



**Whereas,** APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF GENERAL ELECTRIC CAPITAL AUTO RESALE SERVICES, 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 19* 90 *and of the Independence of the United States the two hundred and* 15th *.*

*Jim Edgar*  
 \_\_\_\_\_  
 SECRETARY OF STATE

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CECARS #4

BCA-13.40 (Rev. Jul. 1984)

File # 5483-376-8

JIM EDGAR  
Secretary of State  
State of Illinois

Submit in Duplicate

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

This Space For Use By Secretary of State	
Date	12/31/90
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Penalties	\$
Clerk	<i>[Signature]</i>

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 Resale Services, Inc.

and, if a change of name is being reported, the new corporate name is General Electric Capital Auto Resale Services, Inc.

2. State or Country of Incorporation Delaware; Date of Incorporation 9/19/86; 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	C T CORPORATION SYSTEM		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	c/o C T CORPORATION SYSTEM, 208 S. La Salle Street		
	<i>Number</i>	<i>Street</i>	<i>Suite # (A P.O. box alone is not acceptable)</i>
	Chicago	60604	Cook
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

5. The states and countries in which it is admitted or qualified to transact business are:

Illinois and Ohio

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

See attached list.

If more than 3, attach list

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Form BCA-13.40

File No. 5483-376-8

## 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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Properly Certified Office

attested by

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

Dated August 28, 19 90

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

by

*Colin J. Shaver*  
(Signature of President or Vice President)

General Electric Capital Auto

Resale Services, Inc.

(Exact Name of Corporation)

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

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.

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.

9. The amount of paid-in capital is \$ 162,571,837. "Paid-in Capital" replaces the terms "Paid-in Surplus and is equal to the total of these accounts.

\*A declaration as to 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	No Par Value	10,000	1,246.89

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

STATE COUNTY RECORDER

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DEPT-01 RECORDING 117.29

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 permitted by the Illinois Business Corporation Act.

If not sufficient space to cover this point, add one or more sheets of this size

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2011 File No. 5483-376-8  
GENERAL #4  
(BCA 13.40)

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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11/10/2011

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PAGE 1

State of Delaware



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Secretary of State

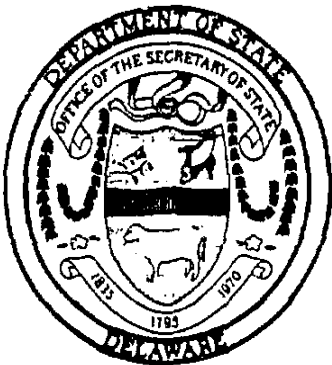
# 25.00

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Office of Secretary of State

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 AMENEMENT OF GENERAL ELECTRIC CREDIT AUTO REALE SERVICES, INC. FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 1980, AT 10 O CLOCK A.M.

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720 24 2076

Michael Harkins, Secretary of State

AUTHENTICATION:

12777160

DATE:

08/30/1990

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03/07/2019

10:00 AM

03/07/2019

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03/07/2019  
10:00 AM



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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

\* \* \* \* \*

GENERAL ELECTRIC CREDIT AUTO RESALE SERVICES, 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 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 Certificate of Incorporation of General Electric Credit Auto Resale Services, Inc. be amended by changing the First Article thereof, so that, as amended, said Article shall be and read as follows:

"The name of the corporation is General Electric Capital Auto Resale Services, 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 Sections 242 and 228 of the General Corporation Law of the State of Delaware and shall be effective immediately.

IN WITNESS WHEREOF, said GENERAL ELECTRIC CREDIT AUTO RESALE SERVICES, 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 RESALE SERVICES, 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

**SIDLEY & AUSTIN**  
One First National Plaza, Chicago, IL 60603  
853-7600

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