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File Number

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STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

DEPT-01 RECORDING \$25.00
T48888 TRAN 0804 07/22/92 10:21:00
#2669 + E * -92-536438
COOK COUNTY RECORDER

Whereas,

ARTICLES OF INCORPORATION OF
KOTOP, 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.

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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 JULY A.D. 1992 and
of the Independence of the United States
the two hundred and 17TH



George H. Ryan
SECRETARY OF STATE

25/92

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BCA-2.10 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	7 7 84
License Fee	\$
Franchise Tax	\$ 23.00
Filing Fee	\$ 25.00
Clerk	E 100.00

Payment must be made by Certified Check, Cashier's Check or a Money Order, payable to "Secretary of State".
DO NOT SEND CASH!

ARTICLES OF INCORPORATION

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is ROTOP, Inc.
(shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent: Philo Rothberg
First Name Middle Name Last Name

Registered Office: 250 S. Wacker Dr. Suite 800
Number Street Suite # (A P.O. Box alone is not acceptable)

Chicago, 60606 Cook
City Zip Code County

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ARTICLE THREE The purpose or purposes for which the corporation is organized are:
(If not sufficient space to cover this point, add one or more sheets of this disc.)

To invest in real estate ventures, including but limited to the acquisition of equities, leases, mortgages, or entering into participations with respect thereto, the operation as owner or lessee of real estate for income, the ownership, development and improvement of such interests for investment purposes; to acquire interests in partnerships, corporations, firms or other entities dealing with or investing in real estate; to make loans secured by real estate or interests thereon or in related ventures or investments; to own, lease, and otherwise deal in personal property of every nature whatever, to act as general partner in any partnership or limited partnership engaged in any of the foregoing activities.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	no par value	1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this disc.)

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	no par value	100	\$ 1,000
			\$
			\$
TOTAL			\$ 1,000

*A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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File No. _____
Form SCA-218

ARTICLE SIX
George H. Ryan
SECRETARY OF STATE

JUL 9 1992

GEORGE H. RYAN
SECRETARY OF STATE

FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares less Art. 51, MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares less Art. 51, MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE*
up to \$1,000	\$100.00
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax


RETURN TO:

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

C-162A

NOTE: If a corporation acts as incorporator, the name of the corporation and the rate of incorporation shall be shown and the signatures must be in ink on original document. Carbon copy, xerox or rubber stamp form may only be used on conforming copies. The undersigned (incorporator(s) hereby declares(s), under penalties of perjury, that the statements made in the foregoing Article(s) of Incorporation are true.

Dated _____, 1992

1.	Signature:  Name (please print): Kathleen F. Eberberg	Street 250 South Wacker Dr., Suite 800 Chicago, IL 60606	City/Town Chicago	State IL	Zip 60606
2.	Signature: _____ Name (please print): _____	Street _____	City/Town _____	State _____	Zip _____
3.	Signature: _____ Name (please print): _____	Street _____	City/Town _____	State _____	Zip _____

NAMES & ADDRESSES OF INCORPORATORS

Article Eight Other Provisions: I, authorizing pre-emptive rights; amending certificate of incorporation; regulating internal affairs; voting majority; agreements; fixing a duration other than perpetual; etc.

ARTICLE SEVEN OPTIONAL

(a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____

(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____

(c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____

(d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

Name	Residential Address
Herbert S. Huebner	1218 Dextmouth Rd., Pleasanton, CA 94522
Irving B. Leviton	250 S. Wacker Dr., Suite 800, Chicago, IL 60606

ARTICLE SIX OPTIONAL

The number of directors constituting the initial board of directors of the corporation is TWO and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

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