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DEPT-01 RECORDING \$45.00
T#3333 TRAN 3698 09/10/92 11:13:00
#9146 # *92-670768
COOK COUNTY RECORDER

Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF

HA-LO INDUSTRIES, 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 1st day of SEPTEMBER A.D. 19 92 and of the Independence of the United States the two hundred and 17th.



George H Ryan
SECRETARY OF STATE

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Form **BCA-1030** ARTICLES OF AMENDMENT

(Rev. Jan. 1991)

File # 5431-732-8

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

FILED
SEP 1 1992
GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 9/1/92
Franchise Tax \$
Filing Fee \$ 100.00
Penalty \$
Approved: *[Signature]*

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

1. CORPORATE NAME: HA-LO Industries, Inc. (Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on August 31 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:)

N/A
(NEW NAME)

EXPEDITED
SEP 01 1992
SECRETARY OF STATE

EXPEDITED
SEP 02 1992
SECRETARY OF STATE

All changes other than name, include on page 2 (over)

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Resolutions

SEE EXHIBIT A ATTACHED HERETO
AND MADE A PART HEREOF.

FILED

SEP 1 1992

GEORGE H. RYAN
SECRETARY OF STATE

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FILED
SEP 1 1992
CLERK OF COOK COUNTY

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EXHIBIT A
TO THE
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HA-LO INDUSTRIES, INC.

NOW, THEREFORE, BE IT RESOLVED, that Article Four of the Articles of Incorporation of the Corporation be, and the same hereby is, amended and read as follows:

Article Four

Paragraph 1: The number of shares which the Corporation shall be authorized to issue, itemized by class, series and par value, if any is:

<u>Class</u>	<u>Series</u>	<u>Per Share</u>	<u>Shares Authorized</u>
common	none	no par value	25,000,000
preferred	none	no par value	10,000,000

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

(a) No holder of any class or series of stock of the Corporation shall have any preemptive rights to subscribe for additional shares of stock of the Corporation, except as may be expressly agreed to by the Corporation. No holders of any class or series of voting stock of the Corporation shall be entitled to cumulate their votes for the election of directors of the Corporation. Whenever a vote of shareholders is required by law or these Articles of Incorporation to approve amendments to the Articles of Incorporation, or any merger, consolidation or the sale of substantially all of the assets of the Corporation outside of the ordinary course of business, such approval shall require the affirmative vote of a majority of the total outstanding shares entitled to vote and, if required by law, a majority of the outstanding shares of each class and series of shares entitled to vote as a separate class or series in respect thereof.

(b) Each issued and outstanding share of Common Stock will entitle the holder thereof to one (1) vote on any matters submitted to a vote or for consent of shareholders. Subject to the rights of the holders of any outstanding series of Preferred Stock, if any, each holder of Common Stock may be entitled to receive dividends from funds or other assets legally available therefor, at such rates, and payable at such times, as may be determined and fixed by the Board of Directors. No shares of Common Stock shall have any

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Court at Chicago, Illinois, this _____ day of _____, 20__.

Clerk of the Court

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

Attorney at Law

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(1) Alter, without limitation or restriction, the rights, preferences, privileges and restrictions granted to or imposed upon any

The Board of Directors may also from time to time:

(7) The voting rights, if any.

(6) The terms and conditions, if any, on which shares may be converted, at the election of the holders thereof, into shares of other capital stock or of other series of Preferred Stock of the Corporation; and

(5) Any sinking fund provisions for redemption or purchase of shares of such series;

(4) Whether such shares may be redeemed, and if so, the price or prices at which the shares may be redeemed and any terms, conditions and limitations upon such redemption;

(3) The amount or amounts to be received by the holders thereof in the event of the voluntary or involuntary dissolution or liquidation of the Corporation;

(2) The dividend rights, the dividend rate, the date or dates on which such dividends will be payable and the extent to which such dividends may be cumulative;

(1) The serial designation and authorized number of shares;

following:

(c) The Board of Directors is authorized to provide from time to time for the issuance of shares of Preferred Stock in one or more series and to fix from time to time, before issuance, the designations, preferences and relative, participating, optional or other special rights, qualifications, limitations, restrictions and privileges of the shares of each series of Preferred Stock, including, without limiting the generality of the foregoing, the

conversion, redemption, or sinking fund rights. In the event of any voluntary or involuntary dissolution or liquidation of the Corporation, each holder of Common Stock shall be entitled to share equally and ratably in the assets of the Corporation, if any, remaining after the payment of all debts and liabilities of the Corporation and the liquidation preference, if any, of any outstanding series of Preferred Stock.

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BE IT FURTHER RESOLVED, that election of directors need not be by written ballot unless the By-Laws so provide;

BE IT FURTHER RESOLVED, that the number of directors constituting the Board of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws;

If the Preferred Stock is issued as a class, then the Board of Directors of the Corporation will determine liquidation rights and dividend rights by filing Articles of Amendment to the Articles of Incorporation of the Corporation prior to the issuance of any shares of the preferred class;

Each series of Preferred Stock may be subject to redemption in whole or in part at such price or prices and on such terms, conditions and limitations as may be determined and fixed by the Board of Directors prior to the issuance of such series. Unless otherwise determined by the Board of Directors by authorizing resolution, if less than all of the shares of any series of Preferred Stock are to be redeemed, they will be selected in such manner as the Board of Directors shall then determine. Nothing herein contained is to limit any right of the Corporation to purchase or otherwise acquire any shares of any series of Preferred Stock. Any shares of Preferred Stock redeemed or otherwise acquired by the Corporation will have the status of authorized and unissued shares, undesignated as to series, and may hereafter, in the discretion of the Board of Directors and to the extent permitted by law, be sold or reissued from time to time as part of another series or (unless prohibited by the terms of such series as fixed by the Board of Directors) of the same series, subject to the terms and conditions herein set forth.

Each series of Preferred Stock may, in preference to the Common Stock, be entitled to dividends from funds or other assets legally available therefor, at such rates, payable at such times and cumulative to such extent as may be determined and fixed by the Board of Directors pursuant to the authority hereby conferred upon it.

(ii) Within the limits or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, increase or decrease (but not below the number of shares then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.

wholly unissued series of Preferred Stock; and

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BE IT FURTHER RESOLVED, that the Articles of Incorporation of the Corporation shall be restated in the form set forth in Exhibit B attached hereto and incorporated herein by this reference.

BE IT FURTHER RESOLVED, that each share of \$1.00 par value Common Stock currently issued and outstanding is hereby exchanged for one fully paid and non-assessable share of no par value Common Stock; and

BE IT FURTHER RESOLVED, that the Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation of the Corporation in the manner now or hereafter prescribed by the laws of the State of Illinois and all rights and powers conferred herein on shareholders, directors and officers are subject to this reservation;

BE IT FURTHER RESOLVED, that in furtherance and not in limitation of the powers conferred by the laws of the State of Illinois, the Board of Directors and/or the shareholders of the Corporation are expressly empowered to make, alter, amend or repeal, the By-Laws of the Corporation at any meeting of the Board of Directors or of the shareholders, as the case may be, provided, however, that notice of the proposed change was given in the notice of such meeting of the Board of Directors or of the shareholders, as the case may be;

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(a) The number of shares which the Corporation shall be authorized to issue, itemized by class, series and par value, if any, is:

FOURTH:

THIRD: The purpose of the Corporation is to engage in any lawful business for which corporations may be incorporated under the Act.

SECOND: The registered office of the Corporation is to be located at Two North LaSalle Street, Chicago, Illinois, 60602. The name of the registered agent at that address is Marc S. Simon.

FIRST: The name of the Corporation is HA-LO Industries, Inc.

ARTICLES OF INCORPORATION
OF
HA-LO INDUSTRIES, INC.

3. This Restated Articles of Incorporation has been duly adopted by the Board of Directors of the Corporation and the shareholders of the Corporation in accordance with the provisions of Sections 10.20 and 7.10 of the Business Corporation Act of 1983 of the State of Illinois (the "Act") in the form set forth as follows:

2. The provisions of the Articles of Incorporation of the Corporation, as amended from time to time, are hereby restated, and integrated into the single instrument which is hereinafter set forth and which is entitled Articles of Incorporation of HA-LO Industries, Inc.

1. The present name of the Corporation is HA-LO Industries, Inc. The Corporation was originally incorporated by the filing of its original Articles of Incorporation with the Secretary of State of the State of Illinois on July 10, 1986, under the name of Halo Industries, Inc. The Corporation changed its name to HA-LO Industries, Inc. on September 16, 1986.

It is hereby certified that:

RESTATED
ARTICLES OF INCORPORATION
OF HA-LO INDUSTRIES, INC.

TO
ARTICLES OF INCORPORATION
OF
HA-LO INDUSTRIES, INC.
EXHIBIT B

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CLASS	SERIES	PAR VALUE PER SHARE	NUMBER OF SHARES AUTHORIZED
Common	-	No par	25,000,000
Preferred	To Be Designated By the Board of Directors	No par	10,000,000

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

(i) No holder of any class or series of stock of the Corporation shall have any preemptive rights to subscribe for additional shares of stock of the Corporation, except as may be expressly agreed to by the Corporation. No holders of any class or series of voting stock of the Corporation shall be entitled to cumulate their votes for the election of directors of the Corporation. Whenever a vote of shareholders is required by law or these Articles of Incorporation to approve amendments to the Articles of Incorporation, or any merger, consolidation or the sale of substantially all of the assets of the Corporation outside of the ordinary course of business, such approval shall require the affirmative vote of a majority of the total outstanding shares entitled to vote and, if required by law, a majority of the outstanding shares of each class and series of shares entitled to vote as a separate class or series in respect thereof.

(ii) Each issued and outstanding share of Common Stock will entitle the holder thereof to one (1) vote on any matters submitted to a vote or for consent of shareholders. Subject to the rights of the holders of any outstanding series of Preferred Stock, if any, each holder of Common Stock may be entitled to receive dividends from funds or other assets legally available therefor at such rates, and payable at such times, as may be determined and fixed by the Board of Directors. No shares of Common Stock shall have any conversion, redemption, or sinking fund rights. In the event of any voluntary or involuntary dissolution or liquidation of the Corporation, each holder of Common Stock shall be entitled to share equally and ratably in the assets of the Corporation, if any, remaining after the payment of all debts and liabilities of the Corporation and the liquidation preference, if any, of any outstanding series of Preferred Stock.

(iii) The Board of Directors is authorized to provide from time to time for the issuance of shares of Preferred Stock in one or more series and to fix from time to

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time, before issuance, the designations, preferences and relative, participating, optional or other special rights, qualifications, limitations, restrictions and privileges of the shares of each series of Preferred Stock, including, without limiting the generality of the foregoing, the following:

- A. The serial designation and authorized number of shares;
- B. The dividend rights, the dividend rate, the date or dates on which such dividends will be payable and the extent to which such dividends may be cumulative;
- C. The amount or amounts to be received by the holders thereof in the event of the voluntary or involuntary dissolution or liquidation of the Corporation;
- D. Whether such shares may be redeemed, and if so, the price or prices at which the shares may be redeemed and any terms, conditions and limitations upon such redemption;
- E. Any sinking fund provisions for redemption or purchase of shares of such series;
- F. The terms and conditions, if any, on which shares may be converted, at the election of the holders thereof, into shares of other capital stock or of other series of Preferred Stock of the Corporation; and
- G. The voting rights, if any.

The Board of Directors may also from time to time:

- (I) Alter, without limitation or restriction, the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock; and
- (II) Within the limits or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, increase or decrease (but not below the number of shares then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.

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Each series of Preferred Stock may, in preference to the Common Stock, be entitled to dividends from funds or other assets legally available therefor, at such rates, payable at such times and cumulative to such extent as may be determined and fixed by the Board of Directors pursuant to the authority herein conferred upon it.

Each series of Preferred Stock may be subject to redemption in whole or in part at such price or prices and on such terms, conditions and limitations as may be determined and fixed by the Board of Directors prior to the issuance of such series. Unless otherwise determined by the Board of Directors by authorizing resolution, if less than all of the shares of any series of Preferred Stock are to be redeemed, they will be selected in such manner as the Board of Directors shall then determine. Nothing herein contained is to limit any right of the Corporation to purchase or otherwise acquire any shares of any series of Preferred Stock. Any shares of Preferred Stock redeemed or otherwise acquired by the Corporation will have the status of authorized and unissued shares, undesignated as to series, and may thereafter, in the discretion of the Board of Directors and to the extent permitted by law, be sold or reissued from time to time as part of another series or (unless prohibited by the terms of such series as fixed by the Board of Directors) of the same series, subject to the terms and conditions herein set forth.

If the Preferred Stock is issued as a class, then the Board of Directors of the Corporation will determine liquidation rights and dividend rights by filing Articles of Amendment to the Articles of Incorporation of the Corporation prior to the issuance of any shares of the Preferred Stock.

FIFTH: The number of directors constituting the Board of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws. Election of directors need not be by written ballot unless the By-laws so provide.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Illinois, the Board of Directors and/or the shareholders of the Corporation are expressly empowered to make, alter, amend or repeal, the By-laws of the Corporation at any meeting of the Board of Directors or of the shareholders, as the case may be, provided, however, that notice of the proposed change was given in the notice of such meeting of the Board of Directors or of the shareholders, as the case may be.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Illinois and all rights and powers conferred herein

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on shareholders, directors and officers are subject to this reservation.

The number of shares which are issued and outstanding is 1 and the paid-in capital of the Corporation is \$1,000.

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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 share of \$1.00 par value common stock currently issued and outstanding is hereby exchanged for one fully paid and non-assessable share of no par value 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) is 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 August 31, 19 92 HA-LO Industries, Inc.

(Exact Name of Corporation)

attested by Marc S. Simon
(Signature of Secretary or Assistant Secretary)

Richard Magid
(Signature of President or Vice President)

Marc S. Simon, Assistant Secretary

Richard Magid, 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)

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