

88025720

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

Return to C. Reale Box 28

Whereas, ARTICLES OF DISSOLUTION OF ERAJOMA, 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

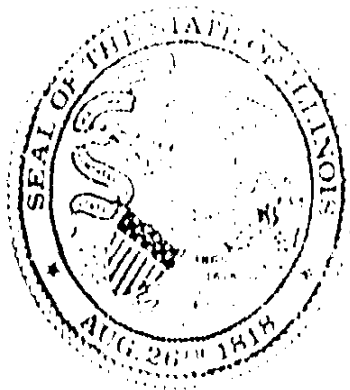
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 11TH

day of JANUARY AD. 19 88 and

of the Independence of the United States

the two hundred and 12TH



Jim Edgar SECRETARY OF STATE

88025720

UNOFFICIAL COPY

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UNOFFICIAL COPY

BCA 12.20 (Rev. Jan. 1986)

File # D2341-496-1

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	1-18-88
Filing Fee	\$8
Clerk	<i>[Signature]</i>

Remit payment in Check or Money
Order, payable to "Secretary of
State".
DO NOT SEND CASH!

ARTICLES OF DISSOLUTION

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts the following Articles of Dissolution.

ARTICLE ONE The name of the corporation is Frajoma, Inc.

ARTICLE TWO The post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State is _____

c/o Frank F. Rowell, Jr., 1550 West Carroll Avenue, Chicago,
IL 60607

ARTICLE THREE The dissolution of the corporation was duly authorized on January 4, 19 88, 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 12.05, the corporation having issued no shares as of the authorization of the dissolution; (Note 1 & 2)
- By a written consent signed by all shareholders entitled to vote on dissolution, in accordance with Section 12.10, board of director action not being required; (Note 3)
- By the shareholders, in accordance with Section 12.15, a resolution 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 dissolution; (Note 3)
- By the shareholders, in accordance with Sections 12.15 and 7.10, a resolution 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 3)

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 January 4, 19 88

Frajoma, Inc.
(Exact Name of Corporation)

attested by Eloise B. Wire
(Signature of Secretary or Assistant-Secretary)

by M. Mason Rowell
(Signature of President or Vice President)

Eloise B. Wire, Secretary
(Type or Print Name and Title)

M. Mason Rowell, President
(Type or Print Name and Title)

*If dissolution is authorized by the incorporators or by the board of directors, a majority of them must SIGN HERE.

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

Dated _____, 19 _____

15780022

REC-25720

Form BCA-12.20

File No. D2341-496-1

ARTICLES OF DISSOLUTION

Filing Fee \$5

Please return:

Charlene Peele
Baker & McKenzie
2900 Prudential Plaza
Chicago, IL 60601

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

FILED
JAN 11 1988
RETURN TO
PAID
JIM EDGAR

02282088

Notes 1: Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.

Note 2: Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the event there are no officers, the signatures of a majority of the directors or such directors as may be designated by the board must appear on these Articles of Dissolution.

Note 3: All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.

Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting.

Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent in writing, without a meeting.

To be effective, the dissolution must receive the affirmative vote or consent of the holder of at least 2/3 of the outstanding shares entitled to vote on dissolution, and, if class voting applies, then also at least 2/3 of the votes within each class.

If the Articles of Incorporation so provide, the 2/3s vote requirement may be superseded by 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.

When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

DEPT-01 RECORDING \$13.00
JAN 11 1988 10:56:00
COOK COUNTY RECORDER

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