

UNOFFICIAL COPY

File Number 2423-8761-084500

86084500



Whereas, ARTICLES OF DISSOLUTION OF RANDOLPH-WELLS BUILDING CORPORATION 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 FEBRUARY AD 19 86 and of the Independence of the United States the two hundred and 10TH.



Jim Edgar
SECRETARY OF STATE

86084500

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BCA 12.28 (Rev. Jul. 1984)

Submit in Triplicate

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

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois
ARTICLES OF DISSOLUTION

File # 2423-687-1

This Space For Use By Secretary of State	
Date	<u>2-21-86</u>
Filing Fee	<u>\$ 5-</u>
Clk	<u>[Signature]</u>

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts the following Articles of Dissolution.

ARTICLE ONE The name of the corporation is Randolph Wells Building Corporation

ARTICLE TWO The name and address of its registered agent and its registered office are:

Registered Agent Benjamin D. Steiner
First Name Middle Name Last Name

Registered Office 200 N. LaSalle Street, Suite 2300
Number Street Suite # (A P.O. Box alone is not acceptable)

Chicago, IL 60601 Cook
City Zip Code Country

ARTICLE THREE The dissolution of the corporation was duly authorized on October 31, 1985, 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 12.05, the corporation having issued no shares as of the authorization of the dissolution; *(Note 1)*
- By a written consent signed by all shareholders entitled to vote on dissolution, in accordance with Section 12.10, board of director action not being required; *(Note 2)*
- By the shareholders, in accordance with Section 12.15, a resolution 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 dissolution; *(Note 3)*
- By the shareholders, in accordance with Section 12.15 and 7.10, a resolution 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 3)*

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 February 6, 1986

Randolph Wells Building Corporation

attested by [Signature]
(Signature of Secretary or Assistant Secretary)
Benjamin D. Steiner
(Type or Print Name and Title)

by [Signature]
(Signature of President or Vice President)
Norman Esserman
(Type or Print Name and Title)

If dissolution is authorized by the incorporators or by the board of directors, a majority of them must SIGN HERE.

If dissolution is authorized by the written consent of ALL the shareholders, ALL shareholders must SIGN HERE.

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

Dated _____, 19____

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Form BSA-12.20

File No. _____

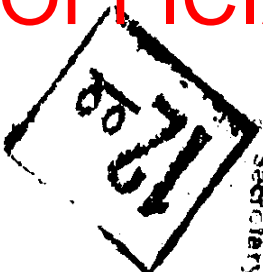
ARTICLES OF DISSOLUTION

Filing Fee \$6.00

FILED

FEB 21 1986

JAN 20 1986
Secretary of State



Box 340

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-8061

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When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least 5 days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

If the Articles of Incorporation so provide, the 2/3s vote requirement may be superseded by 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.

To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3s of the outstanding shares entitled to vote on dissolution, and, if class voting applies, then also at least 2/3s of the votes within each class.

Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting.

Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting.

Note 1: Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.

Note 2: Directors are authorized to dissolve a corporation ONLY before any shares have been issued. The signatures of a majority of the directors must appear on these Articles of Dissolution.

Note 3: All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.

NOTES

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FEB 20 1986
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