

88178447

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Whereas.

ARTICLES OF INCORPORATION OF  
JOE RIZZI LINCOLN-MERCURY, 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, 1984.

\$19.00  
T#1111 TRAN 0163 04/28/88 11:32:00  
#1445 # A \* -88-178447  
COOK COUNTY RECORDER

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 18TH

day of APRIL AD 19 88 and

of the Independence of the United States

the two hundred and 12TH

Jim Edgar  
SECRETARY OF STATE

14 00

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BCA-2.10 (Rev. Jul. 1984)

File #

*Submit In Duplicate*

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".

**DO NOT SEND CASH!**

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

**ARTICLES OF INCORPORATION**

This Space For Use By  
Secretary of State

Date 4-18-88

License Fee \$ 1.50

Franchise Tax \$ 20.00

Filing Fee \$ 78.00

Clerk 100.50

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

**ARTICLE ONE** The name of the corporation is JOE RIZZA LINCOLN-MERCURY, INC.  
*(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)*

**ARTICLE TWO** The name and address of the initial registered agent and its registered office are:

Registered Agent  
Michele S. Kurlander  
First Name Middle Name Last Name

Registered Office  
2500 Prudential Plaza  
Number Street Suite # (A.P.O. Box alone is not acceptable)

Chicago 60601 Cook  
City Zip Code County

**ARTICLE THREE** The purpose or purposes for which the corporation is organized are:  
*If not sufficient space to cover this point, add one or more sheets of this size.*

To engage in the retail and wholesale purchase, sale, and repair of new and used automobiles, trucks, and other motor vehicles and to transact any and all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

**ARTICLE FOUR** Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	(Number of shares authorized)
Common	none	1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:  
*If not sufficient space to cover this point, add one or more sheets of this size.*

SEE ATTACHED SHEET

**ARTICLE FIVE** The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	none	100	\$ 1,000.00
			\$
			\$
			\$
<b>TOTAL</b>			<b>\$ 1,000.00</b>

\* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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## ARTICLE SIX *OPTIONAL*

The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address

## ARTICLE SEVEN *OPTIONAL*

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

## ARTICLE EIGHT *OTHER PROVISIONS* SEE ATTACHED SHEET.

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

### NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 5, 19 88

Signatures and Names		Post Office Address		
1.	<u>[Signature]</u> Signature Douglas Conover Name (please print)	1.	<u>2500 Prudential Plaza</u> Street Chicago City/Town	<u>Illinois</u> State 60601 Zip
2.	<u> </u> Signature Name (please print)	2.	<u> </u> Street City/Town	<u> </u> State Zip
3.	<u> </u> Signature Name (please print)	3.	<u> </u> Street City/Town	<u> </u> State Zip

**FILED**  
APR 18 1988  
JIM EDGAR  
Secretary of State

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2.10

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

### ARTICLES OF INCORPORATION

#### FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

#### EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL Due*
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

\*Includes Filing Fee + License Fee + Franchise Tax

**PAID**

RETURN TO:

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

APR 18 1988

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JOE RIZZA LINCOLN-MERCURY, INC.

## ARTICLES OF INCORPORATION

### ARTICLE FOUR

#### Paragraph 2:

A shareholder shall not have the right to transfer his shares to any person or entity if the fact that such person or entity owns such shares would cause the corporation to lose its status as an electing small business corporation under Subchapter S of the United States Internal Revenue Code. Any transfer or attempted transfer in violation hereof shall be null and void. All certificates representing shares of the corporation's stock shall bear a conspicuous reference to the restriction contained in this paragraph.

### ARTICLE EIGHT

#### Paragraph 1:

The affirmative vote of the holders of a majority of the shares outstanding and entitled to vote on any matter shall be sufficient to approve and authorize any action by the shareholders of the corporation with respect to such matter.

#### Paragraph 2:

Shareholders shall not have the right to cumulate their votes in elections of directors.

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RETURN TO:  
BOX 271  
DOUGLAS CONOVER