



Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
GENERAL ELECTRIC CAPITAL AUTO AUCTIONS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS 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 hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this 31st
day of December AD 1990 and
of the Independence of the United States
the two hundred and 15th*

Jim Edgar
SECRETARY OF STATE

91041282

UNOFFICIAL COPY

GECOA #5

2 1 0 4 1 2 0 2

BCA-13.40 (Rev. Jul. 1984)

File # 5448-269-8

*Submit in Duplicate*JIM EDGAR,
Secretary of State
State of IllinoisThis Space For Use By
Secretary of State

Date 12/31/90
 License Fee \$
 Franchise Tax \$
 Filing Fee \$ 25.00
 Penalties \$
 Clerk [Signature]

Remit payment in Check or Money
Order, payable to "Secretary of
State".**DO NOT SEND CASH!**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is General Electric Credit Auto Auctions, Inc.

 and, if a change of name is being reported, the new corporate name is General Electric
Capital Auto Auctions, Inc.
2. State or Country of Incorporation Delaware; Date of Incorporation 3/27/85; Period of Duration Perpetual
3. The address of its principal office, wherever located, is 600 Hart Road, Barrington, IL 60010

 and the address of its principal office in Illinois is 600 Hart Road, Barrington, IL 60010

4. The name and address of its registered agent and its registered office are:
- | | | | |
|-------------------|---|--------------------|---|
| Registered Agent | <u>C T CORPORATION SYSTEM</u> | | |
| | <u>First Name</u> | <u>Middle Name</u> | <u>Last Name</u> |
| Registered Office | <u>c/o C T CORPORATION SYSTEM, 208 S. La Salle Street</u> | | |
| | <u>Number</u> | <u>Street</u> | <u>Suite # (A P.O. box alone is not acceptable)</u> |
| | <u>Chicago</u> | <u>60604</u> | <u>COOK</u> |
| | <u>City</u> | <u>Zip Code</u> | <u>County</u> |
5. The states and countries in which it is admitted or qualified to transact business are: CA, CO, FL, GA, IL, MN, MO, NY, OH, OR, TX, SC, VA, UT, WA
6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President Stephen A. McNeely	400 E. Ohio St.	Chicago, IL		60611
Secretary Sarah J. Graber	426 June Terrace	Barrington, IL		60010
Director Stephen A. McNeely	400 E. Ohio St.	Chicago, IL		60611
Director W. J. McNerney	157 Ridge Acres Rd.	Darien, CT		06820
Director Stefan M. Poth	7230 Mohansic	Birmingham, MI		48010

If more than 3, attach list

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Form BCA-13.10

File No. 5448-269-8

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

FILED

DEC 31 1990

Secretary of State

RETURN TO:

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

C-196

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Jeanne M. Horton, Asst. Secretary
(Type or Print Name and Title)

Jeanne M. Horton
(Signature of Secretary or Assistant Secretary)

Dated August 28, 1990

Colin J. Shave, Vice President-Finance & Treasurer
(Type or Print Name and Title)

Colin J. Shave
(Signature of President or Vice President)

General Electric Capital Auto Auctions, Inc.
(Exact Name of Corporation)

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.
The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

9. The amount of paid-in capital is \$ 25,657,911
**"Paid-in Capital" replaces the terms stated Capital & Paid-in Surplus and is equal to the total of these accounts.

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	100	100

8. The number of shares which it is authorized to issue and which it has issued are:

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted by the Illinois Business Corporation Act, including, but not limited to, the operation of an auto auction in Illinois.
If not sufficient space to cover this point, add one or more sheets of this size

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DEPT-01 RECORDING
143555 TRAN 4229 01/28/91 14:25:00
48495 # 0 * - 4 1 - 0 4 1 2 8 2
COOK COUNTY RECORDER

UNOFFICIAL COPY

Cook County File No. 5448-269-8

GECAA #5

(BCA 13.40)

9 1 0 4

ADDITIONAL DIRECTORS

	<u>Name</u>	<u>Address</u>
Director	James W. Rogers	19880 Sweetwater Curve Shorewood, MN 55331
Director	Edward D. Stewart	327 Indian Point Road Barrington, IL 60010

ADDITIONAL OFFICER

Vice President- Finance & Treasurer	Colin J. Shave	52 Seneca East Hawthorn Woods, IL 60047
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Subsidiary

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PAGE 1

State of Delaware

FILED

DEC 31 1990



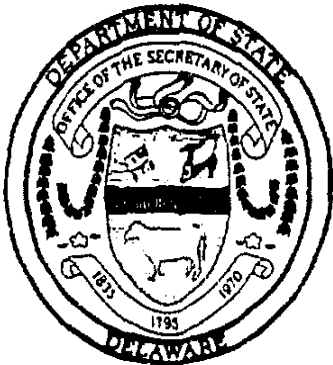
Secretary of State

Office of Secretary of State

BCA 112 113.30
\$ 25.00

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF GENERAL ELECTRIC CREDIT AUTO AUCTIONS, INC. FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 1988, AT 10 O'CLOCK A.M.

Property of Cook County Clerk's Office



720 242068

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

12777158

DATE:

08/30/1990

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03/17

10/17

state to yntolw4

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10/17/17



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CERTIFICATE OF AMENDMENT

OF

RESTATED

CERTIFICATE OF INCORPORATION

* * * * *

GENERAL ELECTRIC CREDIT AUTO AUCTIONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at the annual meeting of the Board of Directors of said corporation held on this date, the Board of Directors adopted resolutions proposing and declaring advisable a change in the name of the corporation by amending the Restated Certificate of Incorporation of said corporation and resolving that the following resolution be presented for consideration at the next annual meeting of stockholders of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of General Electric Credit Auto Auctions, Inc. be amended by changing the first paragraph thereof and the First Article of the third paragraph thereof, so that, as amended, each of the foregoing shall be and read as follows:

"The name of the corporation is General Electric Capital Auto Auctions, Inc."

SECOND: That at the annual meeting of stockholders held on this date, all of the outstanding stock entitled to vote thereon was voted in favor of said resolution and amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware and shall be effective immediately.

IN WITNESS WHEREOF, said GENERAL ELECTRIC CREDIT AUTO AUCTIONS, INC. has caused this certificate to be signed by EDWARD D. STEWART, Chairman of the Board of Directors, and attested by SARAH J. GRABER, its Secretary this 17th day of March, 1988.

GENERAL ELECTRIC CREDIT AUTO AUCTIONS, INC.

By: /s/ EDWARD D. STEWART
Chairman of the Board of Directors

ATTEST:

BY: /s/ SARAH J. GRABER
Secretary

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Return To:
Helen TARTAKOFF
Suite 4400
SIDNEY S. AUSTIN
One First National Plaza, Chicago, IL 60603
850-7000

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