

92424123

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BROOKHAVEN CONSTRUCTORS, 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.

92424123

DEFI-01 RECORDING \$11.50
74888 TRAN 6777 06/12/92 11:58AM
1167 : E * 92-424123
COOK COUNTY RECORDER

92424123

Now Therefore, I, George H. Ryan, 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 1ST day of JUNE A.D. 19 92 and of the Independence of the United States the two hundred and 16TH

George H Ryan
3150 R
SECRETARY OF STATE

UNOFFICIAL COPY

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1991)

File #

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782 1832

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 6-1-92

Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$

Approved: [Signature]

Remit payment in check or money order, payable to "Secretary of State"

JUN 01 1992
GEORGE H. RYAN
SECRETARY OF STATE

1. CORPORATE NAME Brookhaven Constructors, Inc. (Note 1)

2. MANNER OF ADOPTION AND TEXT OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on April 1,
19 92 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 having 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)

When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

No Change

(NEW NAME)

UNOFFICIAL COPY

Text of Amendment

(Any article being amended is required to be set forth in its entirety)

(See Exhibit "A" attached)

FILE

JUN 0 1

**GEORGE H
SECRETARY C**

Property of Cook County Clerk's Office

82101103

UNOFFICIAL COPY

ARTICLES OF AMENDMENT OF BROOKHAVEN CONSTRUCTORS, INC.

RESOLVED, ARTICLE FOUR is AMENDED AS FOLLOWS:

Paragraph 1: Authorized Shares:

Class	Par Value Per Share	Number of Shares Authorized
Common A	\$n/a	10,000
Common B	\$n/a	1,000,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

Class A Common Class A common stock has no par value. The holders of Class A Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders.

Holders of Class A Common Stock are entitled to receive ratably along with the holders of Class B Nonvoting Common, based on the total number of outstanding Class A Common and Class B Nonvoting Common shares, such dividends as may be declared by the Board of Directors out of funds legally available therefor.

Shares of Class A Common Stock shall be (without any action being taken by the corporation or shareholders or directors of corporation) converted into an equal number of shares of Class B Nonvoting Common Stock if by reason other than the death or disability of a holder of Class A Common Stock such shares are transferred by court order or by operation of law to any person or entity (including but not limited to a shareholder's trustee in bankruptcy, to a spouse pursuant to a divorce decree, to a creditor or a holder of a collateral interest in such shares as a result of a default under the instrument creating the collateral interest or to a purchaser at any creditor's court sale).

CLASS B NONVOTING COMMON Class B Nonvoting Common Stock has no par value. The holders of Class B Nonvoting Common Stock are not entitled to vote on any matter submitted to a vote of stockholders.

Holders of Class B Nonvoting Common Stock are entitled to receive ratably, along with the holders of Class A Common Stock, based on the total number of outstanding Class A Common and Class B Nonvoting Common shares, such dividends as may be declared by the Board of Directors out of funds legally available therefor.

FURTHER RESOLVED:

1000 shares of issued and outstanding common stock is reclassified as 1000 Shares of Class A Common Stock.

ED

RYAN
OF STATE

CO
RECORDS

UNOFFICIAL COPY

Property of Cook County Clerk's Office

80512203

UNOFFICIAL COPY

3 The manner in which any increase, reclassification or cancellation of ~~paid~~ 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")

1000 shares of issued and outstanding common stock ~~is~~ ~~is~~ reclassified as 1000 Shares of Class A Common Stock

4 (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	\$ 1000.00	\$ 1000.00

(Complete either Item 5 or 6 below)

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

Dated April 1, 19 92 Brookhaven Constructors, Inc.
(Exact Name of Corporation)

attested by John Macias-Kirwan by Michael Warren
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
John Macias-Kirwan Secretary Michael Warren President
(Type or Print Name and Title) (Type or Print Name and Title)

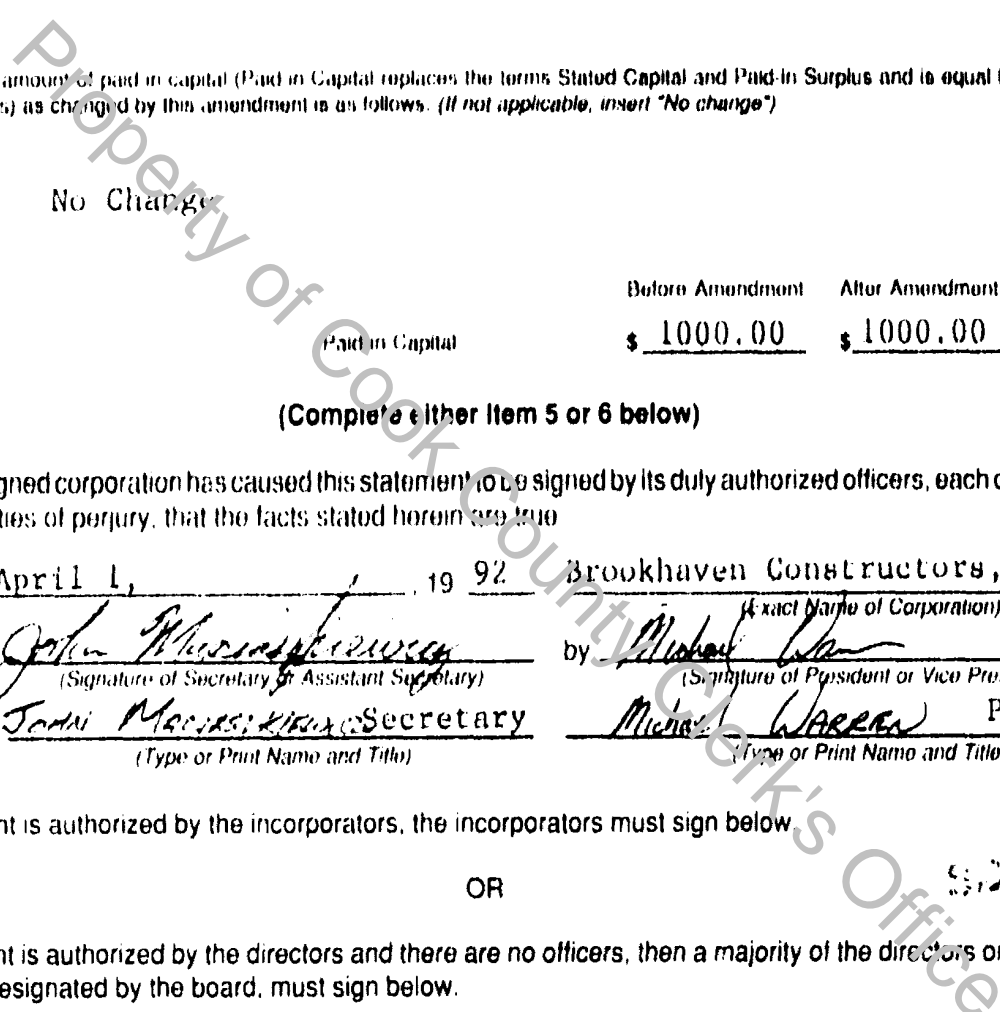
6. If amendment is authorized by the incorporators, the incorporators must sign below.

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 the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____



92021173

UNOFFICIAL COPY

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 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)

The filing fee for articles of amendment - \$25.00

The filing fee for restated articles - \$100.00.

01730
01730



Dan Drew
30 N. LASALLE
SUITE 2200
CHICAGO, IL 60602