

UNOFFICIAL COPY

File Number 5119-734-8, 3 5 9 6

88370396



**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF VESPER MANAGEMENT CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

*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 2ND day of AUGUST 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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NFP - 110.30  
(Rev. Jan., 1987)

JIM EDGAR  
Secretary of State  
State of Illinois

File #	
This Space For Use By Secretary of State	
Date	8-2-88
Filing Fee	25
Clerk	AT

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Order, payable to "Secretary of  
State"

DO NOT SEND CASH!

ARTICLES OF AMENDMENT  
under the  
GENERAL NOT FOR PROFIT CORPORATION ACT

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Vesper Management Corporation

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 6-10,  
19 88 in the manner indicated below ("X" one box only.)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 4)

(INSERT RESOLUTION)

RESOLVED that the Articles of Incorporation be amended by adding the following article:

"Article 6. No director of this corporation shall be liable for monetary damages for breach of fiduciary duty as a director except for the following:

- a. A breach of the director's duty of loyalty to the corporation.
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Violations of Section 108.65 of the Illinois General Not-for-Profit Corporation Act of 1986.
- d. Any transaction from which the director derived an improper personal benefit."

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FORM NFP-110.30

ARTICLES OF AMENDMENT

under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Statement Articles \$100

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PAID  
AUG 04 1988

FILED

AUG 02 1988

JIM EDGAR  
Secretary of State

RETURN TO:

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

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C1305

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13:00

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- NOTE 1: State the exact corporate name as it appears on the records of the Office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment, and (2) that the members approve the amendment.
- NOTE 5: Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class as required).
- The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)
- When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

NOTES AND INSTRUCTIONS

Dated July 12, 1988

attested by Margaret Moore  
(Signature of Secretary or Assistant Secretary)  
Arliece W. Miller, Secretary  
(Type or Print Name and Title)

by Donald M. Hallberg  
(Signature of President or Vice President)  
Donald M. Hallberg, President  
(Type or Print Name and Title)

Vesper Management Corporation  
(Exact Name of Corporation)

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.

(If space is insufficient, attach additional pages size 8 1/2 x 11)

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