

WITTEE, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

EPB DESIGN CENTER, LTD.

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.

9287299A

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 Juse to be affixed the Great Seal of the State of Illinois,

at the City	ı of Spring	field, this 12TH	
•		$\mathcal{A}.\mathcal{D}.$ 19 $^{93}$ and	
•		of the United States	
the two hu	ndred and	18711	

George & Ryan SECRETARY OF STATE

### **UNOFFICIAL COPY**

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# UNOFFICIA Form BCA-10.30 ARTICLES OF AM

(Rev. Jan. 1991)

George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1832

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

GEORGE H. RYAN SECRETARY OF STATE

File#

SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date

Franchise Tax Filing Fee\* Penalty

Approved:

1.	CORPORATE NAME:	E P B DESIGN CENTER, LTD.	
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2	MANNER OF ADOPT ON	AND TEXT OF AMENDMENT:	tankan meneralah berada ber Berada berada berad
	The following amendmen	nt of the Articles of Incorporation was adopted onJuly_1	15
	19 93 in the manner	indicated below. ( "X" one box only)	And the second of the second
	By a majority of the incorpor elected; or by a majority of the as of the time of adoption of	ators, provided to directors were named in the articles of incorporation to directors, in accordance with Section 10,10, the corpor it this amendment:	on and no directors have been ation having issued no shares
			(Note 2)
	By a majority of the board of	directors, in accordance with Section 10.15, shares having been ission of the amendment;	ued but shareholder action not
	pend reduied for the gooth	ion of the anenoment; [40] [20] [30]	(Note 3)
-	By the shareholders, in acc	ordance with Section 10.20, a resolution of the board of directors h	naving been duly adopted and
	submitted to the shareholde and by the articles of incorp	rs. At a meeting of shar sholders, not less than the minimum numb oration were voted in favor of the amenument;	er of votes required by statute
	and by the articles of incorp	rs. At a meeting of shareholders, not less than the minimum numb oration were voted in favor of the amendment;	er of votes required by statute (Note 4)
•	By the shareholders, in accordand submitted to the shareholders number of votes required by been given notice in accordance.	rs. At a meeting of shareholders, not less than the minimum numb oration were voted in favor of the amendment;  rdance with Sections 10.20 and 7.10, a resolution of the board of direct tolders. A consent in writing has been signed by shareholders have statute and by the articles of incorporation. Shareholders the have ance with Section 7.10;	er of votes required by statute (Note 4) ctors having been duly adopted ng not less than the minimum not consented in writing have
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All changes other than name, include on page 2

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- 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:
  - to remove the names and addresses of directors named in the articles of incorporation;
  - 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 series is adversely affected thereby:
  - 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;
  - to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.
  - to restate the a ticles of incorporation as currently amended. (f) .

(§ 10.15)

NOTE 4: All amendments not accorded 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 amondment (but if class voting applies, then also at least a 2/3 vote within each class is required).

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.

The filling fee for articles of amendment - \$25 no The filling fee for restated and the consent must be promptly notified and the consent must be promptly notified and the consent must be promptly notified of the passage of the amendment.

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Tondered Chicago Corp. Dept.

EDWARD D. ZIGMAN 10540 So. WESTERN AUG. SUITE 205

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	The manner in which any exchange, reclassification or cancellation	roll lastled shares, or a reduction of the number of authorized shares of any
1.4	class below the number of issued shares of that class, provided to change.")	r or effected by this amendment, is as follows: (If not applicable, insert "No
	No Change	
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	(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	s as follows: (If not applicable, insert "No change")
	No Change	
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	(b) The amount of paid-in capital (Paid-in Capital replaces the ti	irms Stated Capital and Paid in Surplus and is equal to the total of thes
	accounts) as changed by this amendment is as follows: (If not a	oplicable, insert "No change")
ret	No Change	
	and the state of t	alandria. Tanan mengenalah dibengan dianggan beberapan dianggan beberapan berapada kebagai anggan berapada kebagai angga
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## UNOFFICIAL COPY Text of Amendment

(Any article being amended is required to be set forth in its entirety)

#### ARTICLE FIVE

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is 2,000 divided into two classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Series	Number of	Par value per share or statement
Class (If Any)	Shares	that shares are without par value
Premium Capital None	1,000	No Par
A-Common None	1,000	No Par

PARAGRAPH 2. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are: A) Premium Capital

The class of stock designated 'Premium Capital' shall be entitled to preferential rights and benefits over other classes of shares of the corporation as follows:

i) It shall have preference over any other class in connection with the payment of dividends. It shall be within the authority of the Board of Directors to determine the allocation of dividends between classes of stock, but in no case shall dividends be paid to any other class at a rate greater than or to the exclusion of Premium Capital.

ii) In the case of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the holders of Premium Capital stock shall be paid their full amount of paid-in capital from that then remaining. Subject to this limitation, it shall be within the suchority of the Board of Directors to determine and allocate the relative rights of classes upon liquidation.

B) A-Common

The class of stock designated 'A-Common' shall be subject to the following limitations:

i) The rights of shareholders of such shares are limited by preferences granted to Premium Capital shareholders.

PARAGRAPH 3: The bylaws may provide for specific rights and limitations between the classes of stock identified herein, which are not inconsistant with the provisions of this Article Five of the Articles of Incorporation.