By Secretary of State	
Date	9. 22. 85
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Clerk	C.

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is The Ground Round, Inc.
(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on September 17
19 85 in the manner indicated below. ("X" 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; or 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 7.10;
(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have 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 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

The Ground Round of Illinois, Inc.

(NEW NAME)

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MINUTES OF A SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
THE GROUND ROUND, INC.

TUESDAY, SEPTEMBER 17, 1985

A Special Meeting of the Board of Directors of The Ground Round, Inc., an Illinois corporation (the "Company"), was held at One Monarch Drive, North Quincy, Massachusetts on Tuesday, September 17, 1985, Mr. G. Michael Hostage and Mr. Edgar L. Andlauer having waived notice of the time, place and purposes of the meeting and being present and acting throughout.

Mr. Hostage acted as Chairman of the meeting and Mr. Andlauer acted as Secretary.

The Chairman announced that he was in receipt of the resignation effective *April 19*, 1985 of Vivan E. Burks as Vice President, Secretary and Director.

He then announced that it was in order to nominate and elect a successor to Mr. Burks. The name of Mr. Clifford R. Kaeser was placed in nomination and there being no further nominations, on motion duly made and seconded, it was unanimously:

RESOLVED: That Mr. Clifford R. Kaeser, be, and he hereby is, elected Vice President, Secretary and a member of the Board of Directors.

The Chairman advised the meeting that it was necessary and desirable that the name of the corporation be changed.

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Thereupon, after discussion, on motion duly made and seconded, it was unanimously:

RESOLVED: That Article One of the Articles of Incorporation of the Company be and hereby are amended to provide as follows:

"The name of the corporation hereby incorporated is: The Ground Round of Illinois, Inc."


There being no further business to come before the meeting, it was

RESOLVED: To adjourn.

Adjourned accordingly.

A true record,

ATTEST:


Vice President*Secretary

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WAIVER OF NOTICE
OF
MEETING OF BOARD OF DIRECTORS
OF
THE GROUND ROUND, INC.
HELD ON
SEPTEMBER 17, 1985

We, the undersigned, being all the directors of The Ground Round, Inc., a Illinois corporation, do hereby severally waive notice of the time, place and purposes of the meeting of the Board of Directors of said corporation to be held on September 17, 1985, and do hereby consent that the same may be held on such date, at One Monarch Drive, North Quincy, Massachusetts, and we do further consent to the transaction thereat of any and all business that may properly be brought before the meeting.

Dated: September 17, 1985


G. Michael Hostage


Edgar L. Andlauer

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The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated September 17, 1985

The Ground Round, Inc.

ATTEST:

By

Edgar L. Anderson

[Signature]
VICE-PRESIDENT &
TITLE: Secretary

TITLE: ASSISTANT SECRETARY

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FILED

SEP 27 1985

CORPORATION DEPT.
SECRETARY OF STATE

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