



**Whereas,** APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
 TRAC AMERICA, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS 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* 30th  
*day of* NOVEMBER *AD 19* 88 *and*  
*of the Independence of the United States*  
*the two hundred and* 13th



*Jim Edgar*  
 SECRETARY OF STATE

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# UNOFFICIAL COPY

4979-479-1

BCA-13.40 (Rev. Jul. 1984)

File #

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

*Submit in Duplicate*

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

**DO NOT SEND CASH!**

**APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**

This Space For Use By Secretary of State	
Date	11-30-78
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 35.00
Penalties	\$
Clerk	Jpd

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is TEAC CORPORATION OF AMERICA

and, if a change of name is being reported, the new corporate name is TEAC America, Inc.

2. State or Country of Incorporation California; Date of Incorporation 03/31/67; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 7733 Telegraph Road, Montebello, California 90640

and the address of its principal office in Illinois is 33 North LaSalle Street Chicago, Illinois 60606 c/o Prentice Hall Corporation System

4. The name and address of its registered agent and its registered office are:

Registered Agent	<u>Prentice Hall Corporation System</u>		
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>33 North LaSalle Street</u>		
	<small>Number</small>	<small>Street</small>	<small>Suite # (A P.O. box alone is not acceptable)</small>
	<u>Chicago, Illinois</u>	<u>60606</u>	
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

5. The states and countries in which it is admitted or qualified to transact business are:

New Jersey, Georgia

6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
Director & President Norio Tamura	7733 Telegraph Road	Montebello, CA		90640
Director & Secretary David B. Schulman	525 W. Monroe Street Suite 1600	Chicago, IL		60606
Director G. Beckerman	7733 Telegraph Road	Montebello, CA		90640
Director B. Goldman	7733 Telegraph Road	Montebello, CA		90640
Director y, Nomura	7733 Telegraph Road	Montebello, CA		90640

If more than 3, attach list

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

Import, sale and service of electronic audio equipment and computers.

8. The number of shares which it is authorized to issue and which it has issued are:

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$100.00	55,000	55,000

\*A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

9. The amount of paid-in capital\* is ..... \$ 5,500,000

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

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

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

Dated October 27, 19 88

TEAC America, Inc.

(Exact Name of Corporation)

attested by [Signature]

by [Signature]

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

Hayime Yamaguchi  
Assistant Secretary

Gary S. Beckerman  
Executive Vice President

(Type or Print Name and Title)

(Type or Print Name and Title)

Form BCA-13.40

File No.

APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

RETURN TO:

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

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## ADDITIONAL DIRECTORS

Name	Address
H. Yamaguchi	7733 Telegraph Road, Montebello, CA 90640
T.H. Brehme	7733 Telegraph Road, Montebello, CA 90640
N. Miyata	7733 Telegraph Road, Montebello, CA 90640
T. Oikawa	7733 Telegraph Road, Montebello, CA 90640
Y. Murayama	7733 Telegraph Road, Montebello, CA 90640

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*Handwritten signature*

**FILED**

NOV 30 1988

JIM EDGAR  
Secretary of State

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Property of Cook County Clerk's Office

COOK COUNTY RECORDER  
RECEIVED  
NOV 29 1988 12:58:00  
\$16.25

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Copy

**FILED**

NOV 30 1988

MM 20648  
Secretary of State

## CERTIFICATE OF ADOPTION OF ARTICLE XXV AND REPEAL OF ARTICLE XXV

That the People of the State of Illinois, by their representatives in the General Assembly, do hereby amend the Constitution of the State of Illinois, by repealing Article XXV of the Constitution of the State of Illinois, and by adopting the following article to read:

Article XXV. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

Section 1. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

Section 2. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

Section 3. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

Section 4. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

Section 5. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

Section 6. The General Assembly shall have the power to propose amendments to the Constitution of the State of Illinois, and to call a constitutional convention to consider and act upon such amendments.

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Return to:

CANDACE K. FULLMER  
KATTEN MUCHIN & ZAVIS  
525 WEST MONROE STREET, SUITE 1600  
CHICAGO, ILLINOIS 60606-3693

