

UNOFFICIAL COPY

File Number 8 3937-657-9 5 5 7

86052567



To all to whom these Presents Shall Come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois, do hereby certify that

THE FOLLOWING AND HERETO ATTACHED IS A TRUE COPY OF THE ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO TO DATE, INCLUDING THE LATEST CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE OF SCHULTES EXPERIMENTAL INC.*****

Clerk's Office

86052567



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 31ST day of JANUARY A. D., 1986

Jim Edgar
SECRETARY OF STATE

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Property of Cook County Clerk's Office

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Certificate Number 86052567
16809



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation duly signed and verified of
SCHULTES EXPERIMENTAL INC.

have been filed in the Office of the Secretary of State, on the 21st
day of January A. D. 1960, as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, **CHARLES F. CARPENTIER**, 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, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield, this 21st
day of January A. D. 1960 and
of the Independence of the United States
the one hundred and 84th.

(SEAL)

Charles F. Carpentier

SECRETARY OF STATE.

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FORM B 3 6 0 5 2 5 6 7

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 CHARLES F. CARPENTIER, Secretary of State:

(Do not write in this space)	
Date Paid	1-21-60
Initial License Fee	\$ 5-
Franchise Tax	\$ 15-
Filing Fee	\$ 20-
Clerk	TW

We, the undersigned,

103 32

Name	Number	Street	City	State
Otto Schultes	9201	Milwaukee Ave.	Niles	Illinois
Louise Schultes	9201	Milwaukee Ave.	Niles	Illinois
Reed E. Kaiser	616	Lee St.	Des Plaines	Illinois

being natural persons of the age of twenty-one years or more and subscribers to the 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 is: SCHULTES EXPERIMENTAL INC.

ARTICLE TWO

The address of its initial registered office in the State of Illinois is: 9201 Milwaukee Ave.
Street, in the City of Niles () County of Cook and
the name of its initial Registered Agent at said address is: Otto Schultes

ARTICLE THREE

The duration of the corporation is: Permanent

PAID
JAN 21 1960
Charles F. Carpentier
Secretary of State

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ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

To engage in the business of Manufacturing in whole or in part, dealing in and dealing with goods, buying, selling, trading, repairing, servicing, distributing goods, wares and merchandise of every kind and nature; to operate such business as wholesalers, retailers, brokers, factors, importers, and exporters; to secure, adopt, hold, own and acquire patents, trade marks, copy rights, and trade names for or pertaining to the manufacturing, purchasing, distributing, advertising and selling goods, wares and merchandise of every kind and nature; to use all such patents, trade marks, copy rights, and trade names in said business, or to sell same or any and to license the use of same; to engage in the business of contracting, building or constructing as general contractor, sub-contractor or otherwise; to acquire to own or to lease real estate or equipment as required in said business.

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ARTICLE FIVE

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is 20,000, 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		20,000	shares are 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:

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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	100	\$ 10,000.00
		\$
		\$
		\$
		\$
		\$
		\$

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: 3

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ARTICLE NINE

6 0 5 0 5 5 7

- 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 \$10,000.00
- 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 \$10,000.00
- PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$150,000.00
- 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 \$150,000.00

Otto Schultes
Louise M. Schultes
Reed F. Kaiser

Incorporators

Property of Cook County

OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS

COOK County ss.

I, *Walter E. Attenberg*, a Notary Public, do hereby certify that on the *18* day of *January*, 19*60*, *Otto Schultes*, *Louise Schultes*, *Reed F. Kaiser*

(Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed 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.

Place (Notarial Seal) Here

Walter E. Attenberg
 Notary Public

FORM B

ARTICLES OF INCORPORATION

SCHULTES EXPERIMENTAL INC.

The following fees are required to be paid at the time of issuing certificate of incorporation: Filing fee, \$20.00; Initial license fee of 50c per \$1,000.00 or 1/20 of 1% of the amount of stated capital and paid-in surplus the corporation proposes to issue without further report (Article Six); Franchise tax of 1/20 of 1% of the issued, as above noted. However, the minimum annual franchise tax is \$10.00 and varies monthly on \$20,000 or less, as follows: January, \$15; February, \$14.17; March, \$13.34; April, \$12.50; May, \$11.67; June, \$10.84; July, \$10.00; Aug., \$9.17; Sept., \$8.34; Oct., \$7.50; Nov., \$6.67; Dec., \$5.84; (See Sec. 133, BCA).

In excess of \$20,000 the franchise tax per \$1,000.00 is as follows: Jan., \$0.75; Feb., .7084; March, .6667; April, .625; May, .5834; June, .5417; July, .50; Aug., .4584; Sept., .4167; Oct., .375; Nov., .3334; Dec., .2917.

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 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 \$20.00.

W. E. A.
 JAN 21 1960
Walter E. Attenberg
 Notary Public

(V9178-20M-5-59)

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1/1/2018

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File Number 3952-637-9 5 2 5 6 7



To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SCHULTZ'S EXPERIMENTAL 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 13, A.D. 1953.

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 4TH day of OCTOBER AD. 19 53 and of the Independence of the United States the two hundred and 8TH.

(SEAL)

Jim Edgar SECRETARY OF STATE

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Form IC455
(File in Duplicate)

3952-637-9

To JIM EDGAR
Secretary of State
Springfield, Illinois

ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION

(Do not write in this space)	
Date Paid	10-4-93
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Clerk	(7-4)

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: SCHULTES EXPERIMENTAL, INC.

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

Authorization for Preferred Stock and the Indemnification and Disallowed Payment provisions, copies of which are attached, and for any other purposes which can be utilized in accordance with the Statute of the State of Illinois.

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 84; 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:

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

Class	Number of Shares
Common	84

NOTE: On the date of adoption of the amendment as additional 16 shares were held in treasury and not entitled to vote:

Class	Number of Shares
Common	16

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 84 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:

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

Class	Number of Shares Voted For	Number of Shares Voted Against
Common	84	-0-

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Disallowed Payment: Salary payments or other compensation or reimbursement made to an officer of the corporation that shall be disallowed to the Corporation, in whole or part as a deduction to the Corporation for Federal Income Tax purposes, shall be reimbursed by such officer to the Corporation to the full extent of the disallowance within 5 days after the Board of Directors shall demand said payment. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed. A payment shall be deemed to be disallowed only when the time has lapsed for an appeal from or review of the adverse decision of the 1st tribunal or agency to consider the issue.

The corporation shall have the right to withhold 25% of each paycheck due said officer after the said disallowance, until the amount so disallowed shall be repaid.

Indemnification of Officers, Directors, Employees and Agents.

a) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of the corporation, and; with respect to any criminal action or proceeding, had no reasonable

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cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall

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determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

d) Any indemnification under paragraphs (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the

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specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article.

f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article.

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Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had 100 shares issued, itemized as follows:

(Disregard these items unless the amendment restates the articles of incorporation.)	Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value	Restated
	Common	None	100	Shares without par value	
	Preferred	None	1,000	\$1.00	

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of \$ 10,000.00 and a paid-in surplus of \$ -0- or a total of \$ 10,000.00.

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: None
(Disregard this Article where this amendment contains no such provisions.)

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: None
(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:
(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

	Before Amendment	After Amendment
Stated capital \$	10,000.00	10,000.00
Paid-in surplus \$	-0-	-0-

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 24th day of June, 1983.

SCHULTER EXPERIMENTAL, INC.
Exact Corporate Name

Place
(CORPORATE SEAL)
Here

By

[Signature]
President

ATTEST:

[Signature]
Its Secretary

As authorized officers, we declare that this document has been examined by us and is, to the best of our knowledge and belief, true, correct and complete.

FILED
OCT 11 1983

86052567
Form BCS-55

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

FILED

OCT 11 1983

JIM EDGAR
Secretary of State

SECRETARY OF STATE
CORPORATION DEPARTMENT
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-1832

FILE IN DUPLICATE

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

File #

C-173

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File Number

56052567
3952-637-9



To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

SCHULTES EXPERIMENTAL 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 30TH

day of OCTOBER AD. 1984 and

of the Independence of the United States

the two hundred and 9TH

(SEAL)

Jim Edgar
SECRETARY OF STATE

86052567

Submit in Duplicate

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

DO NOT SEND CASH!

ARTICLES OF AMENDMENT

3952-637-9

Date:	7-10-84
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	BW

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 Schultes Experimental, Inc. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on July 25, 19 84 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:)

(New Name)

All changes other than name, include on page 2
(over)

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Page 2
Resolution

RESOLVED, that the Articles of Incorporation be amended to read as follows:

ARTICLE FIVE

Paragraph 1: The aggregate number of shares which the corporation is authorized to issue is 21,000, divided into two 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	20,000	shares are without par value
Preferred	None	1,000	shares are 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: None.

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Page 3

ARTICLE THREE

The manner, if not set forth in the amendment, 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

ARTICLE FOUR

(a) The manner, if not set forth in the amendment, in which said amendment effects a change in the amount of paid-in capital* is as follows: (If not applicable, insert "No change")

No change

(b) The amount of paid-in capital* as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ 10,000.00	\$ 10,000.00

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

Dated Sept. 26, 19 84

Schultes Experimental, Inc.
(Exact Name of Corporation)

attested by Louise M. Schultes
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Louise M. Schultes, Secretary
(Type or Print Name and Title)

Otto J. Schultes, President
(Type or Print Name and Title)

* "Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.

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NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
- (a) to remove the names and addresses of directors named in the articles of incorporation;
 - (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.15 is also filed;
 - (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 - (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 - (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
 - (f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

MAIL TO:

BURKE, GRIFFIN, CHOMICZ & WIENKE
 303 EAST WACKER DRIVE - SUITE 1000
 CHICAGO, ILLINOIS 60601

ATTN: Ms. MALXI

RETURN TO:
 Corporation Department
 Secretary of State
 Springfield, Illinois 62756
 Telephone 217 - 782-6961

JIM EDGAR
 Secretary of State

FILED

8061301984
 105-052567

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-States Articles \$100.00

File No.

Form BCA-10.30

105-052567
 # 0 * 69-052567
 #3333 TRAN 2000 05/08/86 16:12:00
 \$27.40 RECD DEPT

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C-173.2

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