

-88-601009

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

-88-601009

**Whereas,** APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
OC ESTORIL CORP.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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 seal to  
be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this \_\_\_\_\_ 8TH  
day of \_\_\_\_\_ DECEMBER \_\_\_\_\_ 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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4985-113-12

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	12-1-88
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 35.00
Penalties	\$
Clerk	J.P.D.

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 CLARK ESTORIL CORP.

and, if a change of name is being reported, the new corporate name is \_\_\_\_\_

CLARK ESTORIL CORP.

2. State or Country of Incorporation Delaware; Date of Incorporation 6/15/71; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 8182 Maryland Avenue, St. Louis, Missouri 63105

and the address of its principal office in Illinois is None

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

Registered Agent	C T CORPORATION SYSTEM		
	<u>First Name</u>	<u>Middle Name</u>	<u>Last Name</u>
Registered Office	c/o C T CORPORATION SYSTEM, 208 S. La Salle Street		
	<u>Number</u>	<u>Street</u>	<u>Suite # (A P.O. box alone is not acceptable)</u>
	Chicago	60604	Cook
	<u>City</u>	<u>Zip Code</u>	<u>County</u>

5. The states and countries in which it is admitted or qualified to transact business are: Indiana, Kentucky, Michigan, Minnesota, Missouri, Ohio, Pennsylvania, West Virginia and Wisconsin  
6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President - P. A. Novelly	12433 North 40 Drive	St. Louis,	MO	63141
Secretary - Robert W. Ziha	45 Brook Mill Lane	Chesterfield,	MO	63017
Director - Samuel R. Goldstein	14 Twin Springs Lane	St. Louis,	MO	63124
Director - P. A. Novelly	12433 North 40 Drive	St. Louis,	MO	63141
Director				

If more than 3, attach list

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Form BCA-13.40

File No. \_\_\_\_\_

## APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$25

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

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

RETURN TO:

DEC 08 1988

PAID

Dated November 17, 1988 attested by Robert W. Zlha  
(Signature of Secretary of State or Assistant Secretary) (Type or Print Name and Title)

by M. E. Burmaster  
(Signature of ~~Secretary of State~~ Vice President) (Type or Print Name and Title)

OC SPORTS CORP.  
(Name of Corporation)

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.

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.

9. The amount of paid-in capital is \$ 1,000.00

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

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$1.00	1,000	1,000

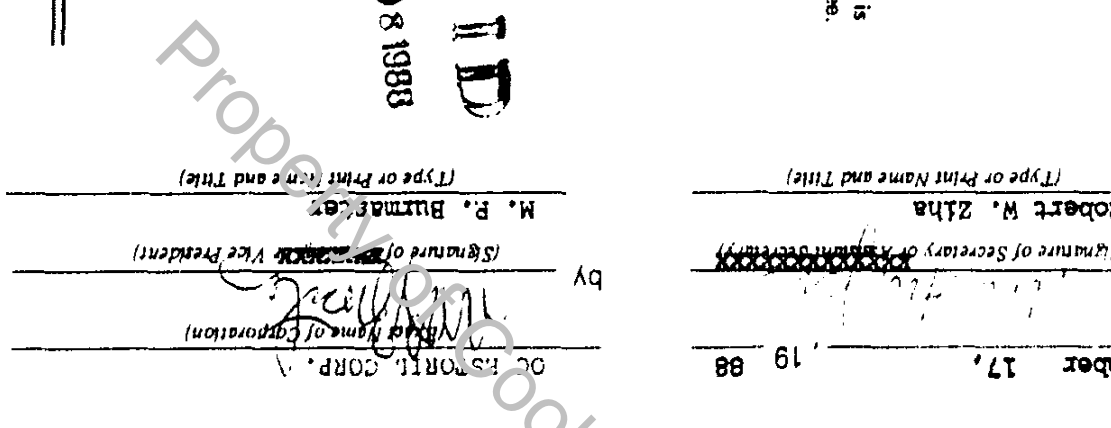
8. The number of shares which it is authorized to issue and which it has issued are:

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:

To acquire by purchase, exchange, concession, assignment, contract, lease, or otherwise, to hold, own, use, control, manage, improve, maintain, and develop, to mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, real estate improved or unimproved, lands, leaseholds, options, concessions, easements, tenements, hereditaments, and interests in properties of every kind and (see attached pages for remainder of Purpose)

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

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description wheresoever situated, and any and all rights therein.

To engage in the business of assisting other corporations in the financing of the acquisition and construction of service stations and garages, and, in connection therewith, to own and operate, or lease to others to operate, such service stations and garages.

To build, construct, or cause to be built or constructed, to purchase, exchange, lease, hire or otherwise acquire any and all buildings, structures and improvements of every kind and description on any land that may be owned, or at any time held or occupied by the corporation or in which it shall have any right, title, interest, easement or concession; to hold, own, use, occupy, control, manage, operate, improve, maintain, develop and remove, alter, repair or reconstruct any buildings, structures or other improvements of every kind and description now standing or hereafter erected on said lands.

To mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, any and all said buildings, structures and improvements and to rent, let or sublet offices, stores, shops, apartments, rooms or other space of every kind and description therein.

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To procure permits or licenses from municipal or other authorities for the construction of said buildings, structures and improvements and to do and perform every act required or permitted by law to be done or performed in the erection, maintenance, alteration, and operation of such buildings; to acquire, construct, maintain and operate all customary conveniences, such as elevators, lighting, heating and refrigeration, in connection with the operation of any and all buildings.

To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, agricultural, mercantile, manufacturing, mining, transportation or industrial enterprises, business, work, contract, undertaking, venture or operation in any part of the world; and for any such purpose to purchase, lease or otherwise acquire, take over, hold, sell, liquidate or otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations and other entities located in or organized under the laws of any part of the world; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs and to take over

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as a going concern and to continue in its own name any business so acquired, all in accordance with and to the extent permitted by law.

To pay for any property, securities, rights or interests acquired by the corporation in cash or other property, rights or interests held by the corporation or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificate of indebtedness or other obligations or securities howsoever evidenced.

To purchase, or otherwise acquire, hold, cancel, reissue, sell, resell and transfer shares of its own capital stock and its own bonds, debentures, warrants, rights, scrip, or other obligations or securities of any nature howsoever evidenced; provided that it shall not use its funds or property for the purchase of shares of its own capital stock when such use would cause any impairment of the capital of the corporation; and provided further that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To cause or allow the legal title, estate and interest in any property or business acquired, established or carried on by the corporation to remain or be vested or registered in the name of or carried on by any other person or

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persons, company or companies, foreign or domestic, formed or to be formed, and either upon trust for or as agents or nominees of the corporation, or upon any other terms and conditions which the board of directors may consider for the benefit of the corporation, and to manage the affairs or take over and carry on the business of such company or companies so formed or to be formed either by acquiring the shares, stocks or other securities thereof or otherwise howsoever, and to exercise all or any of the powers of holders of shares, stocks, or securities thereof, and to receive and distribute as profits the dividends and interest on such shares, stocks or securities.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinbefore set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have

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one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the Illinois Business Corporation Act.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

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To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instru-

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ments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

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RECORDS SECTION  
COURT CLERK

DEC 08 1988

**PAID**

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COOK COUNTY

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DEPT-01  
TRAN 4528 12/30/88 14:29:00  
#9852 # D \* -88-601009  
COOK COUNTY RECORDER

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*21.00*