

UNOFFICIAL COPY

File Number

5559-785-3  
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**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

KID'S CLUBHOUSE, 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* 14th  
*day of* June *AD 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 # D 5559-785-3

Submit in Duplicate

JIM EDGAR  
Secretary of State  
State of Illinois

This Space For Use By Secretary of State	
Date	6-14-90
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 Kid's Clubhouse, Inc. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on May 28<sup>th</sup> 1990 19\_\_\_\_ 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. 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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Page 2  
Resolution

WHEREAS, the Board of Directors of this Corporation has determined and recommends that the shareholders consider amending Exhibit A to paragraph 2 of Article Four of the Articles of Incorporation of this Corporation by the addition of the paragraph set forth in Appendix A hereto and that an amendment to the Articles of Incorporation of this Corporation reflecting such action be approved and filed; and

WHEREAS, the Sole Shareholder of this Corporation hereby consents to such amendment; and

NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation of this Corporation be amended as recommended above by the Board of Directors; and

BE IT FURTHER RESOLVED, that the President and such other officers as she in her sole discretion may designate be and they hereby empowered, authorized and directed to execute and file Articles of Amendment and such other certificates as may be necessary or appropriate to effectuate the foregoing amendment.

PROPERTY COUNTY CLERK'S OFFICE

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**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 (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 May 28<sup>th</sup>, 19 90 Kid's Clubhouse, Inc.  
(Exact Name of Corporation)

attested by Bryan Kocen  
(Signature of Secretary or Assistant Secretary)  
Bryan Kocen, Secretary  
(Type or Print Name and Title)

by Sheridan Turner  
(Signature of President or Vice President)  
Sheridan Turner, President  
(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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## 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 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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Form BCA-10.30

File No.

### ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

**FILED**

JUN 14 1990

Secretary of State

RETURN TO:

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

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APPENDIX A  
ARTICLES OF AMENDMENT  
KID'S CLUBHOUSE, INC.

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Corp. File No. D5559-785-3

## 4G. Adjustments.

### (a) Subdivisions.

If the Company at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) one or more classes of its outstanding shares of Common Stock into a greater number of shares, the conversion ratio in effect immediately prior to such subdivision will be proportionately reduced and the number of shares of Common Stock obtainable upon conversion of the Preferred Stock will be proportionately increased. If the Company at any time combines (by reverse stock split or otherwise) one or more classes of its outstanding shares, the conversion ratio, in effect immediately prior to such combination will be proportionately increased and the number of shares of Common Stock obtainable upon conversion of the Preferred Stock will be proportionately decreased.

### (b) Reorganization, Reclassification Consolidation Merger or Sale.

Any capital reorganization, reclassification, consolidation, merger or sale of all or substantially all of the Company's assets to another which is effected in such a way that a holder of Common Stock is entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock is referred to herein as "Organic Change." Prior to the consummation of any Organic Change, the Company will make appropriate provision (in form and substance reasonably satisfactory to the holders of shares of the Preferred Stock representing a majority of the Common Stock obtainable upon conversion of all of the Preferred Stock then outstanding) to ensure that each of the holders of the Preferred Stock will thereafter have the right to acquire and receive in lieu of or addition to the shares of Common Stock immediately theretofore acquirable and receivable upon the conversion of such holder's Preferred Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for the number of shares of Common Stock immediately theretofore issuable and receivable upon exercise of such holder's shares of Preferred Stock had such Organic Change not taken place. In any such case, the Company will make appropriate provision (in form and substance reasonably satisfactory to the holders of shares of the Preferred Stock representing a majority of the Common Stock obtainable upon conversion of all of the Preferred Stock then outstanding) with respect to such holders' rights and interests to insure that the provisions of this Part 4G hereof will thereafter be applicable to the Preferred Stock (including, in the case of any such consolidation, merger or sale in which the successor company or purchasing company is other than the Company, an immediate adjustment of the conversion ratio or price to the value for the Common Stock reflected by the terms of such consolidation, merger or sale, and a corresponding immediate adjustment in the number of shares of Common Stock acquirable and receivable upon conversion

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of the Preferred Stock, if the value so reflected is less than the conversion ratio or price in effect immediately prior to such consolidation, merger or sale). The Company will not effect any such consolidation, merger or sale, unless prior to the consummation thereof, the successor company (if other than the Company) resulting from consolidation or merger or the company purchasing such assets assumes by written instrument (in form and substance satisfactory to the holders of shares of Preferred Stock representing a majority of the Common Stock obtainable upon conversion of all of the shares of Preferred Stock then outstanding), the obligation to deliver to each such holder such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire.

(c) Certain Events. If any event occurs of the type contemplated by the provisions of this Part 4G but not expressly provided for by such provisions, then the Company's board of directors will make an appropriate adjustment in the conversion ratio or price and the number of shares of Common Stock obtainable upon conversion of the Preferred Stock so as to protect the rights of the holders of the Preferred Stock.

(d) Notices.

(i) Immediately upon any adjustment of the conversion ratio or price, the Company will give written notice thereof to the holder.

(ii) The Company will give written notice to the holder at least 20 days prior to the date on which the Company closes its books or takes a record (A) with respect to any dividend or distribution upon the Common Stock (B) with respect to any pro rata subscription offer to holders of Common Stock or (C) for determining rights to vote with respect to any Organic Change, dissolution or liquidation.

(iii) The Company will also give written notice to the holders at least 20 days prior to the date on which any Organic Change, dissolution or liquidation will take place.

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DEPT-01 RECORDING  
143333 TRAN 0292 06/22/90 11:30:00  
43327 = C \*--90--298993  
COOK COUNTY RECORDER

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Return to Court Room 1204  
Madison