

00099928



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF LEES' MARKETING SERVICES, 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 thereto set my hand, and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 22ND *day of* FEBRUARY *AD* 1990 *and of the Independence of the United States the two hundred and* 14TH.



Jim Edgar
 SECRETARY OF STATE

00099928

UNOFFICIAL COPY

Property of Cook County Clerk's Office



WIGODA & WIGODA
Attorneys At Law
(312) 263-3000
333 W. Wacker - 25th Floor
Chicago, Illinois 60606

UNOFFICIAL COPY

BCA-10.30 (Rev. Jul. 1984)

Submit in Duplicate

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

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT

File #

This Space For Use By Secretary of State	
Date	2-22-90
License Fee	\$
Franchise Tax	\$
Filing Fee	\$
Clerk	

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 LEES' MARKETING SERVICES, INC. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on January 29, 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)

00099326

UNOFFICIAL COPY

Property of Cook County Clerk's Office

000933306

UNOFFICIAL COPY

Page 2
Resolution

Resolved, the purposes for which the corporation is organized are:

Coupon processing and premium fulfillment services including the sorting and counting of coupons and premiums; the payment of redemption values and accounting therefore, to premium and coupon distributors; and the breeding, raising and racing of thoroughbred race horses.

Property of Cook County Clerk's Office 30033326

UNOFFICIAL COPY

Page 4

NOTES and INSTRUCTIONS

- 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 § 5.10 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 "ltd." 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 restate 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 supercede 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)

Form BCA-10.30

File No. _____

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stat'd Articles \$100.00

FILED

FEB 22 1990

Secretary of State

RETURN TO:

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

ROBERT M. WILSON

WILSON & WILSON

333 W WACKER DRIVE - 35470

CHICAGO, IL 60606

(312) 437-3000

C-1732

30093326

UNOFFICIAL COPY

Property of Cook County Clerk's Office

013 013

013 013

UNOFFICIAL COPY

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

DEPT-01 RECORDING \$16.25
T43333 TRAN 0380 03/02/90 15:48:00
49384 * -90-098326
COOK COUNTY RECORDER

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

90038326

Paid-In Capital

Before Amendment After Amendment
\$ _____ \$ _____

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

Dated January 23, 19 90

LEES' MARKETING SERVICES, INC.

(Exact Name of Corporation)

attested by George Kleemann
(Signature of Secretary or Assistant Secretary)

by Sandi Kleemann
(Signature of President or Vice President)

George Kleemann, Secretary

(Type or Print Name and Title)

Sandi Kleemann, President

(Type or Print Name and Title)

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

FILED 90038326

FEB 22 1990

Secretary of State

16mail

UNOFFICIAL COPY

Property of Cook County Clerk's Office