

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

THE HASSINGER COMPANIES, 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.

92455103

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 11th day of MAY, A.D. 1992 and of the Independence of the United States the two hundred and 16th

George H. Ryan
SECRETARY OF STATE

FILED TO
1992 MAY 11 (10:05)

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Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1991)

File # 5474-2487

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

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 5-11-92

Franchise Tax

Filing Fee

Penalty

\$
\$25
\$

MAY 11 1992

GEORGE H. RYAN
SECRETARY OF STATE

Approved: MR

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

1. CORPORATE NAME: THE HASSINGER COMPANIES, INC.

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on 5-8
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)

EXPEDITED

MAY 11 1992

All changes other than name, include on page **SECRETARY OF STATE**
(over)

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Resolution

RESOLVED, that Section 4 of the Articles of Incorporation be amended to read as follows:

See Exhibit "A" attached hereto and made a part hereof.

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CERTIFICATE OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE HASSINGER COMPANIES, INC.

RESOLVED, Article Four of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE FOUR: The total number of shares of all classes of capital stock which the Corporation has authority to issue shall be 5,500,000 shares, consisting of: (i) 1,500,000 shares of Series A Preferred Stock of the par value of \$.01 each ("Series A Preferred Stock"); (ii) 3,000,000 shares of Series B Preferred Stock of the par value of \$.01 each ("Series B Preferred Stock"); and (iii) 1,000,000 shares of Common Stock of no par value each ("Common Stock").

As used in this ARTICLE FOUR:

(A) The term "Effective Date" shall mean the date on which this Certificate of Amendment shall become effective pursuant to the Business Corporation Act of the State of Illinois.

(B) The term "Junior Stock" shall mean all capital stock of the Corporation other than the Preferred Stock.

(C) The term "Liquidation Value," in relation to Preferred Stock, shall be one dollar (\$1.00) per share of Preferred Stock.

(D) The term "Original Issue Date" shall mean, with reference to any particular share of Preferred Stock, the date on which such share of Preferred Stock was originally issued by the Corporation to the original holder thereof.

(E) The term "Preferred Stock" shall mean and include Series A Preferred Stock and the Series B Preferred Stock.

(F) The term "Substantial Part of the Assets" shall mean, in relation to the Corporation or any of its subsidiaries,

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at any particular time, assets of the Corporation or such subsidiary having a fair market value at such time (as determined in good faith by the Board of Directors of the Corporation) representing more than thirty percent (30%) of the total fair market value (as determined in good faith by the Board of Directors of the Corporation) of all assets of the Corporation or such subsidiary, as the case may be.

PREFERRED STOCK

SUBPART I. The following is a statement of the powers, designations, preferences and relative rights of Preferred Stock and the qualifications, limitations and restrictions of Preferred Stock.

§1. Relationship Between Series A Preferred Stock and Series B Preferred Stock.

§1.01. In General. Except to the extent otherwise specifically provided in this ARTICLE FOUR, all shares of Series A Preferred Stock and Series B Preferred Stock shall be identical and shall entitle the holders thereof to the same powers, preferences and rights.

§1.02. Stock Dividend and Other Rights. Except as otherwise set forth herein, the Corporation shall not in any manner subdivide (by stock split, stock dividend or otherwise) or combine (by reverse stock split or otherwise) any share of Preferred Stock, or pay any dividend or retire any share or make any other distribution on any share of Preferred Stock, or accord any other payment, benefit or preference to any share of Preferred Stock except by extending such subdivision, combination, dividend, distribution, payment, benefit or preference equally to all shares of Preferred Stock, provided that in the case of any dividend payable to holders of any series of Preferred Stock in shares of such series of Preferred Stock, such dividend shall likewise be paid in shares of all other series of Preferred Stock on such other series of Preferred Stock.

§2. Dividends on Preferred Stock.

§2.01. In General. (a) Dividends on each outstanding share of Preferred Stock shall accrue at the rate of eleven percent (11%) per annum of the Liquidation Value thereof, subject to adjustment as hereinafter provided, from day to day from the later to occur of (i) the Effective Date or (ii) the Original Issue Date with respect to such share, whether or not earned or declared, and whether or not there are funds legally available therefor, and shall be cumulative.

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(b) The holders of shares of Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends, cumulative dividends at the rate of eleven percent (11%) per annum of the Liquidation Value thereof, in equal quarterly payments, except that the first such payment shall be in an amount calculated, based on a 360-day year, from the Effective Date to and including June 1, 1992. Such dividends shall be payable prior to redemption on the 1st day of March, June, September and December in each year (each such day being hereinafter called a "Quarterly Dividend Date" and each three-month period ending on a Quarterly Dividend Date being hereinafter called a "Dividend Period") commencing on June 1, 1992. If the full quarterly per share dividend provided for in the first sentence of this subparagraph (b) is not paid on a Quarterly Dividend Date, the unpaid amount thereof shall accrue additional dividends (payable in additional shares of Series A Preferred Stock with respect to Series A Preferred Stock and additional shares of Series B Preferred Stock with respect to Series B Preferred Stock valued at \$1.00 per share) in respect thereof (the "Additional Dividends") compounded on a quarterly basis at the rate of 11% per annum.

§2.02. Miscellaneous Provisions Applicable to Dividends on Preferred Stock. So long as any shares of Preferred Stock are outstanding, the Corporation will not at any time or for any reason whatsoever: (i) declare or pay any dividends of any kind on any Junior Stock, except for the declaration and payment of stock dividends in the form of shares of Common Stock on Common Stock; or (ii) make any payments, directly or indirectly, on account of the purchase, redemption, retirement or other acquisition of any Junior Stock or any warrants, options or other rights to purchase any Junior Stock; or (iii) make any other distributions of any kind in respect of any Junior Stock or in respect of any such warrants, options or other rights; or (iv) pay into or set aside, or otherwise make available for a sinking fund, any moneys for the purchase, redemption, retirement or other acquisition of any Junior Stock.

§3. Voting Rights of Preferred Stock. Except as otherwise provided by law, the Preferred Stock shall have no voting rights.

§4. Liquidation Rights of Preferred Stock.

§4.01. Liquidation Preference of Holders of Preferred Stock. (a) In the event of (i) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or (ii) any Deemed Liquidation (as defined in §4.04 of this ARTICLE FOUR), each holder of Series A Preferred Stock shall be entitled to be

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paid on such Series A Preferred Stock out of the Distributable Assets (as defined in §4.03 of this ARTICLE FOUR) of the Corporation, whether from capital, surplus or earnings, before any payment or distribution of any kind shall be made to any holder of Series B Preferred Stock on such Series B Preferred Stock or any holder of Junior Stock on such Junior Stock, the aggregate amount of the Liquidation Value of all shares of Series A Preferred Stock then held of record by such holder of Series A Preferred Stock. If the Distributable Assets shall be insufficient to pay to each holder of Series A Preferred Stock the full amount to which such holder shall be entitled in respect of such Series A Preferred Stock pursuant to the first sentence of this paragraph (a), then the remaining Distributable Assets shall be allocated in their entirety among holders of Series A Preferred Stock on a pro rata basis in proportion to the Liquidation Value of their respective shares.

(b) In the event of (i) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or (ii) any Deemed Liquidation (as defined in §4.04 of this ARTICLE FOUR), after payment shall have been made to all holders of Series A Preferred Stock of the Liquidation Value of their shares to which such holders shall be entitled in respect of such Series A Preferred Stock pursuant to §4.01(a) of this ARTICLE FOUR, each holder of Series B Preferred Stock shall be entitled to be paid out of the Distributable Assets of the Corporation, whether from capital, surplus or earnings, before any payment shall be made to any holder of any holder of Junior Stock on such Junior Stock, the aggregate amount of the Liquidation Value of all shares of Series B Preferred Stock then held of record by such holder of Series B Preferred Stock. If the Distributable Assets shall be insufficient to pay to each holder of Series B Preferred Stock the full amount to which such holder shall be entitled in respect of such Series B Preferred Stock pursuant to the first sentence of this paragraph (b), the remaining Distributable Assets shall be allocated in their entirety among holders of Series B Preferred Stock on a pro rata basis in proportion to the Liquidation Value of their respective shares.

(c) After payment shall have been made to all holders of Preferred Stock of the Liquidation Value of their respective shares pursuant to paragraphs (a), (b) and (c) of §4.01 of this ARTICLE FOUR, the holders of shares of Preferred Stock shall be entitled to share, equally and ratably, according to the total number of shares of Preferred Stock held by them, in all remaining Distributable Assets of the Corporation, to the extent (but only to the extent) of the aggregate amount of all (if any) accrued but unpaid dividends and declared but unpaid dividends on all such shares of Preferred Stock, before any payment shall be made in respect of any Junior Stock.

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§4.02. Rights of Holders of Preferred Stock and Common Stock in Remaining Distributable Assets. In the event of (i) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or (ii) any Deemed Liquidation (as defined in §4.04 of this ARTICLE FOUR), after payment shall have been made to all holders of Preferred Stock of the full amounts to which such holders shall then be entitled pursuant to §4.01 (a), (b) and (c) of this ARTICLE FOUR, the holders of shares of Preferred Stock shall have no further rights to the Distributable Assets of the Corporation and the holders of shares of Common Stock shall be entitled to share, equally and ratably, according to the total number of shares of Common Stock then held by them, in all remaining Distributable Assets of the Corporation.

§4.03. Distributable Assets. As used in this ARTICLE FOUR, the term "Distributable Assets" shall mean, in relation to any (i) voluntary or involuntary liquidation, dissolution or winding up of the Corporation or (ii) any Deemed Liquidation (as defined in §4.04 of this ARTICLE FOUR) at any particular time, all of the property and assets of the Corporation (whether from capital, surplus or earnings) available for distribution to the Corporation's shareholders upon or in connection with such liquidation, dissolution, winding up, or Deemed Liquidation of the Corporation.

§4.04. Deemed Liquidation. For all purposes of §4 hereof, each of (i) the merger or consolidation of the Corporation with or into any other corporation or corporations or the merger or consolidation of any other corporation or corporations with or into the Corporation, or any other equivalent non-statutory transaction or de facto merger (including any voluntary or involuntary share exchange), if, after giving effect to such merger, consolidation or non-statutory transaction, persons who were shareholders of the Corporation immediately prior thereto and affiliates of such persons cease to hold securities of the surviving or resulting corporation representing a majority of the outstanding shares of any class or series of voting securities (on a fully-diluted basis) of the surviving or resulting corporation, or (ii) the sale, transfer, lease or other disposition of all or any Substantial Part of the Assets of the Corporation (other than any sale, transfer, lease or other disposition to a Subsidiary), shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of §4 of this ARTICLE FOUR.

§5. Redemption of Preferred Stock. The Series A Preferred Stock and the Series B Preferred Stock shall be subject to redemption at any time at the option of the Corporation at a price equal to Liquidation Value plus all accrued dividends. The Series A Preferred Stock shall be subject to redemption at the option of the Corporation prior to the redemption of the Series B Preferred Stock.

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§6. Restrictions on Issuance of Additional Preferred Stock. So long as any share of Series B Preferred Stock is outstanding, the Corporation shall not issue any share of its capital stock ranking senior to or on a parity with Series B Preferred Stock with respect to dividends, distributions, preferences or other rights, except (i) 1,000,000 shares of Series A Preferred Stock issued as of the Effective Date, (ii) any dividends paid in shares of Preferred Stock as provided in this ARTICLE FOUR, (iii) 1,000,000 shares of Series B Preferred Stock to or for the benefit of key employees and officers of the Corporation designated from time to time by the Board of Directors of the Corporation, and (iv) 1,000,000 shares of Series B Preferred Stock to Kemper Investors Life Insurance Company."

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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")

NO CHANGE

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 58 19 92 THE HASSINGER COMPANIES, INC.
(Exact Name of Corporation)

attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
William M. Laytin, Secretary Norman M. Hassinger, Jr., 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)