

# UNOFFICIAL COPY

File Number

556-870-4

59351575

## STATE OF ILLINOIS



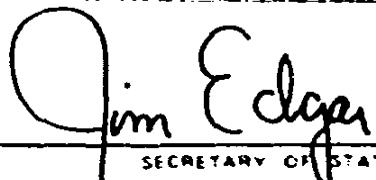
OFFICE OF  
THE SECRETARY OF STATE

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF REPUBLIC ENGINEERED STEELS, INC.

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.

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 have set my hand and caused to be affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this \_\_\_\_\_ 4TH  
day of AUGUST 1989 and  
of the Independence of the United States  
the two hundred and \_\_\_\_\_ 14TH.

  
Jim Edgar

SECRETARY OF STATE

SECY'S OFFICE  
CLERK'S OFFICE  
COOK COUNTY CLERK'S OFFICE

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File #

Submit in Duplicate

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

JIM EDGAR  
Secretary of State  
State of Illinois

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO TRANSACT  
BUSINESS IN ILLINOISThis Space For Use By  
Secretary of State

Date	9-4-89
License Fee	\$ 50
Franchise Tax	\$ 25.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	4100.57

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 Republic Engineered Steels, Inc.  
(Shall contain the word corporation, company, incorporated)

or shall contain an abbreviation of one of such names.

(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 \_\_\_\_\_ Date of  
of Incorporation Delaware : incorporation 5/15/89. Period of Duration Perpetual

3. The address of its principal office, wherever located, is 410 Oberlin Road, SW  
Massillon, Ohio 44645

and the address of its principal office in Illinois is 11600 South Burley Avenue, Chicago,  
IL 60617

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 208 South 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

Connecticut, Indiana, Ohio and Pennsylvania

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

	No. & Street	City	State	Zip
President	Russell W. Maier	1346 Glenbrook Court	Westlake, Ohio	44145
Secretary	James B. Riley	5115 Ramblewood Ct.	Solon, Ohio	44139
Director	Russell W. Maier	1346 Glenbrook Court	Westlake, Ohio	44145
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.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the Illinois Business Corporation Act of 1983.

Property of Cook County Clerk's Office

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8 The number of shares which it is authorized to issue and which it has issued are 10

Class	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$1.00	100	10

\* 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 "none".

9 The amount of paid-in capital\*\* is \$ 10.00

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

- 10 (a) —Give an estimate of the total value of all the property of the corporation for the following year. \$ 118,700,000
- (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. \$ 20,900,000
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year. \$ 800,000,000
- (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. \$ 100,000,000

## 11. INTERROGATORIES

- \*\*\* (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance? 410 Oberlin Road, SW, Massillon, Ohio 44646
- (b) The number of shares of all classes owned by residents of Illinois is 0
- (c) The number of shares of all classes owned by non-residents of Illinois is 10
- (d) Is the corporation transacting business in this State at this time? No
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois

XXXXXXXXXXXXXXXXXXXXXXXXXXXX/XXXXXX/XXXXXX

- 12 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 respondent lists the first City in Illinois address, then the total business as reflected in #10 is also considered to be 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 #10.

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25818007

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

Dated July 25 19 89

affested by

*James B. Riley*  
(Signature of Secretary or Assistant Secretary)

James B. Riley, Secretary  
(Type or Print Name and Title)

Republic Engineered Steels, Inc.

(Exact Name of Corporation)

by Russell W. Maier  
(Signature of President or Vice President)

Russell W. Maier, President  
(Type or Print Name and Title)

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Form BCA-13.15

89381578

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

Filing Fee \$75.00 plus applicable license fee  
and franchise tax  
10-1237



AUG - 4 1989

JIM EDGAR  
Secretary of State

89381578

RETURN TO:

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

C-1713

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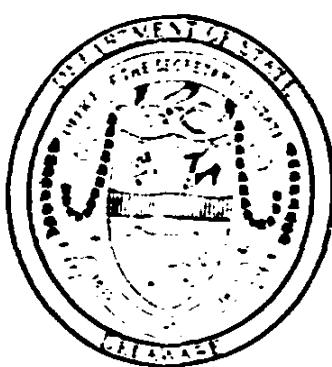
1 / 3 PAGE 1

State of Delaware

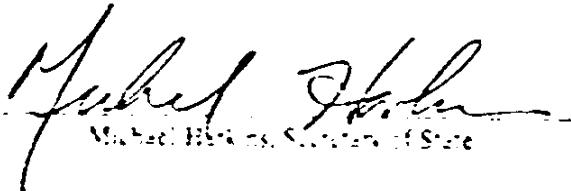


## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND  
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF  
BAR ACQUISITION CO. FILED IN THIS OFFICE ON THE FIFTEENTH  
DAY OF MAY, A.D. 1989, AT 10 O'CLOCK A.M.



729191122

  
Michael Harkins, Secretary of State

AUTHENTICATION: 2253583

DATE: 07/10/1989

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5-15-79

## CERTIFICATE OF INCORPORATION

OF

### BAR ACQUISITION CO.

FIRST: The name of the corporation is Bar Acquisition Co.

SECOND: The registered office of the corporation is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at the address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation shall be authorized to issue 100 shares of Common Stock, \$1.00 par value, amounting to an aggregate capital of \$100.00.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME	ADDRESS
Samuel A. Flax	1210 New Hampshire Ave., NW Washington, DC 20036

SIXTH: Elections of directors need not be by written ballot. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the Delaware Code or other applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

SEVENTH: The original by-laws of the corporation shall be adopted by the initial incorporator named herein. Thereafter, the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the by-laws of the corporation.

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- 2 -

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all of the creditors or class of creditors, and/or on all stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: A director of this corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article Ninth shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: The corporation shall have perpetual existence.

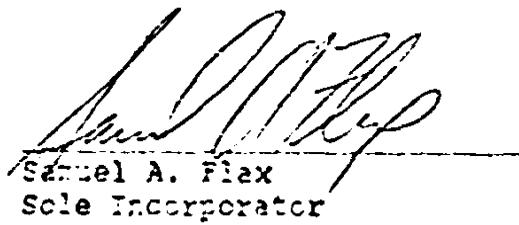
ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

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- 3 -

I, THE UNDERSIGNED, being the incorporator  
hereinbefore named, for the purpose of forming a  
corporation pursuant to the General Corporation Law of  
the State of Delaware, do make this Certificate, hereby  
declaring and certifying that this is my act and deed  
and that the facts herein stated are true, and  
accordingly have hereunto set my hand and seal this 10th  
day of May, 1989.

  
Samuel A. Flex  
Sole Incorporator

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PAGE 1

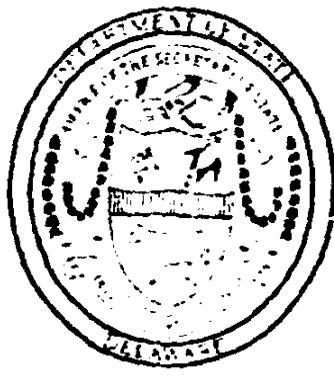
State of Delaware



## Office of Secretary of State

T. MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF PAR ACQUISITION CO. FILED  
IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1989, AT 2:30  
O'CLOCK P.M.

\*\*\*\*\*



729191122

A handwritten signature of T. Michael Harkins over a horizontal line.

T. Michael Harkins, Secretary of State

AUTHENTICATION

12285594

DATE

07/10/1989

5935157c

## BAR ACQUISITION CO.

CERTIFICATE OF ADOPTION OF  
AMENDMENT TO CERTIFICATE OF INCORPORATION

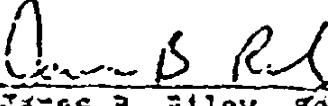
This is to certify that the Board of Directors and sole stockholder of BAR ACQUISITION CO., a Delaware corporation, have adopted Resolutions, in accordance with provisions of Section 242 of the Delaware General Corporation Law, so as to amend the Certificate of Incorporation of BAR ACQUISITION CO., such that the first Article thereof shall now read:

FIRST: The name of the corporation is  
REPUBLIC ENGINEERED STEELS, INC.

IN WITNESS WHEREOF, this Certificate of Adoption of Amendment to Certificate of Incorporation is executed as of the 27th day of June, 1989.

  
\_\_\_\_\_  
Russell W. Maier  
President and CEO

ATTEST:

  
\_\_\_\_\_  
James B. Riley, Secretary

(SEAL)

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