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File Number 56089208 54 8 9 3924
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Wheras, ARTICLES OF INCORPORATION OF
CMBC ENTERPRISES, 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.

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 cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this _____ 24th
day of AUGUST AD 1990 and
of the Independence of the United States
the two hundred and _____ 15th

The signature of Jim Edgar, Secretary of State, in cursive ink.

SECRETARY OF STATE
15⁰⁰/

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JIM EDGAR
 Secretary of State
 State of Illinois

ARTICLES OF INCORPORATION

Submit to Disclose
Payment may be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order payable to "Secretary of State".
DO NOT SEND CASH!

This space for use by Secretary of State
Date 8-24-90
License Fee \$ 3
Franchise Tax \$ 25
Filing Fee \$ 25
<i>[Signature]</i> 100-50

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 CMBC Enterprises, 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

Steve

First Name

Lawrence

Last Name

Registered Office

10 South Wacker Drive, Suite 4000

Number

Street

Suite # (A P.O. Box alone is not acceptable)

Chicago

City

60606

Zip Code

Cook

County

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.

The transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983 of the State of Illinois.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Per Value per share	Number of shares authorized
Common	n/a	1,000

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.

None

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Per Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	n/a	500	\$ 500
			\$
			\$
			\$
			\$
			TOTAL \$ 500

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CMBC ENTERPRISES, INC.

ARTICLES OF INCORPORATION

Please return to:

Altheimer & Gray
c/o Carol L. Brown
10 S. Wacker Dr., Suite 4000
Chicago, IL 60606

FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation:
FILING FEE \$75.00: INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received in initial issued shares (See Art. 5). MINIMUM \$50. INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (see Art. 5). MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	Total Due
Up to \$1,000	\$100.50
\$ 5,000	\$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

NOTE: If a corporation acts as incorporator, the name of the incorporator and the state of incorporation shall be shown and the signatures must be in one original document. Carbon copy, facsimile or rubber stamp signatures may only be used on commercial copies.

Signatures shall be by its President or Vice-President and verified by him, and attested by its Secretary of an Association

Secretary.

Name (please print) *Steve Lawrence* Signature *8/24/98*
City/Town *Chicago* State *IL* Zip *60606*
Street *10 S. Wacker Dr.*
Name (please print) *Jim Edgar* Signature *8/24/98*
City/Town *Chicago* State *IL* Zip *60606*
Street *10 S. Wacker Dr.*
Name (please print) *Steve Lawrence* Signature *8/24/98*
City/Town *Chicago* State *IL* Zip *60606*
Street *10 S. Wacker Dr.*

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

Dated August 17, 1998

MAKING NECESSARY: taking a duration other than permanent; regular meeting intervals; voting, e.g., authorizing pre-emptive rights; denying cumulative voting; exhibiting internal affairs; voting attach separates needs of this size for any other purpose to be included in the Articles of Incorporation.

NAME & ADDRESS OF INCORPORATORS: *Steve Lawrence* *8/24/98*
10 S. Wacker Dr.

NAME & ADDRESS OF INCORPORATOR(S): *Jim Edgar* *8/24/98*
10 S. Wacker Dr.

ARTICLE EIGHT OTHER PROVISIONS

- (a) It is estimated that the value of all property to be owned by the corporation for _____ Illinois during the following year 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 during the following year will be _____

ARTICLE SEVEN OPTIONAL

- Names _____ 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 are selected and qualify are _____

ARTICLE SIX

OPTIONAL

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EXHIBIT A

TO

ARTICLES OF INCORPORATION

OF

CMBC ENTERPRISES, INC.

- (a) No shareholder shall have cumulative voting rights in elections for directors.
- (b) Each of the following matters when submitted to shareholders vote pursuant to the requirements of the Business Corporation Act of 1983, as amended from time to time, or any successor statute, shall require for its adoption, approval or authorization, as the case may be, the affirmative vote of the holders of at least a majority of the total outstanding shares entitled to vote on the matter and, if applicable, the affirmative vote of the holders of at least a majority of the outstanding shares of each class or series of shares entitled to vote as a class on the matter:
- (i) a proposed amendment of these Articles of Incorporation;
 - (ii) a plan of merger, consolidation or exchange;
 - (iii) a sale, lease exchange, or other disposition of all, or substantially all, the property and assets, with or without the good will, of the corporation, if not made in the usual and regular course of business, and the determination of, or authorization of the board of directors to determine, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor; and
 - (iv) a resolution to voluntarily dissolve the corporation.

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(877)970-87

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