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OFFICE OF THE SECRETARY OF STATE  
STATE OF ILLINOIS



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DEPT-01 RECORDING \$31.00  
T#2222 TRAN 6955 06/17/92 15:18:00  
#5874 \* -92-441111  
COOK COUNTY RECORDER

**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF JEDI ENTERPRISES, 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, 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 9TH day of JUNE A.D. 19 92 and of the Independence of the United States the two hundred and 16TH.



*George H. Ryan*  
SECRETARY OF STATE

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Form **BCA-10.30**

## ARTICLES OF AMENDMENT

(Rev. Jan. 1991)

File # 5565-340-2

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

# FILED

JUN 09 1992

GEORGE H. RYAN  
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date 6-9-92

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

Approved: *MR*

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

1. CORPORATE NAME: JEDI Enterprises, Inc.

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on April 29

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 by 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)

(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)

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## RESOLUTION

RESOLVED, that the Articles of Incorporation of the Corporation shall be amended in the following respects:

1. By deleting therefrom in its entirety Paragraph 1 of Article Four to the Articles of Incorporation and inserting a new Article Four, paragraph 1, providing in its entirety as follows:

Paragraph 1: The authorized shares shall be:

<u>Class</u>	<u>Par Value Per Share</u>	<u>Number of Shares Authorized</u>
Common Class A Voting	N/A	1,000
Common Class B Nonvoting	N/A	3,000

2. By adding the following new paragraph to Paragraph 2 of Article Four:

"The voting rights of the Common Stock shall be vested exclusively in the holders of Common Class A Voting Stock. Shares of Common Class A Voting Stock shall have one vote for each share, in all matters submitted to a vote of the shareholders. Holders of Common Class B Nonvoting Stock shall not have any voting rights."

3. By amending Article VIII in its entirety to provide as follows:

"Each outstanding share of Common Class A Voting Stock shall be entitled to one vote in each matter submitted to a vote at any meeting of shareholders, and in all elections for directors, each shareholder shall have the right to vote the number of shares owned by such shareholder for each person to be elected, and in no event shall any shareholder have the right to cumulate his votes, or to cast votes for any nominee in excess of the number of shares owned by such shareholder, nor shall any shareholder have cumulative voting rights for the election of directors or for any other purpose."

As amended Article Four provides as follows:

Paragraph 1: The authorized shares shall be:

<u>Class</u>	<u>Par Value Per Share</u>	<u>Number of Shares Authorized</u>
Common Class A Voting	N/A	1,000
Common Class B Nonvoting	N/A	3,000

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

Transfer or assignment of ownership by a shareholder of any amount of shares in the Corporation is subject to the right of first refusal by all other shareholders to purchase or otherwise acquire said shares.

The voting rights of the Common Stock shall be vested exclusively in the holders of Common Class A Voting Stock. Shares of Common Class A Voting Stock shall have one vote for each share, in all

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matters submitted to a vote of the shareholders. Holders of Common Class B Nonvoting Stock shall not have any voting rights.

As amended Article Eight provides as follows:

Each outstanding share of Common Class A Voting Stock shall be entitled to one vote in each matter submitted to a vote at any meeting of shareholders, and in all elections for directors, each shareholder shall have the right to vote the number of shares owned by such shareholder for each person to be elected, and in no event shall any shareholder have the right to cumulate his votes, or to cast votes for any nominee in excess of the number of shares owned by such shareholder, nor shall any shareholder have cumulative voting rights for the election of directors or for any other purpose.

Each of the 1,000 outstanding shares of Common Stock, without par value, is reclassified as 1,000 shares of Common Class A Voting, without par value.

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3. 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")

Each of the 1,000 outstanding shares of Common Stock, without par value, is reclassified as 1,000 shares of Common Class A Voting, without par value.

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	\$ _____	\$ _____

(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 29, 19 92 JEDI Enterprises, Inc.  
(Exact Name of Corporation)  
attested by IRA A. TANGY by EDWARD LOEW  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice-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 \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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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 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)