



32692730

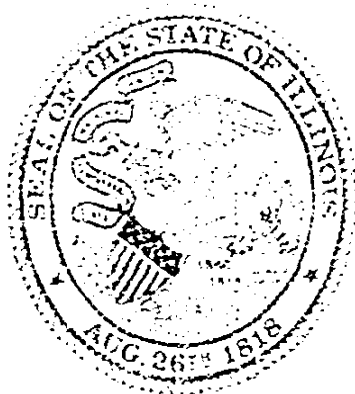
Wherras. ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF

CIMNET SYSTEMS, 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* 8TH
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

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) 782-6961

FILED

SEP 08 1992

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space reserved by
Secretary of State

Date 9-9-92

Franchise Tax \$

Filing Fee \$25⁰⁰

Penalty \$

Approved: *MR*

Permit payment in check or money
Order, payable to "Secretary of State."

1. CORPORATE NAME: Cisnet Systems, Inc.

92692730^(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on August 13

1992 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)

UNOFFICIAL COPY

Resolution

RESOLVED, that ARTICLE THREE of the Corporation's Articles of Incorporation shall be amended by deleting in its entirety the following:

"To offer consulting advice in computer program and computer sale. Further the corporation is authorized to borrow funds, solicit business and generally engage in any and all activities necessary to carry out the corporate purpose and interest in lawful manner."

and setting forth in its place the following:

"For any and all lawful purpose or purposes for which corporations for profit may be organized under the Illinois Business Corporation Act of 1983, as amended."

92692750

Property of Cook County Clerk's Office

UNOFFICIAL COPY

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")

92632700

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 13, 1992 Dimnet Systems, Inc.
(Exact Name of Corporation)
attested by P. Subramanian by Mehul D. Datta
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Bala Subramanian, Secretary Mehul D. Datta, 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 ____

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

92692730

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)

0-734



Jagel + Haber
140 S. Dearborn
Suite 1400
Chicago IL 60603

29.50

DEPT-01 RECORDING \$29.50
T#2222 TRAN #673 09/18/92 11:20:00
#7851 B *-92-692730
COOK COUNTY RECORDER