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File Number ~~5401-297875-2501~~

85258116

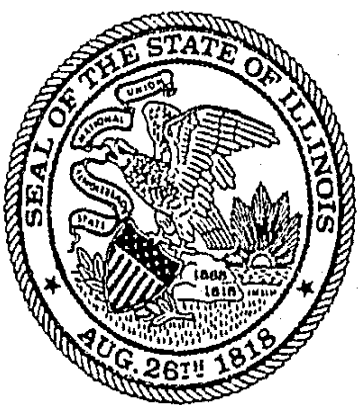


Whereas, ARTICLES OF INCORPORATION OF RSH CO.

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* 21ST *day of* OCTOBER *AD. 19* 85 *and of the Independence of the United States the two hundred and* 10TH.



Jim Edgar

 SECRETARY OF STATE

85258116

BCA-210 (Rev. Jul. 1984)

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

File # 6

Payments must be made by Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State".
DO NOT SEND CASH!

ARTICLES OF INCORPORATION

This Space For Use By Secretary of State
Date 10-21-85
License Fee \$ 3.00
Franchise Tax \$ 20.00
Filing Fee \$ 70.00
Clerk 103.00

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation:

ARTICLE ONE The name of the corporation is RSH Co.
(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:
Registered Agent: David Kahn
First Name: David Middle Name: Last Name: Kahn
Registered Office: 333 West Wacker Drive, Suite 2500
Number: Street: Suite # (A.P.O. Box alone is not acceptable)
Chicago 60606 Cook
City: Zip Code: Country:

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.
The transaction of any or all lawful business for which Corporations may be incorporated under the Business Corporation Act of 1983 of the State of Illinois.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:
Class: *Par Value per share: Number of shares authorized
Common \$1.00 1,000,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the 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.

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:
Class: *Par Value: Number of shares: Consideration to be received therefor
Common \$1.00 6,000 \$ 6,000.00
TOTAL: \$ 6,000.00

*A declaration as to a "par value" is optional. This space may be marked "n/s" when no reference to a par value is desired.

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Form BCA-210

File No.

ARTICLES OF INCORPORATION

JIM EDGAR
Secretary of State

5861 12130

FILED

The following fees are required to be paid at the time of having the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial shares (see Art. 3); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares (see Art. 3); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6961

C-162.B

Return to Book 6

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 an Assistant Secretary. (Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies)

1. Signatures and Names: Arnold E. Grant
Signature: [Signature]
Name (please print): Arnold E. Grant
City/Town: Chicago, Illinois
State: Illinois
Zip: 60606
Port Office Address: 333 West Wacker Drive, Suite 2500

2. Name (please print):
City/Town:
State:
Zip:

3. Name (please print):
City/Town:
State:
Zip:

Dated October 15, 1985

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

NAMES & ADDRESSES OF INCORPORATORS

Each a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority; non-voters; fixing a duration other than perpetual; etc. See Exhibit A

ARTICLE EIGHT OTHER PROVISIONS

(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 which will be transacted by the corporation during the following year will be: \$
(d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$

ARTICLE SEVEN OPTIONAL

Name: _____
Residential Address: _____

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

ARTICLE SIX OPTIONAL

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EXHIBIT A

TO

ARTICLES OF INCORPORATION

OF

RSH CO.

(a) No shareholder shall have cumulative voting rights in elections for directors.

(b) Each of the following matters when submitted to shareholder vote pursuant to the requirements of the Business Corporation Act of 1983, as amended from time to time, or any successor statute, shall require for its adoption, approval or authorization, as the case may be, the affirmative vote of the holders of at least a majority of the total outstanding shares entitled to vote on the matter and if applicable, the affirmative vote of the holders of at least a majority of the outstanding shares of each class or series of shares entitled to vote as a class on the matter:

(i) a proposed amendment of these Articles of Incorporation;

(ii) a plan of merger, consolidation or exchange;

(iii) a sale, lease, exchange, or other disposition of all, or substantially all, the property and assets, with or without the good will, of the corporation, if not made in the usual and regular course of business, and the determination of, or authorization of the board of directors to determine, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor;

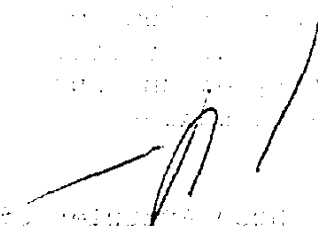
(iv) a resolution to voluntarily dissolve the corporation.

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Property of Cook County Clerk's Office



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