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DEPT-01 RECORDING \$31.50
 T95555 TRAN 5680 09/23/94 14:32:00
 18629 J.J. 8-94-831081
 COOK COUNTY RECORDER

Whereas, ARTICLES OF INCORPORATION OF GMGP, 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.

94831081

In Testimony Whereof, I hereto set my hand and cause to

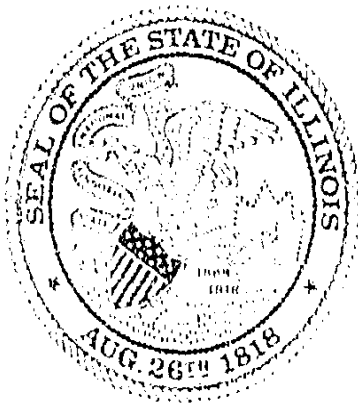
be affixed the Great Seal of the State of Illinois,

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

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Form BCA-2.10 (Rev Jan 1991)	ARTICLES OF INCORPORATION	SUBMIT IN DUPLICATE!
Secretary of State Department of Business Services Springfield, IL 62786 Telephone (217) 782-6901	FILED JUL 27 1994 GEORGE H. RYAN SECRETARY OF STATE	This space for use by Secretary of State Date <u>7/27/94</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>15.00</u> Approved <u>[Signature]</u> \$ <u>100.00</u>

1. CORPORATE NAME: GMGP, Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Thomas Carney
First Name Middle Initial Last name

Initial Registered Office: 1023 S. Wheeling Road
Number Street Suite #
Wheeling, 60090-5799 Cook
City Zip Code County

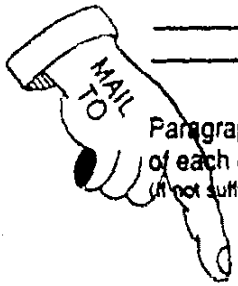
3. Purpose or purposes for which the corporation is organized:
(if not sufficient space to cover this point, add one or more sheets of this size.)

to engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ n/a	1,000	1,000	\$ 1,000
				TOTAL \$ 1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(if not sufficient space to cover this point, add one or more sheets of this size.)



Sedley A. Quisenberry
One First National Plaza
Chicago, IL 60603
Attention: Cynthia Burkholder (over)

EXPEDITED
JUL 27 1994
SECRETARY OF STATE

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5. **OPTIONAL** (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
N/A

Name	Residential Address

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
N/A (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**
Attached Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated July 27, 1994

Signature and Name	Address
1. <u>[Signature]</u> Signature <u>Richard Robbins</u> (Type or Print Name)	1. <u>One First National Plaza, Ste 4200</u> Street <u>Chicago, Illinois 60603</u> City/Town State Zip Code
2. _____ Signature _____ (Type or Print Name)	2. _____ Street _____ City/Town State Zip Code
3. _____ Signature _____ (Type or Print Name)	3. _____ Street _____ City/Town State Zip Code

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25 and a maximum of \$1,000,000.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-6961

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RIDER TO ARTICLES OF INCORPORATION OF GMGP, INC.

ARTICLE SEVEN

Paragraph 1: CUMULATIVE VOTING. No shareholder of the Corporation shall have cumulative voting rights with respect to any matter upon which shareholders are entitled to vote.

Paragraph 2: INDEMNIFICATION.

2.1. General. (a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, provided that no indemnification shall be

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made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable

to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in (a) and (b) of this Paragraph 2.1, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

2.2. Determination of Indemnification. Any indemnification under this Paragraph 2 (unless ordered by a court) shall be made by the Corporation only as authorized as provided by Section 8.75(d) of the Illinois Business Corporation Act of 1983, as amended, or any successor provisions.

2.3. Advance of Indemnification. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, if it shall ultimately be determined that he or she is ^{not} entitled to be indemnified by the Corporation as authorized in this Paragraph 2.

2.4. Non-Exclusive. The indemnification provided in this Paragraph 2 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

2.5. Certain Definitions. (a) For purposes of this Paragraph 2, any reference to the "Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, and employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or

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other enterprise, shall stand in the same position under the provisions of this Paragraph 2 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

(b) For purposes of this Paragraph 2, any reference to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Paragraph 2.

2.6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Section 8.75 of the Illinois Business Corporation Act.

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