

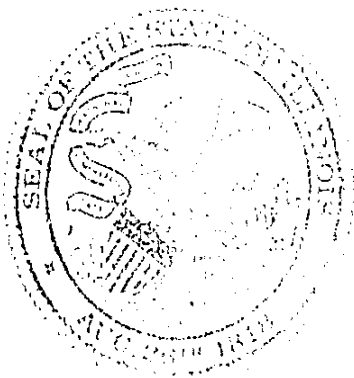


Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF APPLIANCE CONTROL TECHNOLOGY, INC.

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 voice to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14th day of JULY AD 19 87, and of the Independence of the United States the two hundred and 12th.



Jim Edgar SECRETARY OF STATE

87397789

# UNOFFICIAL COPY

BCA-10.30 (Form Rev. Jan. 1986)

File # D5447-626-4

Submit in Duplicate

**JIM EDGAR**  
Secretary of State  
State of Illinois

This Space For Use By Secretary of State	
Date	11/14/87
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Clerk	

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

**DO NOT SEND CASH!**

## ARTICLES OF AMENDMENT

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 Appliance Control Technology, Inc.

(Note 1)

**ARTICLE TWO** The following amendment of the Articles of Incorporation was adopted on June 18

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)

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 include the following new Article Eight:

## ARTICLE EIGHT:

In the event of the issuance of additional shares of any class of the Corporation, now or hereafter authorized, or of any other securities of the Corporation convertible into or carrying a right to acquire shares of the Corporation, each holder of shares of any class of the Corporation then outstanding shall have a pre-emptive right to acquire his or her pro-rata portion of such shares or other securities to be issued, upon such terms and conditions as the Board of Directors shall determine; provided, however, that each holder of shares of the Corporation shall have no pre-emptive rights prescribed for any shares of stock in the following cases:

- (1) 32,175 shares to be issued pursuant to a Stock Option Agreement by and between the Corporation and Dr. J. Irwin Peters;
- (2) Any shares to be issued to any customers of the Corporation or any affiliates of any customers of the Corporation ("Customer Shares") upon the approval of a majority of the Corporation's directors provided that the purchase price per share shall not be less than \$2.11 per share (adjusted to give effect to the issuance of any shares by the Corporation as a stock dividend or in connection with a stock split or in exchange for shares, after the effective date of this Article Eight); and
- (3) 250,000 shares reserved for issuance to employees of the Corporation pursuant to any stock option plans to be established by the Corporation after the effective date of this Article Eight provided that no director shall be entitled to an option under such plans until the Corporation has cumulative pre-tax earnings of at least \$750,000 unless all other directors otherwise approve.

The provisions of this Article Eight shall be automatically revoked without any further action on behalf of the shareholders or Board of Directors of the Corporation upon the Corporation's filing of a registration statement for the public offering of any of its shares of capital stock under the Securities Act of 1933, as amended. Except for the foregoing, the provisions of this Article Eight cannot be repealed without the affirmative vote of the Corporation's shareholders owning 83.955% of the then issued and outstanding shares of the Corporation's common stock, exclusive of Customer Shares.

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**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")

No change

**ARTICLE FOUR** (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change

(b) The amount of paid-in capital (Paid in Capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

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

(Complete either item 1 or 2 below)

(1) 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 June 18, 19 87

Appliance Control Technology, Inc.

(Exact Name of Corporation)

attested by Wallace C. Leyshon  
(Signature of Secretary or Assistant Secretary)

by Wallace C. Leyshon  
(Signature of President or Vice President)

Wallace C. Leyshon/Secretary  
(Type or Print Name and Title)

Wallace C. Leyshon/President  
(Type or Print Name and Title)

(2) If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

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

Dated \_\_\_\_\_, 19 \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_  
\_\_\_\_\_

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Return to: **Christine N. Damask, Legal Assistant**  
3500 Three First National Plaza  
Chicago, IL 60602



Form **BCA-10.30**  
D5447-626-4

## ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

**FILED**

JAN 14 1997  
**JIM EDGAR**  
Secretary of State

RETURN TO:

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

C1733

68246328

Property of Cook County Recorder

DEPT-01 RECORDING 15 25  
#1111 TRN 0382 07/29/87 10:19:00  
5055 E H \* 87-37789  
COOK COUNTY RECORDER

- 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

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