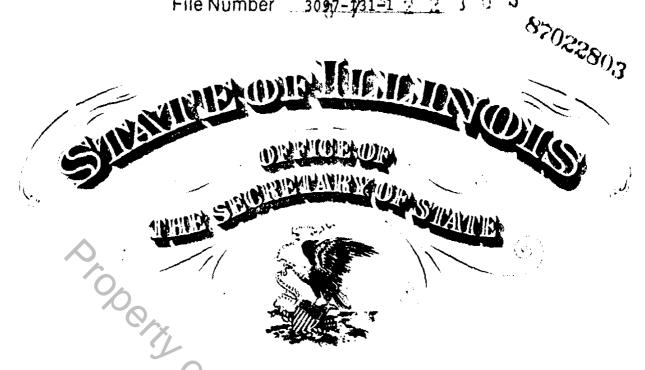
UNOFFICIAL COPY



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BLOCK & COMPANY, INCORPORATED

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 Allinois, 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 Costimony Illiverof, Theretoset my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 18TH day of DECEMBER AD 19 86 and of the Independence of the United States the two hundred and 11TH



BCA-10.30 (Rev. Jul. 1984

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Secretary of trate
State of Illinois

Order, payable to "Secretary of State".

DO NOT SEND CASH!

Submit in Duplicate

Remit payment in Check or Money

ARTICLES OF AMENDMENT

Date | 2-18-84
License Fee \$
Franchise Tax \$75Filling Fee \$

Cierk

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 Block & Company, Incorporated
ARTICLE TWO		The following amendment of the Articles of Incorporation was adopted on December 10
		19. 86 In the manner indicated below. ("X" one box only.)
		By a nejority 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 10.17, 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 ( of being required for the adoption of the amendment; (Note 3,
	133	By the shareholders, in accompanie 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 Sertions 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)
1		By the shareholders, in accordance with Sections 10.20 and 7.70 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:)

No Change

(New Name)

· 87022803

YMIICTE BIAE beredreph 1: The enthorized shares shall be: Incorporation of the corporation be amended to read as follows:

Number of Shares Authorized

Par Value per share \$100.00

Class

Topolity of County Clork's Office

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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")

Each previously issued and outstanding preferred share shall be exchanged for .0783123 common share, rounded to the nearest 100th of a share.

**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

(t) 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

STATE STORY

Paid-in Capita

\$\_\_\_\_

\$\_\_\_\_

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

Dated December 10

., 19<u>86</u>

والمستعمدة

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The second of the second secon

Nancy L. Brody, Secretary

(Type or Print Name and Title)

Black & Company, Incorporated

V D. Mills D. A.

(Signate of President or Vice President)

Mitchell Block, President

(Type or frint Name and Title)

\_ PT - COMMIND TO THE

\$14.25

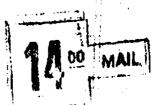
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#### # 87-022893

DOG COUNTY RECORDER

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

7022805



## UNOFFICIAL CO

## 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.
- NQTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected.
- 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:
  - 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 "Itd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
  - (a) to reque 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.
- NOTE 4: All amendments not excepted 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 \\\frac{11}{10}\) 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 relieive 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 your requirement by specifying any smaller or larger vote requirement not less than a mejority of the outstanding shares entitles 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. (55 7.10 & 10.20)

> the lines Filing Fee for Re-Stated Articles \$100.00 IIM EDGAR

ROBERT A. SCHELINSKI WALSH - CASE - COALE & BROWN 2500 Prudential Plaza Chicago, IL 60602

RETURN TO:

Secretary of State Springfield, Illinois 62756 Corporation Departmen Ī

ARTICLES OF AMENDMEN

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