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COOK COUNTY RECORDER

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Submit in Duplicate

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DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT

This Space For Use By Secretary of State	
Date	8-19-97
License Fee	\$
Franchise Tax	\$ 25-
Filing Fee	\$
Clerk	AK

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 DeKalb Petroleum Corporation

(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on August 13, 19 87 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 10.16, 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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See Schedule "A" attached hereto
and made a part hereof.

Page 2
Resolution

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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")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

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 August 13, 19 87

DeKalb Petroleum Corporation
(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

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

John H. Witmer, Jr., Asst. Secretary
(Type or Print Name and Title)

Thomas H. Neel, 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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Form BCA-10.30

File No. _____

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Statement Articles \$100.00

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AUG 19 1987

JIM BOGAR
Secretary of State

RETURN TO:

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

C-173.2

NOTES and INSTRUCTIONS

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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 as required).

The articles of incorporation may supersede 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)

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DEKALB PETROLEUM CORPORATION

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In the event of the liquidation, dissolution, bankruptcy, or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the preferred shares shall be entitled to receive in priority to any distribution to the holders of the common shares the full redemption value per share of the preferred shares plus the amount of all dividends accrued or declared on the preferred shares and unpaid but with no further participation in the assets of the Corporation by the holders of the preferred shares; all assets remaining after payment to the holders of the preferred shares

A. Preferences.

PARAGRAPH 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

Class	Series (If any)	Number of Shares	Par value per share or are without par value
Common	None	50,000	Without par value
Preferred	None	40,000	\$1,000.00

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is changed from fifty-thousand (50,000) common shares without par value to ninety-thousand (90,000) 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:

ARTICLE FIVE

RESOLVED, that the Articles of Incorporation of this corporation hereinafter indicated shall be amended as follows:

THIS IS SCHEDULE "A"
 ATTACHED TO AND FORMING PART OF
 FORM BCA-10.30
 ARTICLES OF AMENDMENT
 OF
 DEKALB PETROLEUM CORPORATION

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as aforesaid shall be distributed rateably among the holders of the common shares of the Corporation.

B. Dividend Limitation.

No dividends shall be paid on shares other than the preferred shares so as to reduce the value of the preferred shares below their Redemption Value.

C. Redemption.

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding preferred shares pursuant to the provisions of Section 9.05 of the Business Corporations Act (the "Act") on payment for each preferred share to be redeemed the Redemption Value thereof together with all accrued or declared and unpaid dividends. In the event less than all of the preferred shares are redeemed at any one time pursuant to this clause (i) they may be redeemed by lot, pro rata, or by such other means as the Directors may, in their uncontrolled discretion, determine. The preferred shares redeemed shall not be reissued and the number of authorized preferred shares shall be reduced by the number of preferred shares acquired.

(ii) The Corporation shall give notice of its intention to redeem the preferred shares to each holder thereof at least 21 days before the date specified for redemption in accordance with the notice provisions set forth in the By-Laws of the Corporation as amended from time to time. The notice shall set out the redemption price, the date and place of redemption, and if only part of the preferred shares held by each holder is to be redeemed, the number to be redeemed. On or after the date specified, the Corporation shall pay to each holder of the share to be redeemed, the redemption price, on presentation and surrender of the certificates for such shares at the place designated in the notice, whereupon the certificates shall be cancelled and the shares represented thereby shall be redeemed. If only part of the preferred shares represented by any certificate are redeemed, a new certificate for the balance shall be

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issued. From and after the date specified in the notice, the preferred shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof. If the redemption price has not been paid in accordance with the foregoing provisions, the rights of the holder shall remain unaffected. Should the certificates representing the shares to be redeemed not be surrendered to the Corporation, the Corporation may deposit the redemption price in respect of such certificates in an interest-bearing account in trust for the holders of the shares not surrendered. Upon the deposit being made, the shares not surrendered shall be deemed to be redeemed and the holders thereof shall cease to have any rights in respect of the preferred shares except for the right to receive their proportionate share of the redemption price together with accrued interest thereon.

- (iii) The "Redemption Value" of each issued preferred share shall be \$1,000.00.

D. Retraction Privilege.

- (i) A holder of preferred shares shall have the privilege (the "Retraction Privilege") of requiring the Corporation to purchase all or any of the holder's preferred shares on the giving by the holder of at least 21 days' written notice of the date on which such purchase is to be made (the "Retraction Date") at a price (the "Retraction Price") of \$1,000.00 per share plus accrued and unpaid dividends to and including such Retraction Date.
- (ii) A holder of preferred shares desiring to exercise the Retraction Privilege must, on or before the Retraction Date, deposit with the Corporation, the certificate or certificates representing the preferred shares to be purchased. If only a part of the shares represented by any certificate shall be purchased, a new certificate for the balance shall be issued at the expense of the Corporation. Such deposit shall be irrevocable unless the Corporation shall fail to make payment to the holder of the Retraction Price on

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the purchase of the preferred shares to be purchased on the Retraction Date. Such payment shall be made by check payable at par at any branch of the Corporation's bankers for the time being and such preferred shares so deposited shall then be and be deemed to be purchased and shall be cancelled.

(iii) Subject as provided in this clause, the Corporation shall on the Retraction Date purchase all preferred shares in respect of which holders shall have duly exercised the Retraction Privilege. Upon payment as set out in clause D.(ii) by the Corporation of the Retraction Price for the preferred shares so purchased, such shares shall cease to be entitled to dividends and the holders shall not be entitled to exercise any of the rights of shareholders in respect thereof. If prior to the Retraction Date the Corporation determines that it will not be permitted, under the provisions of any applicable law or under the provisions of any trust indenture or similar instrument securing bonds, debentures or other securities of the Corporation or under the provisions of such bonds, debentures or other securities (collectively, "debt instruments"), to purchase all the preferred shares then outstanding, the Corporation shall forthwith deliver to all holders of preferred shares a statement of the maximum number of preferred shares which it then believes it will be permitted to purchase on the Retraction Date, and provided that the Corporation has acted in good faith in making such determination, the Corporation shall have no liability in the event that such determination proves inaccurate. If the purchase by the Corporation of all preferred shares in respect of which the holders thereof have exercised their rights under the Retraction Privilege would be contrary to any of the aforementioned provisions of law or any such debt instrument, the maximum sum of money that may be applied in such purchase shall be rounded to the next lower multiple of \$1,000 and the preferred shares so to be purchased shall be selected pro rata (disregarding fractions). In such case if a part only of the preferred shares represented by any certificate shall be purchased, a new certificate for the balance

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shall be issued at the expense of the Corporation.

- (iv) If the Corporation fails on the Retraction Date to purchase, because of the provisions of applicable law or the provisions of any debt instrument, any of the preferred shares deposited for retraction in respect of which the holders thereof have exercised their rights under the Retraction Privilege, then after the Corporation is no longer so prevented from purchasing the lesser of (a) the preferred shares then outstanding or (b) \$1,000 face amount of preferred shares, the Corporation shall purchase on each succeeding date for payment of dividends on preferred shares such further number of preferred shares as it is then permitted to purchase, disregarding fractions, until all preferred shares required to be purchased under the Retraction Privilege have been purchased.

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