

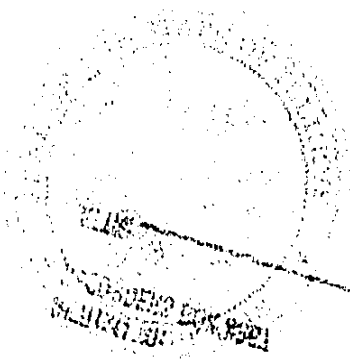


94719993

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CALIFORNIA GARDENS CORP. 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* 27TH *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

27th

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Form **BCA-10.30**

(Rev. Jan. 1991)

ARTICLES OF AMENDMENT

File # 5785-069-8

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62768
Telephone (217) 782-6961

FILED

JUL 27 1994

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 7-27-94
Franchise Tax \$ 148.50
Filing Fee \$ 25.00
Penalty \$ _____
Approved: [Signature] 173.50

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

1. CORPORATE NAME: California Gardens Corp.

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on June 9, 1994 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 this 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 of the shareholders entitled to vote on this amendment. (Note 4)

When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

DEPT-01 RECORDING \$27.00
T#2222 TRAN 7031 08/15/94 16:46:00
#8680 # K.E. # -94-719993
COOK COUNTY RECORDER

(NEW NAME)

All changes other than name, include on page 2
(over)

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Text of Amendment

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

RESOLVED, that ARTICLE FOUR, Paragraph 1 of the Articles of Incorporation be amended to provide that the total number of authorized shares is 1,000 shares, all of which are designated as Common Shares and said shares are to be divided into and issued in two series as set forth below:

557.5 Series V shares, NPV per share
442.5 Series NV shares, NPV per share

The variations in the relative rights and preferences between the series are that all Series V shares have one vote per share and all Series NV shares have no voting rights;

FURTHER RESOLVED, that the 1,000 Issued Common Shares are hereby exchanged for 557.5 Series V common shares and 442.5 Series NV common shares with a change to the paid-in capital of the corporation of an additional \$90,000.

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3. The manner in which any exchange, reallocation 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")

That the 1,000 Issued Common Shares are hereby exchanged for 657.5 Series V common shares and 442.5 Series NV common shares.

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
Paid-in Capital	\$1,000	\$100,000

(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 20, 1994 California Gardens Corp.
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice 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 July 20, 1994

Dianne M. Chiappetti

Dianne M. Chiappetti, Incorporator

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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 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)

The filing fee for articles of amendment - \$25.00

The filing fee for restated articles - \$100.00

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ATTN: MNC

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