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File Number 75516-935-7

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OFFICE OF THE SECRETARY OF STATE



DEPT-01 RECORDING \$43.00  
T40014 TRAN 2241 07/25/94 09:11:00  
#7542 ÷ AR \* -94-647616  
COOK COUNTY RECORDER

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

APX MORTGAGE SERVICES, INC.

94647616

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. 1964.

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 19TH day of JULY A.D. 19 94 and of the Independence of the United States the two hundred and 19TH



George H Ryan  
SECRETARY OF STATE

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Form **BCA-10.30**  
(Rev. Jan. 1991)

## ARTICLES OF AMENDMENT

File # 5516-935-7

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

SUBMIT IN DUPLICATE

# FILED

This space for use by  
Secretary of State

Date 7/19/94  
Franchise Tax \$  
Filing Fee \$ 25.00  
Penalty \$

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

JUL 19 1994

GEORGE H. RYAN  
SECRETARY OF STATE

Approved: 

1. CORPORATE NAME: APX MORTGAGE SERVICES, INC. (Note 1)

2. MANNER OF ADOPTION:  
The following amendment of the Articles of Incorporation was adopted on June 30  
19 94 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:)

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N/A

(NEW NAME)

# EXPEDITED

JUL 19 1994 JUL 15 1994

SECRETARY OF STATE  
SECRETARY OF STATE

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AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
APX MORTGAGE SERVICES, INC.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	Par Value	Number of Shares Authorized
Common	NPV	1000

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

N/A

shall be amended to read:

ARTICLE FOUR Paragraph 1: The authorized shall be:

Class	Par Value	Number of Shares Authorized
Common	NPV	50,000
Preferred	NPV	5,000

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

## THE PREFERRED STOCK

The Preferred Shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix or alter the dividend rights, dividend rate, conversion rights, if any, voting rights, right and terms of redemption, the liquidation preferences of the issued Preferred Shares, the number of shares constituting any such series and their designations; the Preferred Shares issued from time to time shall be preferred over the Common Shares to the extent of the Preferred Shares stated dividend rate and upon liquidation shall be preferred to the extent of the issue price before distribution on the Common Shares.

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Without limiting the generality of the foregoing, the Board of Directors is expressly vested with authority to fix and determine as to each series of Preferred Stock:

- (a) its distinctive designation,
- (b) the number of shares to be issuable,
- (c) the rate of dividend and whether dividends shall be cumulative or shall be payable in preference or in any other relation to the dividends payable on any other class or classes of stock or any other series of Preferred Stock,
- (d) whether the shares may be redeemed and if so, the terms and conditions on which they may be redeemed,
- (e) whether the shares shall be issued with the privilege of conversion and, if so, the terms and conditions of such conversion or exchange,
- (f) any limitation or denial of voting rights or grant of special voting rights, to avoid any doubt that the board of Directors is granted the authority to limit or deny voting rights in its resolution establishing any series of Preferred Stock,
- (g) the amounts payable upon the shares in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation,
- (h) sinking fund provisions, if any, for the redemption or purchase of the Preferred Shares.

In all other respects the rights and preferences of all of the shares of Preferred Stock shall be identical.

## THE COMMON STOCK

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of directors pursuant to this Article Four of these Articles of Incorporation, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in these Articles of Incorporation including without limitation the following rights and privileges:

- (a) each outstanding share of Common Stock shall be entitled to one vote in each matter submitted to a vote at a meeting of shareholders, and except as specifically provided for in the By-Laws of the Corporation in accordance with

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applicable law, in all elections for directors; no holder of any class of shares of the Corporation shall be entitled to cumulate his votes in any election of directors,

(b) dividends may be declared and paid or set apart for payment upon the Common Stock out of the assets or funds of the Corporation legally available therefor, and

(c) upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation the assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

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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")

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")

	Before Amendment	After Amendment
No Change Paid-in Capital	\$ 5,650,055	\$ 5,650,055

(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 July 11, 19 94 APX MORTGAGE SERVICES, INC.  
(Exact Name of Corporation)

attested by Nadine Allen by Robert G. Gorski  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
Nadine Allen, Secretary Robert G. Gorski, 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 geographic 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)

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
APX MORTGAGE SERVICES, INC.  
IN REGARD TO THE AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
APX MORTGAGE SERVICES, INC.**

In accordance with Sections 10.20 and 7.10 of The Business Corporation Act of 1983, as Amended, of the State of Illinois, the following resolutions of the Board of Directors of APX Mortgage Service, Inc. (the "Corporation") have been adopted and submitted to the Shareholders, with a consent in writing to be signed by all of the Shareholders entitled to vote on this amendment:

**RESOLVED**, that pursuant to the authority vested in the Board of Directors of APX Mortgage Services, Inc., an Illinois Corporation (the "Corporation"), Articles Four and Five of the Articles of Incorporation be and are hereby amended to increase the number of authorized shares of Common Shares from 1000 to 50,000 (no par value) and that a Preferred Class of Shares be and is hereby created to consist of 5000 authorized Preferred Shares (no par value), of which the preferences, qualifications, limitations, restrictions and special or relative rights in respect of the Preferred Shares shall be (in addition to those set forth in the Amended Articles of Incorporation) as follow:

**1. Certain Definitions.** Unless the context otherwise requires, the terms defined in this paragraph 1 shall have, for all purposes of this resolution, the meaning herein specified:

**Common Stock** shall mean all shares now or hereafter authorized of any class of Common Stock of the Corporation and any other stock of the Corporation, howsoever designated, authorized after the Issue Date (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets and earnings of the Corporation without limit as per share amount.

**Dividend Payment Date.** The term "Dividend Payment Date" shall have the meaning set forth in subparagraph 2 below.

**Dividend Period.** The term "Dividend Period" shall have the meaning set forth in subparagraph 2 below.

**Issue Date** shall mean the date that shares of Preferred Stock are first issued by the Corporation.

**Junior Stock** shall mean, for purposes of paragraphs



2 and 6 below, the Common Stock and any other classes or series of stock of the Corporation issued after the Issue Date not entitled to receive any dividends in any Dividend Period unless all dividends required to have been paid or declared and set apart for payment on the Preferred Stock shall have been so paid or declared and set apart for payment and, for purposes of paragraphs 3 and 6 below, any class or series of stock of the Corporation issued after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the Corporation until the Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

**Parity Stock** shall mean, for purposes of paragraphs 2 and 6 below, any other class or series of stock of the Corporation issued after the Issue Date entitled to receive payment of dividends on a parity with the Preferred Stock and, for the purposes of paragraphs 3 and 6 below, any other class or series of stock of the Corporation issued after the Issue Date entitled to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation on a parity with the Preferred Stock.

**Redemption Price** shall mean an amount equal to Subscription Price plus accrued dividends.

**Subscription Price** for the Preferred Stock shall mean the price per share as directed by the Board of Directors upon the issuance of any shares or series of shares of Preferred Stock.

**Subsidiary** shall mean any Corporation of which shares of stock possessing at least a majority of the general voting power in electing the board of directors are, at the time as of which any determination is being made, owned by the Corporation, whether directly or indirectly through one or more Subsidiaries.

## 2. Dividends.

The holders of Preferred Stock shall be entitled to receive, when and as determined and declared by the Board of Directors, cumulative cash dividends, out of funds legally available for that purpose, at an equitable rate per share to be determined by the Board of Directors annually, and no more. Each such dividend shall be paid to the holders of record of the Preferred Stock as their names appear on the share register of the Corporation on the corresponding Record Date. Record Date shall mean the Dividend Payment Date as determined by the Board of Directors, but no less than each quarter of the year. Such dividends shall begin to be payable on each share of the Preferred Stock on the Dividend Payment Date next succeeding the date of original

issue of the Preferred Stock thereof. Computation of the amount of dividends for other than a full dividend period shall be computed on the basis of a 365 day year.

### **3. Distributions Upon Liquidation, Dissolution or Winding Up.**

In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, the holders of the Preferred Stock shall be entitled to be paid the Subscription Price of all outstanding shares of Preferred Stock as of the date of such liquidation or dissolution or other such winding up, plus any accrued or unpaid dividends thereon to such date, and no more, in cash or property taken at its fair value as determined by the Board of Directors, or both, at the election of the Board of Directors. If such payment shall have been made in full to the holders of the Preferred Stock, and if payment shall have been made in full to the holders of the Parity Stock of all amounts to which such holders shall be entitled, the remaining assets and funds of the Corporation shall be distributed among the holders of the Junior Stock, according to their respective shares and priorities. If, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of Preferred Stock and of any Parity Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire assets of the Corporation shall be distributed among the holders of the Preferred Stock first and the balance, if any, to the holders of Parity Stock. Neither the consolidation or merger of the Corporation into or with another corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation to another corporation or corporations shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this paragraph.

### **4. Conversion.**

The shares of the Preferred Stock shall be convertible into Common Stock of the Corporation, at the option of the holders of the Preferred Stock, at the time the Corporation files for registration of its capital stock with the Securities and Exchange Commission of the United States.

### **5. Voting Rights.**

The holders of the issued and outstanding shares of Preferred Stock shall have no voting rights, except as set forth herein as follows:

If and whenever the Corporation shall have failed to declare and pay in cash the full amount of the dividends payable on the Preferred Stock on any two (2) Dividend Payment Dates, then and in such event the holders of the Preferred Stock shall be entitled at the next annual meeting of the stockholders of the Corporation or at any special meeting to elect one (1) director. The election of the director shall be an additional director of the Corporation.

## 6. Covenants.

In addition to any other rights provided by law, so long as any Preferred Stock is outstanding, the Corporation, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding shares of Preferred Stock, will not:

(a) amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or By-Laws if such action would alter adversely or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any Preferred Stock, or increase or decrease the number of shares of Preferred Stock authorized hereby.

(b) authorize or issue shares of any class or series of stock not expressly authorized herein having any preference or priority as to dividends, assets or other rights superior to or on parity with any such preference or priority of the Preferred Stock, or authorize or issue shares of stock of any class or any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of the Corporation having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Preferred Stock.

(c) pay or declare any dividend on any Junior Stock (other than dividends payable in shares of the class or series upon which dividends are declared or paid, or payable in shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional shares and dividends not in excess of dividends paid to the Preferred Stock) while the Preferred Stock remains outstanding, or apply any of the assets to the redemption, retirement, purchase or acquisition, directly or indirectly, through subsidiaries or otherwise, of any Junior Stock, except from the employees of the Corporation upon termination of employment or otherwise pursuant to the terms of stock purchase or options agreements providing for the repurchase of, or right of first refusal with respect to, such Junior Stock entered into with such employees; or

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(d) materially change the principal business of the Corporation.

## 7. Redemption.

(a) Mandatory or Optional Redemption and Redemption Price. The Board of Directors shall vote on the manner, terms and conditions of redemption of the Preferred Stock as stated in the Amended Articles of Incorporation.

(b) Shares of Preferred Stock which have been issued and reacquired by redemption or otherwise (upon compliance with any applicable laws of the State of Illinois) shall have the status of authorized and unissued shares of Preferred Stock issuable in series undesignated as to series and may be redesignated and reissued.

## 8. Exclusion of Other Rights.

Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participatory, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Corporation's Articles of Incorporation. The shares of Preferred Stock shall have preemptive or subscription rights as determined by the Board of Directors from time to time.

Dated: June 30, 1994

\_\_\_\_\_  
Robert J. Gorski

\_\_\_\_\_  
Nadine Allen

\_\_\_\_\_  
David Gorski

\_\_\_\_\_  
Robert Robinson

Being all of the Directors of the Corporation

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