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File Number

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SEAL OF THE OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerks Office

Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF TRANSAMERICA COMMERCIAL FINANCE CORPORATION 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.

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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 do set my hand and seal to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 27th day of MAY AD 1988 and of the Independence of the United States the two hundred and 12th

Jim Edgar SECRETARY OF STATE

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BCA-13.40 (Rev. Jul. 1984)

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

File # 1991-10314

*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	<u>5-31-88</u>
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ <u>70.00</u>
Penalties	\$
Clerk	<u>[Signature]</u>

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 Borg-Warner Acceptance Corporation

and, if a change of name is being reported, the new corporate name is Transamerica Commercial Finance Corporation

2. State or Country of Incorporation Delaware; Date of Incorporation 9/3/53; Period of Duration perpetual

3. The address of its principal office, wherever located, is 225 North Michigan Avenue, Chicago, Illinois 60601

and the address of its principal office in Illinois is 225 North Michigan Avenue, Chicago, Illinois 60601

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

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

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

	No. & Street	City	State	Zip
President	SEE ATTACHED			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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Form BCA-1340

Box 170 37C

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.

RECEIVED

NOV 1 1988

DEAR / OFFICE

RETURN TO:

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

C-196

Dated February 17, 1988

attested by M. E. Rosenbergs, Asst. Secretary (Type or Print Name and Title)  
(Signature of Secretary or Assistant Secretary)

by T. F. White, Vice President (Type or Print Name and Title)  
(Signature of President, Vice President or Secretary)

Transamerica Commercial Finance Corporation (Exact Name of Corporation)

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.

9. The amount of paid-in capital is \$ 432,488.933

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

\*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".

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Preferred	NPV	10,000	63
Common	\$100.00	200,000	200,000

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

See attached.

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

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7.

The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To buy, sell and otherwise deal in and with open accounts, conditional sale contracts, bills of lading, warehouse receipts, trust receipts, bonds and securities, including personal property, leases, contracts, mortgages and choses in action of every kind, nature and description; to buy, sell, hold, take and receive by way of absolute or security title and delivery on consignment or in trust or under bailments and own and otherwise deal in appliances and merchandise and personal property of every kind, nature and description, including the good will and rights of any business.

To engage generally in the business of lending money either with or without security or collateral therefor.

To engage generally in the transaction of any and all business in which finance companies or loan companies are generally engaged.

To act as representative, agent or broker for insurance companies, individuals or associations in all matters pertaining to the business of insurance, and in general to do all things proper and necessary in connection therewith.

To accumulate and lend money, purchase, sell and deal in notes, bonds and securities, but nothing herein shall be construed as including the business purposes of a commercial bank, savings bank or trust company.

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, 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 enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency 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, warrants, bonds, debentures and other negotiable or non-negotiable instruments 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 loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description.

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In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

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NR 238375

Revised 1/20/88

BORG-WARNER ACCEPTANCE CORPORATION  
OFFICER & DIRECTOR LIST

<u>OFFICER</u>	<u>OFFICE</u>	<u>BUSINESS</u>	<u>RESIDENCE</u>
A. E. Van Leuven	Chairman of the Board & Director	1150 S. Olive Street Los Angeles, CA 90015	5573 Luz Del Sol Laguna Hills, CA 92653
R. D. Torisky	President	225 N. Michigan Ave. Chicago, IL 60601	5 Cory Drive South Barrington, IL 60010
P. Slipp	Senior Exec. Vice President	225 N. Michigan Ave. Chicago, IL 60601	1310 N. Ritchie Court Apartment 125 Chicago, IL 60610
J. Murphy	Executive Vice President	1933 N. Meadham Road Schaumburg, IL 60173	267 Brittany Court Long Grove, IL 60047
B. Cox	Vice President-Finance	225 N. Michigan Ave. Chicago, IL 60601	123 W. Walnut Street Hinsdale, IL 60521
K. T. Behm	Vice President	5001 College Blvd., Suite 207 Leawood, KS 66211	11731 W. 101st Street Overland Park, KS 66214
A. Brieger	Vice President	225 N. Michigan Ave. Chicago, IL 60601	632 Hayward Streamwood, IL 60103
E. Campbell	Vice President	225 N. Michigan Ave. Chicago, IL 60601	300 N. River Road Fox River Grove, IL 60021
M. L. Daniel	Vice President	1515 Beltline Road Dallas, TX 75840	6208 Dilbeck Drive Dallas, TX 75240
W. K. Denniston	Vice President	225 N. Michigan Ave. Chicago, IL 60601	805 Biltmore Naperville, IL 60540
H. J. Hentz	Vice President	2401 Plum Grove Road Palatine, IL 60067	457 Mildred Ave. Cary, IL 60013

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<u>OFFICER</u>	<u>OFFICE</u>	<u>BUSINESS</u>	<u>RESIDENCE</u>
J. T. Lore	Vice President	225 N. Michigan Ave. Chicago, IL 60601	1345 E. Garner Road Naperville, IL 60540
E. C. McClelland	Vice President	Two Robert Speck Pkwy. Mississauga, ON L4Z1H8	505 Hart Ave. Burlington, Ontario L7N1P6
J. R. Wacek	Vice President	104 Wilnot Road, Ste. 150 Deerfield, IL 60015	22 Essex Lane Lincolnshire, IL 60015
F. R. White	Vice President, General Counsel & Secretary	225 N. Michigan Ave. Chicago, IL 60601	2006 Thornwood Wilmette, IL 60091
M. Hanley	Vice President & Treasurer	225 N. Michigan Ave. Chicago, IL 60601	110 Ann Street Clarendon Hills, IL 60514
R. M. Comiskey	Controller	225 N. Michigan Ave. Chicago, IL 60601	2609 N. Arlington Hts. Road Arlington Hts., IL 60004
J. Hart	Asst. Secretary	225 N. Michigan Ave. Chicago, IL 60601	407 W. Lake Libertyville, IL 60048
M. E. Rosenberg	Asst. Secretary	225 N. Michigan Ave. Chicago, IL 60601	961 Indian Spring Lane Buffalo Grove, IL 60089

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<u>DIRECTOR</u>	<u>OFFICE</u>	<u>BUSINESS</u>	<u>RESIDENCE</u>
A. E. Van Leuven	Director	1150 S. Olive Street Los Angeles, CA 90015	5573 Luz Del Sol Laguna Hills, CA 92653
D. D. Torisky	Director	225 N. Michigan Ave. Chicago, IL 60601	5 Cory Drive South Barrington, IL 60091
R. P. Slipp	Director	225 N. Michigan Ave. Chicago, IL 60601	1310 N. Ritchie Court Apartment 123 Chicago, IL 60610
G. L. Depolo	Director	600 Montgomery Street San Francisco, CA 94111	37 Charles Hill Circle Orinda, CA 94503
R. R. Harvey	Director	600 Montgomery Street San Francisco, CA 94111	2525 Valiente Street San Francisco, CA 94103
C. C. Herring	Director	600 Montgomery Street San Francisco, CA 94111	4175 Canyon Road Lafayette, CA 94549
B. C. Pascoe	Director	600 Montgomery Street San Francisco, CA 94111	1968 Jackson Street San Francisco, CA 94103

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COOK COUNTY RECORDER

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