File Number 9719-643-1

STATE OF ILLINOIS

OFFICE OF

THE SECRETARY OF STATE

93210892

DEPT-01 RECORDING $31.50
T#6666 TRAN 9384 03/22/93 14:24:00
#7819 # *-93-210892
COOK COUNTY RECORDER

Whereas, ARTICLES OF INCORPORATION OF
SHADOWS LIGHTING AND DESIGN, 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* 24TH *day of* FEBRUARY *A.D. 19* 93 *and of the Independence of the United States the two hundred and* 17TH.

SEAL OF THE STATE OF ILLINOIS
AUG. 26TH 1818

George H. Ryan
SECRETARY OF STATE

31.50

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FILED

form BCA-2.10 ARTICLES OF INCORPORATION

Secretary of State of Illinois
Corporation Division
Springfield, Illinois 62576

GEORGE H. RYAN
SECRETARY OF STATE

Date: 2-24-93
~~License Fee~~ $
Franchise Tax $ 25.00
Filing Fee $ 75.00
R $100.00

ARTICLES OF INCORPORATION
OF
SHADOWS LIGHTING AND DESIGN, INC.
(being organized as a
Close Corporation)

1. CORPORATE NAME: SHADOWS LIGHTING AND DESIGN, INC.

2. INITIAL REGISTERED AGENT: JACALYN M. FINKEL

INITIAL REGISTERED OFFICE: ONE EAST SCOTT
SUITE 1802
CHICAGO, IL 60610

3. The purpose or purposes for which the corporation is organized are:
To engage lighting design and installation.

and

To transact any and all lawful business for which Corporations may be authorized under the Illinois Business Corporation Act of 1983.

4. Paragraph 1: The authorized shares shall be:

class	Par Value per share	Number Shares authorized	Number of Shares proposed to be issued	Consideration to be received therefor
COMMON	NO PAR VALUE	1,000	1,000	$ 1,000.00

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

LIMITATION & RESTRICTION ON TRANSFER, SALE, ASSIGNMENT

No Shareholder shall dispose of or encumber any part of his Shares in this Corporation except under the following conditions:

(a) The Shareholder desiring to dispose of or encumber his Shares must obtain the prior written consent of the other Shareholders of 75% of the outstanding Shares.

(b) In the absence of such prior written consent, no Shareholder or Transferee who has received any shares in accordance with the provisions of this paragraph or otherwise shall encumber or dispose of any portion of his Shares in the Corporation now owned or hereafter acquired by him without giving the Corporation twenty (20) days prior written notice, by certified mail addressed to the Corporation's Registered Agent, of his intent to make such a disposition. Within the said period, a Shareholders' meeting shall be called upon not less than three (3) nor more than six (6) days notice by certified mail and such meeting shall take place at the office of its registered agent during normal business hours. At such meeting, all the Shares of the Shareholder or Transferee desiring to make a disposition shall be offered for sale and be subject to an option to purchase or redeem on the part of the Corporation, which option shall be exercised, if at all, at the time of such meeting.

The purchase price shall be equal to 90% of the book value of such Shares as of the last day of the month preceding the date which the Shareholder first gave written notice to the Corporation.

The purchase price shall be payable, at the sole option of the Corporation, in cash or in installments not to exceed twelve (12) equal monthly installments with payments to include interest at the rate of 8% per annum on the unpaid balance.

If the Corporation elects its option to purchase said Shares, then immediately the said Shares shall become the property of the Corporation without voting, dividend or other rights of ownership in the selling Shareholder or Transferee unless or until the Corporation is in default in its payments.

In the event of a Corporation purchase as above described, the Corporation shall receive credit on the purchase price for any outstanding debts or obligations of the selling Stockholder to the Corporation or to any other Shareholder, Officer, Employee, or Director provided said obligation to the aforementioned individuals is assigned and accepted by the Board of Directors of this Corporation.

In the event the Corporation does not exercise its option to purchase said Shares, then the transfer of said Shares may be made by the selling Shareholder, provided that any new Shareholder's Shares shall be restricted with the same restrictions (option to repurchase) as contained herein as applicable to original Shareholders.

SMALL BUSINESS CORPORATION ELECTION UNDER IRC.SEC.1244

WHEREAS, Section 1244 of the Internal Revenue code and the regulations issued thereunder require that a Common Stock of a Corporation be issued pursuant to a written plan adopted by the Corporation after June 30, 1958, which plan must offer only such Common Stock during a period specified in the plan ending not later than two (2) years after the date the plan is adopted; and

WHEREAS, Section 1244 and the regulations issued thereunder further require that the plan must specifically state, in terms of dollars, the maximum amount to be received by the Corporation in consideration of the Stock to be issued pursuant thereto and that such Stock must be issued only for money or property (other than Stock or Securities); and

WHEREAS, this Corporation will qualify as a Small Business Corporation as per defined in Section 1244 and there will not be unissued any portion of a prior offering of any of this Corporation's Stock; and

WHEREAS, pursuant to the requirements of Section 1244 and the regulations issued hereunder, the Corporation will issue its Stock pursuant to the following plan:

1. The plan as herein set forth upon its adoption by the Board of Directors of the Corporation shall become effective the first (1st) day of the month following incorporation.

2. The Corporation is authorized to offer and issue 1,000 Shares of Common Stock, without Par Value and such Stock as shall be issued, shall be so issued subsequent to the date the plan becomes effective.

3. The Corporation shall offer such 1,000 Shares of Common Stock from the date hereof and prior to the last day of the twenty-second (22nd) month following incorporation or prior to the date when the Corporation shall make a subsequent offering of any Stock, whichever shall sooner occur.

4. During such period as set forth in Paragraph 2, the Corporation shall offer and issue only such Common Stock.

5. The maximum amount to be received by the Corporation in consideration of the Stock to be issued pursuant to this plan shall be $300,000.00.

6. Such Common Stock shall be issued only for money and other property (other than Stock or Securities).

7. Such other action shall be taken by the Corporation as shall qualify the Stock offered and issued under this plan as Section 1244 Stock as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

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PREEMPTIVE RIGHTS: All holders of outstanding Shares shall have preemptive rights with respect to issuance of any additional Shares. Provided, said preemptive right must be exercised, if at all, within fourteen (14) days after said Shares are authorized.

This Corporation is organized as a **PERPETUAL CORPORATION.**

THE NAMES & ADDRESSES OF INCORPORATORS

Dated: FEBRUARY 1, 1993

/s/ JACALYN M. FINKEL

ONE EAST SCOTT, SUITE 1802
CHICAGO, IL 60610

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