

MITTEE ARTICLES OF AMENDMENT TO THE ARTICLES OF

CIMNEY 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.G. 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 Clark's Office

UNOFFICIAL COPY

Sev Jan. 1991)		File #
orge H. Ryan cretary of State partment of Business Services	FILED	SUBMIT IN DUPLICATE
ingheid, IL 62756 lectione (217) 782-6961	SEP 08 1992	This speed to run by Secretary of State Date 9-9-77
emit payment in check or money cer, payable to "Secretary of Sta	GEORGE H. RYAN GEORETARY OF STATE	Franchise Tax \$ 5 6 Filing Fee \$ 25 9 Penany \$ 25 9
		Accroved: NO
6		
CORPORATE NAME:	Cimnet Systems, Inc.	(Note 1)
MANNER OF ADOPTI	Ötü-	92692750 11
	Timent of the Articles of Incorporation was adopted on a	angust 13
_	Inner : ratcated below. ("X" one box only)	
Ev a majority of the vic	corporators, crovided no directors were named in the articles of	
Evia maiority of the vic		, the corporation having issued no sh
Ev a majority of the vide age of the time of acceptance and acceptance and acceptance ac	corporators, crowded no directors were named in the articles of ity of the odding (£0)/ectors, in accordance with Section 10.10. bon of this amendrien);	the corporation having issued no sh (Note 2)
Ev a majority of the violating of the social critical cri	corporators, crovoled no directors were named in the articles of ity of the opaid (19) ectors, in accordance with Section 10.10, bon of this amenon end;	the corporation having issued no sh (Note 2)
Ev a majority of the violating of the violating of the time of acception. Ev a majority of the time of acception.	corporators, crowded no directors were named in the articles of ity of the odding (£0)/ectors, in accordance with Section 10.10. bon of this amendrien);	the corporation having issued no sh (Note 2)
Ev a majority of the inc elected: or by a major as of the time of accor By a majority of the bo being required for the Ev the shareholders, submitted to the share	corporators, crovoled no directors were named in the articles of the opard (19) ectors, in accordance with Section 10.10, bon of this amenon end; Pard of directors, in accordance with Section 10.15, shares have adoption of the amenoment; In accordance with Section 10.20, a resolution of the board of eholders. At all meeting of shareholders, not less than the minimum.	the corporation having sessed no shareholder action of the corporation having sessed no shareholder action (Note 3) of directors having been duly adopted
Ev a majority of the inc elected: or by a major as of the time of accor By a majority of the bo being required for the Ev the shareholders, submitted to the share	corporators, a royloed no directors were named in the articles of the opaid (19) ectors, in accordance with Section 10.10, bon of this amendment; bard of directors, in accordance with Section 10.15, shares have adoption of the amendment;	the corporation having sessed no shareholder action of the corporation having sessed no shareholder action (Note 3) of directors having been duly adopted
Ev a majority of the vice arected: or by a major as of the time of accordance as of the time of accordance are shareholders. Ev the shareholders, and by the shareholders, and submitted to the shareholders, and submitted to the number of your requirements.	corporators, crovoed no directors were named in the articles of ity of the opard (19) ectors, in accordance with Section 10.10, bon of this amendment; pard of directors, in accordance with Section 10.15, shares have adoption of the amendment; In accordance with Section 10.20, a recording of the board of eholders. At a meeting of shareholders, not less than the minimizer portation were voted in favor of the amendment; In accordance with Sections 10.20 and 7.10, a resouppin of the bishareholders. A consent in writing has been signed by at the shareholders. A consent in writing has been signed by at the shareholders. Shareholders. Shareholders.	the corporation having sessed no sharp been issued by shareholder account (Note 3) if directors having been duly adopted imum number of votes required by standard of directors having having been duly adopted hydrar having not least these the man
Ev a majority of the vice arected; or by a major as of the time of accordance and accordance are share and by the shareholders, and submitted to the shareholders, and submitted to the shareholders, and submitted to the number of your requirements of the shareholders.	corporators, crovoed no directors were named in the articles of thy of the opard (19) ectors, in accordance with Section 10.10, bon of this amenor end; pard of directors, in accordance with Section 10.15, shares have adoption of the amendment: In accordance with Section 10.20, a recording of the board of eholders. At a inteeting of shareholders, not has than the minimizer portation were voted in favor of the amenoment; In accordance with Sections 10.20 and 7.10, a resource of the branching shareholders. A consent in writing has been signed by exists are by statute and by the srecise of incorporation. Shareholders accordance with Section 7.10;	(Note 2) sing been issued by shareholder accounting been issued by shareholder accounting been duly adopted in um number of votes required by statement of directors naving been duly adopted (Note 4) spaced of directors naving been duly adopted by statement of directors naving been duly adopted to rectors naving been duly adopted in harders having not test directors as well as the statement of the product of directors are supplied to the statement of the product of directors are supplied to the statement of the product of directors are supplied to the statement of the product of directors are supplied to the statement of the sta
Ev a majority of the vice affected; or thy a major as of the time of accordance of the booking required for the Submitted to the share and by the shareholders, and submitted to the number of votes required to the number of votes required to the shareholders. By the shareholders.	corporators, crovoed no directors were named in the articles of ity of the opard (19) ectors, in accordance with Section 10.10, bon of this amendment; pard of directors, in accordance with Section 10.15, shares have adoption of the amendment; In accordance with Section 10.20, a recording of the board of eholders. At a meeting of shareholders, not less than the minimizer portation were voted in favor of the amendment; In accordance with Sections 10.20 and 7.10, a resouppin of the bishareholders. A consent in writing has been signed by at the shareholders. A consent in writing has been signed by at the shareholders. Shareholders. Shareholders.	(Note 2) sing been issued by shareholder action (Note 3) of directors having been duly adopted imum number of voice required by statement of directors having not leasten the statement of the st
Ev a majority of the vice all ected or by a major and accept of the time of accept of the body and required for the share submitted to the share and by the articles of the share submitted to the share number of votes required to the share submitted to the share submitted to the share submitted to the share submitted to the share share submitted to the share submitt	corporators, (royloed no directors were named in the articles of thy or the opard (1.6) ectors, in accordance with Section 10.10, bon of this amendment; pard of directors, in accordance with Section 10.15, shares have adoption of the amendment; In accordance with Section 10.20, a resolution of the board of eholders. At a infecting of shareholders, no least than the minimizorporation were voted in favor of the amendment; In accordance with Sections 10.20 and 7.10, a resolution of the binarch shareholders. A consent in writing has been signed by at any area by statute and by the articles of incorporation. Shareholders accordance with Section 7.10;	(Note 2) Ing been issued by shareholder accoming been issued by shareholder accoming been duly adopted in the number of voice required by standard of directors naving been duly adopted (Note 4) Coard of directors naving been duly adopted by standard having not least the the standard resource (Note 4) (Note 4) Coard of directors having been duly adopted the standard resource (Note 4) (Note 4)
Ev a majority of the vice all ected or by a major and accept of the time of accept of the body and required for the share submitted to the share and by the articles of the share submitted to the share number of votes required to the share submitted to the share submitted to the share submitted to the share submitted to the share share submitted to the share submitt	corporators, (royloed no directors were named in the articles of thy or the opard (1.6) ectors, in accordance with Section 10.10, bon of this amendment; pard of directors, in accordance with Section 10.15, shares have adoption of the amendment; In accordance with Section 10.20, a resolution of the board of eholders. At a infecting of shareholders, no least than the minimizorporation were voted in favor of the amendment; In accordance with Sections 10.20 and 7.10, a resolution of the binarch shareholders. A consent in writing has been signed by at any area by statute and by the articles of incorporation. Shareholders accordance with Section 7.10;	(Note 2) Ing been issued by shareholder accoming been issued by shareholder accoming been duly adopted in the number of voice required by standard of directors naving been duly adopted (Note 4) Coard of directors naving been duly adopted by standard having not least the the standard resource (Note 4) (Note 4) Coard of directors having been duly adopted the standard resource (Note 4) (Note 4)
Ev a majority of the vice arected; or thy a majority at the time of accordance of the body and arected for the several required for the share and by the shareholders, and submitted to the number of votes required for the shareholders, and submitted to the amendment.	corporators, crovoed no directors were named in the articles of the order (19) ectors, in accordance with Section 10.10, bon of this amenor end; Pard of directors, in accordance with Section 10.15, shares have adoption of the amendment: In accordance with Section 10.20, a rejoration of the board of eholders. At a meeting of shareholders, not less than the minimizorporation were voted in favor of the amenoment; In accordance with Sections 10.20 and 7.10, a resolution of the bishareholders. A consent in writing has been signed by \$1.000 and \$10.00 shareholders. Shareholders and by the articles of incorporation. Shareholders accordance with Sections 10.20 and 7.10, a resolution of the accordance with Section accordance w	(Note 2) sing been issued by shareholder according been issued by shareholder according been duly adopted in directors naving been duly adopted imum number of voice required by stationary not been duly adopted to rectors naving been duly adopted to rectors naving been duly adopted to rectors naving been duly adopted in the shareholders having not been directors having not been directors having not been directors having ont been directors having been duly adopted to the shareholders having been directors in the shareholders white the shareholders accerding to the shareholde

All changers than the country, builde on page 2: (over)-

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 progam of an computer sale. Further the corporation is automore to borrow funds, solicit business and generally engine 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 collocations for profit may ne organized under the Illino's Business Corporation Act of 1983, as amended."

. . . :

UNOFFICIAL COPY OF THE PROPERTY OF THE PROPERT

change")	ar And Caller	## 47 ## \$\$! €	Section and Ast Age	m American Parity	NOU NE VE C	wywasu U	, underin		as lollows: (If not	······································
		%o	Change	2						
(a) The mand Paid-	anner as wi en Surpitas :	ach sad am and w equal	endment ette to the total o	cts a change of these acco	en the amou unts) is as f	nt of par ollows: (d-in capita (il not appl	i (Pæd-in c icable, insi	apital replaces the ert "No change";	terns State
		No	Change	2						
(b) The a	mount (1 p) as change	act-vi capta o 0 / this an	i (Paid-in Ca lendment is i	ptal reblace as follows: (s the terms If not appea	Stated C	Capital and en "No chi	i Paud-in Si Inge")		
		260	Change	.					926327	20
			Ox							
							Belore An	nenáment	After Amendma	nt
•	• .			7	_		S		3	
			•	. (-
-						-	ry its outy	aumonz	ed omce:3, 920	n of Whon
ed	August	: 13			g 9 2		mhet			201
sted by	(Sip	Dale Se	cretary or As	Sistant Secre	stary)	ъу		hel J.	<u> علا</u>	
Bala	Subra					_Ke	hul	(Ippror	Procidence and T	đent (a)
mendme	nt is auth	orized by	the incorp	orators, th	e rucorbo	rators r	nust sign	n below.	O_{κ_*}	
					೦೧					
		-				officen	s, then a	majority	of the directors	s or such
e undersi	gned alfi	rms, unde	r the pena	lties of pe	rjury. that	the fac	as stated	i herein a	are true.	
ted				 , 1	9				*	
	•									
	(b) The a accounts er penalt ed sted by Balla mendme may be considered.	undersigned corper penalties of per sted by St	(a) The manner at which said ame and Paid-in Surplus and is equal No. (b) The amount of practic capital accounts) as change of the present of the american accounts as change of perjusy, that are penalties of perjusy and are penalties of perjusy. Significant of Section 13. (Type or mendment is authorized by the base of penalties of penalties of perjusy), that are penalties of perjusy, that are penalties of perjusy, that are penalties of perjusy.	(Con undersigned corporation has caused the penalties of perjury, that the facts set of the penalties of perjury, that the facts set of the penalties of perjury that the facts set of the penalties of perjury that the facts set of the penalties of perjury that the facts set of the penalties of perjury that the facts set of the penalties of perjury or Assert of Secretary or Assert of the penalties of perjury or Print Maine mendment is authorized by the director of the penalties o	No Change (b) The arround of plack-in capital (Paid-in Capital replaces accounts) as change of by this amendment is as follows: (Complete either penalties of pergusy, that the facts stated here et penalties of pergusy, that the facts stated here et penalties of pergusy, that the facts stated here et al. (Springer of Secretary or Assistant Secretary (Springer of Print Manne and Tabe) The penalties authorized by the directors and the may be designated by the board, must sign below a undersigned affirms, under the penalties of penalt	(Complete either item set and an endment effects a change in the amount and Paid-in Surplus and is equal to the total of these accounts) is as the Month of Paid-in Capital reciaces the terms accounts) as change by this amendment is as follows: (If not accounts) as change in the amendment is as follows: (If not accounts) as change in the accounts of Change (Complete either item set undersigned corporation has caused this statement to be set or penalties of persury, that the facts stated herein are multiple and accounts of Secretary or Assistant Secretary) Bala Subnamanian Secretary (Type or Print Maine and Title) mendment is authorized by the directors and there are no may be designated by the board, must sign below.	(Complete either the Surgus to the social of these accounts) is as follows: (In or accounts) as change (Paid-in Capital replaces the terms Stated accounts) as change (Complete either Item 5 or 6 is undersigned corporation has caused this statemen (to be signed being penalties of penalty, that the facts stated herein and true and face) (Signetive of Secretary or Assistant Secretary) Bala Subramanian Secretary we designed by the incorporators, the incorporators of the surgus of the surg	(complete either for below) Change Before Am Complete either for 6 below) Complete either fo	(Complete either litem 5 or 6 below) undersigned corporation has caused this stated hereir are true August 13 Separative of Secretary (Spiniture of Secretary) Bala Subranian and Secretary (Type or Print Name and Title) (Spiniture of Secretary or Assistant Secretary) Bala Subranian and Secretary (Type or Print Name and Title) mendment is authorized by the directors and there are no officers, then a majority may be designated affirms, under the penalties of perjury, that the facts stated hereir are no officers, then a majority may be designed affirms, under the penalties of perjury, that the facts stated here are no officers, then a majority may be designed affirms, under the penalties of perjury, that the facts stated hereir are no officers, then a majority may be designated by the board, must sign below.	(a) The manner in which said amendment effects a change in the amount of pad-in capital (Pad-in capital replaces the and Paid-in Surptus and is equal to the total of these accounts) is as follows: (if not appecable, insert No change?) No. Change (b) The arrows of prick-in capital (Pad-in Capital replaces the terms Stated Capital and Pad-in Surptus and is equal accounts) as change in the amendment is as follows: (if not appecable, insert No change?) No. Change Before Amendment After Amendment is as follows: (if not appecable, insert No change?) (Complete either Item 5 or 6 below) undersigned comporation has caused this statement to be signed by its duly authorized officers, each er penalties of penjury, that the facts stated herein are true. (Spiniture of Secretary or Assistant Secretary) Balla Subtration is an expert arry (Spiniture of Prescent or cell (Type or Price Manne and Tele) (Spiniture of Secretary or Assistant Secretary) Method 1 Suprace of Prescent or cell (Type or Price Manne and Tele) mendment is authorized by the directors and there are no officers, then a majority of the directors may be designated by the board, must sign below. 9 undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

COPY 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:
- to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or senes is adversely affected thereby:
- to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the arbireviation "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 recome it is authorized shares of any class pursuant to a cancellation statement filed in accordance with 6 9 ns.
- the to restate the anytes of incorporation as currently amended.

(§ 10.15)

NOTE 4. All amendments not adopted upper § 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 extitled 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 groen 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)

2.1734

DEPT-01 RECORDING

\$29.5d

T42222 TRAN 8673 09/18/92 11:20:00

\$7851 \$ B \ \-92-692730

COOK COUNTY RECORDER

Jacel + Haber 140 S. Dearbon Soute 1460

Obicago 11 60603

29,50