

SEAL OF THE OFFICE OF THE SECRETARY OF STATE OF ILLINOIS



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF CHECKERS DRIVE-IN RESTAURANTS OF NORTH AMERICA, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA 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.

88251337

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 heretofore set my hand and name to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 20TH 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-13.15 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

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

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	5-20-88
License Fee	\$ 50
Franchise Tax	\$ 25.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	\$ 100.50

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

1. The name of the corporation is Checkers Drive-In Restaurants of
(Shall contain the word "corporation", "company", "incorporated",
North America, Inc.

or "limited"; or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country of Incorporation NEVADA; Date of Incorporation 12-10-85 Period of Duration Perpetual

3. The address of its principal office, wherever located, is 510 S. 9th St.
Las Vegas, Nevada

and the address of its principal office in Illinois is None

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

Registered Agent C T CORPORATION SYSTEM
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street
Number Street Suite # (A PO box alone is not acceptable)
Chicago 60604 Cook
City Zip Code County

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

It is concurrently qualifying in AL, AZ, CA LA, FL, & MO

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

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

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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

TO OPERATE A FAST FOOD RESTAURANT.

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2 0 0 0 /

OFFICERS AND DIRECTORS

James E. Mittel	President	P.O. Box 2907 Mobile AL 36652
Roland L. Robin	Vice President	121 N. Osceola Ave. Suite 303 Clearwater, FL 34615
Mark B. Bush	Secy/Treasurer	P.O. Box 2907 Mobile, AL 36652
Harry S. Cline	Assistant Secy.	P.O. Box 1669 Clearwater, FL 34617
Herbert G. Brown	Director	121 N. Osceola Ave. Suite 303 Clearwater, FL 34615
Robert G. Brown	Director	121 N. Osceola Ave. Suite 303 Clearwater, FL 34615
Jared D. Brown	Director	121 N. Osceola Ave. Suite 303 Clearwater, FL 34615
George Cook	Director	c/o 121 N. Osceola Ave. Suite 303 Clearwater, FL 34615

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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
Class A Common (non voting)	\$1.00	1,250	500
Class B Common (nonvoting)	\$1.00	1,250	250
Common	\$1.00	22,500	22,500

* 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 "na".

9. The amount of paid-in capital** is \$ 25,000

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

(COMPLETE EITHER #10 or #11 below)

\$18 00

10. The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital

11. (a) --Give an estimate of the total value of all the property of the corporation for the following year \$ 3,300,000
- (b) --Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ 0
- (c) --State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 4,950,000
- (d) --State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 26,000

12 INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
Checkers of North America, Inc.
- (b) The number of shares of all classes owned by residents of Illinois is:
P.O. Box 2907, Mobile, AL 36652
none
- (c) The number of shares of all classes owned by non-residents of Illinois is:
- (d) Is the corporation transacting business in this State at this time? 23,000
- (e) If your answer is in the affirmative, state the exact date of no which it commenced to transact business in Illinois:

13. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications

*** When the response to #12(a) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #12(a)

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Form BCA-13.15

File No. 5

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee and franchise tax

FILED

MAY 20 1988

JIM EDGAR Secretary of State

RETURN TO:

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

PAID

MAY 23 1988

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LS205288

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. Dated March 15 19 88 attested by Harry S. Cline (Type or Print Name and Title) XAMMORSENER (Type or Print Name and Title) by Roland L. Roblin (Type or Print Name and Title) America, Inc. (Exact Name of Corporation) Checkers Drive-In Restaurants of North America, Inc. (Exact Name of Corporation) or Vice President)

RECORDING DESK BOX 170

CS112

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RECORDING DESK
BOX 170

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-88-250397

261101-1307 08 23 1988
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00 00 00 00 00 00 00 00 00 00

Handwritten signature

\$17.00

FORM 1.000 (Rev. Jan. 1964)

Submit to Registrar

Amount payable in Cash or Money Order, payable to "Secretary of State".

DO NOT SEND CASH

JIM EDGAR
Secretary of State
State of Illinois

STATEMENT OF CHANGES OF BUSINESS AGENT
AND/OR
REGISTERED OFFICE

Fee Due For this Statement of State	
Date	
Filing Fee	\$2.00
Cash	1

Pursuant to the provisions of "The Business Corporation Act of 1953", the undersigned corporation hereby submits the following statement.

1. The name of the corporation is CSBA Healthplan of Illinois, Inc.

2. The State or Country of Incorporation is Delaware

3. The name and address of its registered agent and its registered office as they appear on the records of the office of the Secretary of State (Before Change) are:

Registered Agent United States Corporation Co.

First Name	Middle Name	Last Name

Registered Office 33 North La Salle Street

Number	Street	Suite No. (A P.O. Box address is not acceptable)
Chicago	60602	
City	Zip Code	County
		Cook

The name and address of its registered agent and its registered office shall be (After All Changes Have Been Reported):

Registered Agent C T CORPORATION SYSTEM

First Name	Middle Name	Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Number	Street	Suite No. (A P.O. Box address is not acceptable)
Chicago	60604	
City	Zip Code	County
		Cook

4. The address of the registered office and the address of the business office of (a) registered agent, as changed, will be identical.

5. The above change was authorized by: ("X" over box only)

- a. By resolution duly adopted by the board of directors. (Note 5)
- b. By action of the registered agent. (Note 6)

(If authorized by the board of directors, sign here. See Note 5)

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

Dated November 10, 1967

CSBA Healthplan of Illinois, Inc.

attested by Nancy J. Jeffrey
(Signature of Registered Agent)

by John W. Rohfritch
(Signature of President or other principal)

Nancy J. Jeffrey, Asst. Secy.
(Type or Print Name and Title)

John W. Rohfritch, President
(Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

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

Dated _____, 19____

(Signature of Registered Agent of Record)

FILED 10266 1507

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