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RECORDED IN THE SECRETARY OF STATE

In Cada

the two hundred and
fifty ninth day of March 1989 and
at the City of Chicago, State of Illinois,
I, Robert J. Gormley, Chairman of the Board of Directors,
of the Great Lakes Chamber of Commerce,
do affix my hand and cause to be affixed
hereunto this certificate and attach a copy of the Constitution
of the Great Lakes Chamber of Commerce.

In testimony whereof, I have signed
this certificate and attached hereto a copy of the Constitution
of the Great Lakes Chamber of Commerce.



68170456

IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
VENCOR, INCORPORATED

Robert J. Gormley



S3170456

File Number 5478-490-2

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Property of Cook County Clerk's Office

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(If more than 3, attach list)

President	John Doe	123 Main Street	City	State	Zip
Director	Jane Smith	456 Elm Street	City	State	Zip
Director	Bob Johnson	789 Oak Street	City	State	Zip
Secretary	Carol Williams	101 Pine Street	City	State	Zip
Prostidant	David Green	202 Cedar Street	City	State	Zip

(See Attached List)

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

IN, KY, FL, TX, LA, ID
The states and countries in which it is admitted or qualified to transact business are:

Chicago, IL 60604
City Zip Code
Country

Registered Office 208 South LaSalle Street Suite # A H.O. box alone is not acceptable
Number Street Middle Name Last Name
Registered Agent CM Corporation System Middle Name Last Name

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

208 South LaSalle Street, Chicago, IL 60604

and the address of its principal office in Illinois is: CCM Corporation System

133 South Michigan Avenue, Chicago, IL 60602

3. The address of its principal office, wherever located, is: 133 South Michigan Avenue

2. of incorporation Date of Incorporation 6/22/87 ; Period of Duration Partnership

and, if a change of name is being reported, the new corporate name is: Vantage Incorporated
RECEIVED

1. The name of the corporation is Venango, Inc.

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.

File #	BCA-1340 (Rev. July 1984)
This Space for Use by	Submits in Duplicate
Secretary of State	Order, payable to, Secretary of State
Date	Remits payment in check or money order
Licenses Fee \$ 30-89	DO NOT SEND CASH
Franchise Tax \$	TRANSACTION AUTHORITY TO
Phone Lines	CERTIFICATE OF AUTHORITY TO
Filing Fee \$	TRANSACT BUSINESS IN ILLINOIS
Liens Fee \$	APPLICATON FORMS
State of Illinois	SECRETARY OF STATE
JIM EDGAR	SUPERVISOR OF STATE
File #	Submits in Duplicate

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.

Any lawful act or activity for which corporations may be organized under, and to exercise any power that corporations may now or hereafter exercise under, the laws of the State of Illinois, including the maintenance and operation of hospital facilities for the diagnosis and treatment of people to obtain medical care of illness, disease, injury, infirmity or deformity.

DEPT-01

\$14.00

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COOK COUNTY RECORDER

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
Common	\$.25	3,500,000	1,988,000
Preferred	\$1	100,000	

*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".

9. The amount of paid-in capital is \$ 753,500.00

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

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.

Dated March, 19 89

Vencare, Inc.

(Exact Name of Corporation)

attested by Maria M. Levaring

by W. Bruce Lund

89170456

(Type or Print Name and Title)

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS**

Filing Fee \$25

FILED

MAR 30 1989

JIM BOGAR
Secretary of State

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

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Attachment to Application Form for Amended Certification of Authority
Names and addresses of the directors and officers of the corporation

63170456

Vice Chairman of the Board
President/Chairman of the Board
Board and Director
R. Gene Smith
Levy Building, Suite 500
Louisville, KY 40202
Vice Chairman of the Board
President, Finance, and Director
Levy Building, Suite 500
Louisville, KY 40202
R. Gene Smith
Levy Building, Suite 500
Louisville, KY 40202
Vice Chairman of the Board
President, Development, and Director
Levy Building, Suite 500
Louisville, KY 40202
W. Earl Reed, III
Levy Building, Suite 500
Louisville, KY 40202
W. Earl Reed, III
Levy Building, Suite 500
Louisville, KY 40202
Micheal R. Barr
Levy Building, Suite 500
Louisville, KY 40202
Vice President, Operations, and
Development, Finance, and
Vice President, Marketing

Vice President, Finance, and
Development, and Director

Secretary
Treasurer
Director

William J. Steadman
Levy Building, Suite 500
Louisville, KY 40202
Maria M. Leverting
Levy Building, Suite 500
Louisville, KY 40202
Katherine W. Gilchrist
Levy Building, Suite 500
Louisville, KY 40202
William H. Lomicka
402 Mockingbird Valley Rd.
Louisville, KY 40202
Bama B. Rucker
Hambrick & Quist Incorporated
C/O Hambrick & Quist
Venture Partners
235 Montgomery Street
San Francisco, CA 94104
Director

William C. Ballard, Jr., Esq.
Finance and Administration
The Human Building
500 West Main Street
Louisville, KY 40202
Director

William C. Ballard, Jr., Esq.
Finance and Administration
The Human Building
500 West Main Street
Louisville, KY 40202
Director

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5478-400-15