

UNOFFICIAL COPY

File Number 4720632-2 9 5 3 3 5

87296386

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF HENDRICKSEN TREE EXPERTS, 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 15TH day of MAY AD 19 87 and of the Independence of the United States the two hundred and 11TH*



Jim Edgar
SECRETARY OF STATE

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#2

BCA-10.30 (Rev. Jul. 1984)

File # D 4724-632-6

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	5-15-87
License Fee	\$
Franchise Tax	\$25
Filing Fee	\$
Clerk	PH

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

ARTICLES OF AMENDMENT

DO NOT SEND CASH!

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 Hendricksen Tree Experts, Inc.
(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on March 5
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 10.15, 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)

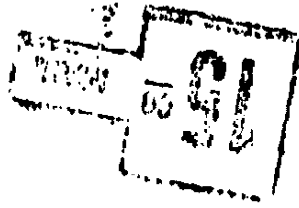
(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

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Property of Cook County Clerk's Office

DEPT-01 RECORDING \$15.25
T#1111 TRAN 0142 06/02/87 12:07:00
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COOK COUNTY RECORDER

RESOLVED, FURTHER, that upon filing with the Secretary of State of Illinois of duly executed Articles of Amendment setting forth the foregoing amendment to the Articles of Incorporation, the 60 presently issued and outstanding shares of Common Stock, \$10.00 par value, shall forthwith be reclassified and converted into 600 shares of the new Common Stock, no par value, by the issuance to the holders thereof of 10 shares of said new Common Stock, no par value, in exchange for each share of the presently outstanding Common Stock, \$10.00 par value.

None

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

Class	Par Value per share	Number of Shares Authorized
Common	n/a	100,000

ARTICLE FIVE Paragraph 1: The authorized shares are:

NOW, THEREFORE, BE IT RESOLVED, that Article Five of the Articles of Incorporation of the Corporation be amended to read, in its entirety, as follows:

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Page 38 7 2 9 6 3 8 6

ARTICLE THREE The manner 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")*
Upon filing hereof with the Secretary of State, the presently issued 60 shares, \$10.00 par value, are reclassified and split ten-for-one into 600 shares, no par value, by issuance of ten (10) no-par shares in exchange for each presently outstanding share, \$10.00 par value.

ARTICLE FOUR (a) The manner 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 these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated March 5, 19 87

Hendricksen Tree Experts, Inc.

(Exact Name of Corporation)

attested by

Pamela K. Hendricksen
(Signature of Secretary or Assistant Secretary)

by

John R. Hendricksen
(Signature of President or Vice President)

Pamela Hendricksen, Secretary
(Type or Print Name and Title)

John R. Hendricksen, President
(Type or Print Name and Title)

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

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Form BCA-10.30

File No. D 4724-632-6

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

Hendricksen Tree Experts, Inc.

FILED
MAY 19 1987

MAY 13 1987

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 792-6961

CR32 MAIL TO:

Hess, Kaplan, & McDowell
180 N. LaSalle Suite 2525
Chicago IL 60607



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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 § 5.10 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 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)

NOTES and INSTRUCTIONS