

59537263



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Whereas,

ARTICLES OF INCORPORATION OF
R.N.S. TRUCKING & LEASING, 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.

59537263

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 hereunto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 1ST
day of NOVEMBER AD 19 89 and
of the Independence of the United States
the two hundred and 14TH

Jim Edgar
SECRETARY OF STATE

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BCA-2.10 (Rev. Jul. 1984)

File =

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	11-1-85
License Fee	\$ 500
Franchise Tax	\$ 750
Filing Fee	\$
Clerk	C 10652

Payment must be made by Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State".
DO NOT SEND CASH!

ARTICLES OF INCORPORATION

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 R.N.S. TRUCKING & LEASING, 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	<u>Anthony</u>	<u>E.</u>	<u>Young</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>200 West Adams Street</u>		<u>Suite 2000</u>
	<small>Number</small>	<small>Street</small>	<small>Suite # (A P.O. Box alone is not acceptable)</small>
	<u>Chicago</u>	<u>60606</u>	<u>Cook</u>
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

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.

See Attached Rider

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	NPV	1000

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.

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	NPV	100	\$ 1,000
			\$
			\$
			\$
TOTAL			\$ 1,000

*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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Form BCA-2.10

File No. _____

ARTICLES OF INCORPORATION

FILED

JAN 1 1989
FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: PAY FILING FEE \$75.00; INITIAL FEE \$25.00; FEE OF 1/20th of 1% of the consideration to be received for Initial Shares Issued (see Art. 3); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for Initial Shares Issued (see Art. 3); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE*
up to \$1,000	\$100.50
\$ 6,000	\$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

RETURN TO:

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

C-162.B

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

1.	Signatures and Names Ronald C. Seiner	City/Town Chicago, IL 60607	State IL	Zip 60607
2.	Signature _____	City/Town _____	State _____	Zip _____
3.	Signature _____	City/Town _____	State _____	Zip _____

Dated Oct 25 19 89

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

NAMES & ADDRESSES OF INCORPORATORS

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

ARTICLE EIGHT OTHER PROVISIONS

- (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 SEVEN OPTIONAL

Name	Residential Address

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: _____

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RIDER ATTACHED TO AND MADE A PART OF
ARTICLES OF INCORPORATION
of
R.N.S. TRUCKING & LEASING, INC.

The purposes for which the corporation is organized are:

1. To own, operate and lease motor vehicles.
2. To manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of and generally deal in and with, at wholesale or retail, as principal or agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.
3. To acquire, own, use, convey, lease, mortgage, rent or otherwise dispose of real property or any interest therein.
4. To do each and every thing necessary or proper for the accomplishment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the corporations, and to contract accordingly.
5. To conduct its business and carry out that purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not forbidden by law.
6. To exercise and possess all powers, rights or privileges necessary or incidental to the purposes for which it is engaged.
7. To transact any and all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act.

ARTICLE EIGHT, PARAGRAPH 1

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PRE-EMPTIVE RIGHTS

In the event the corporation in the future is authorized to issue and does issue additional shares, each shareholder shall have pre-emptive rights to purchase that percentage of the total number of issued and outstanding shares owned by the shareholder immediately before such pre-emptive rights are exercised. A shareholder may waive his pre-emptive rights only in a signed

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RIDER ATTACHED TO AND MADE A PART OF
ARTICLES OF INCORPORATION OF
R.N.S. TRUCKING & LEASING, INC.

writing; in this event those shareholders not so waiving their pre-emptive rights shall have the right to purchase according to the following formula the shares which the waiving shareholder could have purchased but for the waiver (hereinafter the "refused shares"), each non-waiving shareholder shall have the right to purchase that percentage of the refused shares which corresponds to the percentage of the total number of issued and outstanding shares, exclusive of the shares owned by the waiving shareholder, owned by the non-waiving shareholder immediately before exercising this right.

ARTICLE EIGHT, PARAGRAPH 2

RIGHT OF FIRST REFUSAL

In the event a shareholder (hereinafter the "selling shareholder") attempts to sell or in any other manner transfer the ownership of all or part of his shares, including any transfer by reason of the shareholder's death, those shareholders not attempting to transfer the ownership of their shares (hereinafter the "non-selling shareholders") shall have the right to purchase according to the following formula all those shares which the selling shareholder attempts to transfer (hereinafter the "offered shares"): each non-selling shareholder shall have the right to purchase the percentage of the offered shares which corresponds to the percentage of the total number of issued and outstanding shares, exclusive of the shares owned by the selling shareholder immediately before attempting transfer of the offered shares, owned by the non-selling shareholder that purchases offered shares from the selling shareholder shall pay to the selling shareholder or his representative a total consideration equal to the number of offered shares purchased by that non-selling shareholder multiplied by a sum per share equal to the highest sum per share offered to the selling shareholder or his representative for the offered shares by a non-shareholding bona-fide prospective purchaser, the total consideration to be paid to the selling shareholder shall be determined by agreement between the selling shareholder and the purchasing shareholder. The provisions of this Section may be negated, altered, amended or supplemented by an agreement in writing and signed by all the shareholders.

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RETURN TO:
Anthony E. Young, Ltd
200 W. Adams St., Suite 2000
Chicago, IL 60606



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