

UNOFFICIAL COPY

RETURN TO: SUZANNE M. KNOLL
LEVENFELD, EISENBERG ET AL
33 WEST MONROE, 21ST FLOOR
CHICAGO, IL 60603

File Number
90254155

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

ABZAC CORP.

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 seal to*

be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 8TH

day of JUNE 10 19 90 *and*

of the Independence of the United States

the two hundred and 14TH

Jim Edgar
SECRETARY OF STATE

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BCA-10.30 (Form Rev. Jan. 1986)

File # 5469-690-4

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	6-8-90
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	(signature)

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 Arpac Corp.

(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on April 9
1990 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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Property of Cook County Clerk's Office

90234155

RESOLVED, that Article Four Paragraph 1 of the Articles of Incorporation of this Corporation shall be amended to increase the total number of authorized no par value class A common shares from TEN THOUSAND (10,000) shares to FIVE MILLION (5,000,000) shares; and
FURTHER RESOLVED, that Article Four Paragraph 1 of the Articles of Incorporation of this Corporation shall be further amended to cancel the existing authorized no par value class B common shares, such that no class B common shares are authorized or issuable by this Corporation.

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Page 3

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")*

Upon filing of this Amendment, the ~~issued and outstanding~~ ^{authorized} no par value class B common shares shall be ~~suspended~~ and cancelled.

ARTICLE FOUR (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) is as follows. *(If not applicable, insert "No change")*

"No Change"

(b) The amount of paid-in capital (Paid in Capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

"No Change"

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

(Complete either item 1 or 2 below)

(1) 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 Sept 19 19 90

ARPAQ CORP.
(Exact Name of Corporation)

attested by 

by 

Ralph Evert, Secretary

Michael Levy, President

(Type or Print Name and Title)

(Type or Print Name and Title)

(2) If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____

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ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

90-284155

FILED

JUN 08 1990

Secretary of State

RETURN TO:

STATE FRONT CORPORATION DEPARTMENT SECRETARY OF STATE SPRINGFIELD, ILLINOIS 62756 TELEPHONE 217-782-6961

DEPT-01 RECORDING \$16.25 #2020 # B *-90-284155 TRNN 9145 06/15/90 11:03:00 COOK COUNTY RECORDER

55156206

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.", "co.", or "inc." 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 amend 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)