

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



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90560212

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF GREAT LAKES CONSTRUCTION COMPANY 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.

DEPT-01 10 00 1990 \$16.00
11444 10 00 1990 1142100
1256 10 00 1990 125611212

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 voice to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 15TH day of OCTOBER AD 19 90 and of the Independence of the United States the two hundred and 15TH

\$16.00

Jim Edgar
SECRETARY OF STATE

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Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	10-15-90
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$ 75
Clerk	MO

Remit payment in Check or Money
Order, payable to "Secretary of
State".

ARTICLES OF AMENDMENT

DO NOT SEND CASH!

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is GREAT LAKES CONSTRUCTION COMPANY (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on June 30, 19 90 in the manner indicated below. ("X" one box only.)

- By a majority of the incorporators, provided no directors were named in the articles of Incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows.)

(New Name)

All changes other than name, include on page 2
(over)

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REFERENCE TO TRANSFER RESTRICTIONS ON CERTIFICATE: A conspicuous reference to the existence of restrictions on transfers of shares shall appear on each issued certificate.

SEVERABILITY: If any of the foregoing restrictions above are invalid or unenforceable, on their face or as applied, said restrictions shall be treated as though severed from any remaining valid restrictions which remain valid, lawful and enforceable in effect.

CONSENT RESTRICTION: In all circumstances including those where the corporation or one or more shareholders wish to exercise an option prescribed above, none of the shares of stock shall be sold, hypothecated or transferred without the consent of the holders of half of the issued shares of the stock of the corporation.

If more than one shareholder wishes to exercise the option, the shareholders desiring to exercise the option, shall have the right to exercise the option as to the number of shares offered in the same proportion as the proportion of their respective current ownership interests to one another. After the expiration of said 60 days, the stockholder shall be free to make any other sale of his stock.

RIGHTS OF FIRST REFUSAL: The subscription for and the ownership of all shares of stock in this corporation are made and taken upon the condition that any holder of shares of stock desiring to sell the same shall first offer his stock to the corporation at his best price and the corporation shall have 30 days in which to exercise its option to purchase the same. Said notice shall be given by a letter addressed to the home office of this corporation. On its failure to exercise its option within said 30 days, the stockholders of this corporation shall have 30 days to exercise their option to purchase said stock at said price.

ARTICLE FIVE 2. Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

1. That the Articles of Incorporation be restated to contain the following headings: Articles of Incorporation of Great Lakes Construction Company, being reorganized as a close corporation.

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ARTICLE THREE

The manner, if not set forth in the amendment, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No change.

ARTICLE FOUR

(a) The manner, if not set forth in the amendment, in which said amendment effects a change in the amount of paid-in capital* is as follows: (If not applicable, insert "No change")

No change.

(b) The amount of paid-in capital* as changed by this amendment is as follows: (If not applicable, insert "No change")

No change.

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

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

Dated SEPTEMBER 20, 19 90

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Walter E. Stewart Secretary
(Type or Print Name and Title)

GREAT LAKES CONSTRUCTION COMPANY
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Tom W. Fuerber, President
(Type or Print Name and Title)

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

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Statement Articles \$100.00

FILED

DEC 15 1991

Secretary of State

RETURN TO: Wm. D. Lyman
2021 Midwest Road, Suite 202, Oak Brook, Illinois 60521

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

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
(a) to remove the names and addresses of directors named in the articles of incorporation;
(b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.15 is also filed;
(c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
(d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "td." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
(e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
(f) to revise the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' 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 shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is 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 shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

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