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File Number

5766-189-5

94591571

DEPARTMENT OF REVENUE
THE SECRETARY OF STATE



Property of Cass County Clerk's Office

Whereas,

ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF

GM 155 CANAL 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.

94591571

In Testimony Whereof,

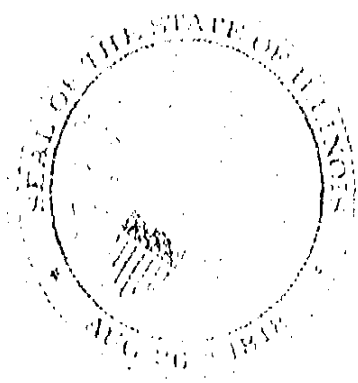
I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 4TH

day of OCTOBER A.D. 19 94 and

of the Independence of the United States

the two hundred and 19TH



George H. Ryan
SECRETARY OF STATE

37/9

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

ARTICLES OF AMENDMENT

Fee # 5766-189-5

George H. Ryan
Secretary of State
Department of Business Services
Springfield IL 62756
Telephone 217-782-9961

FILED

SUBMIT IN DUPLICATE

OCT 4 1994

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 10/4/94
Franchise Tax \$
Filing Fee \$ 100.00
Penalty \$

Approved [Signature]

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

1 CORPORATE NAME GM 165 Canal Corp.

(Note 1)

2 MANNER OF ADOPTION

The following amendment of the Articles of Incorporation was adopted on SEPTEMBER 23
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 the 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:)

(NEW NAME)

~~SECRETARY OF STATE~~
~~10/4/1994~~
~~SECRETARY OF STATE~~

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

SECRETARY OF STATE
OCT 4 1994
SECRETARY OF STATE

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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

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#3723 # JED # 91 1391674
COOK COUNTY RECORDER

(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")

No change

Before Amendment After Amendment
Paid-in Capital \$ _____ \$ _____

(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 September 23, 19 94, GM 165 Canal Corp.
(Print Name of Corporation)
attested by Edwin J. Ward by Stephen J. Henneeny
(Signature of Secretary or Assistant Secretary) (Signature of President)
Edwin J. Ward, Secretary Stephen J. Henneeny, 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 _____

COOK COUNTY RECORDER

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listed in the preceding sentence. If, pursuant to the preceding sentence, the capital stock of the Corporation is held in trust, then for purposes of determining the number of shareholders and beneficiaries, the trustee shall not be counted and only the beneficiary or beneficiaries shall be counted towards the 35 shareholder and beneficiary limit.

Article VI is amended by striking out said Article and by substituting the following new Article:

ARTICLE VI INVESTMENTS

The Corporation shall invest solely in real property, except for the investment of Reserves described in Article VII below. The Corporation may acquire options to purchase real property, provided the options are purchased in accordance with a plan to purchase the particular real estate involved and not for purposes of options trading. The Corporation's investments in real property shall consist solely of holding title to real property and collecting the income therefrom. The foregoing shall not prevent the Corporation from receiving debt-financed income which is treated as unrelated business taxable income solely because of section 514 of the Code. The Corporation shall not, however, derive income from the conduct of a business operation or from the business of acquiring, improving, and selling real property or from trading options. The Corporation shall not invest in or hold interests in partnerships or real estate investment trusts. The Corporation shall not make mortgage loans.

Article VII is amended by striking out said Article and by substituting the following new Article:

ARTICLE VII INCOME DISTRIBUTION; RESERVES

The Corporation shall annually remit to its shareholders the entire amount of the Corporation's income less expenses and reasonable cash reserves (the "Reserves") sufficient to meet its operational requirements. The Reserves shall be held as cash or in short term investments, including, but not limited to, certificates of deposit, bankers' acceptances, interest-bearing savings accounts, commercial paper, government obligations, and shares in money market funds. In no case shall the Reserves be invested in an investment whose period to maturity exceeds ninety-one days.

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Article VIII is amended by striking out said Article and by substituting the following new Article:

ARTICLE VIII INVESTMENT ADVISOR

The Corporation may have an investment advisor to advise it in connection with its investments. The shareholders of the Corporation shall be permitted to dismiss the Corporation's investment advisor upon a vote of the shareholders holding a majority interest in the Corporation.

The following new Article IX is added:

ARTICLE IX TERMINATION OF INTEREST IN CORPORATION

A shareholder of the Corporation shall only be permitted to terminate its interest in the Corporation by either or both of the following methods:

- a) By selling or exchanging its capital stock to any organization described in section 501(c)(29)(C) of the Code, provided the sale or exchange does not result in an increase in the number of shareholders and beneficiaries of the Corporation above 35; or
- b) By having its capital stock redeemed upon 90 days written notice to the Corporation.

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EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GM 165 CANAL CORP.

ARTICLE I

NAME; ORIGINAL DATE OF FILING

The name of the corporation is GM 165 Canal Corp. (the "Corporation"). The Corporation was previously incorporated under the Illinois Business Corporation Act on February 2, 1994.

ARTICLE II

ADDRESS OF REGISTERED OFFICE; NAME OF REGISTERED AGENT

The address of the registered office of the Corporation in the State of Illinois, is c/o Prentice Hall Legal & Financial Services, 33 North LaSalle Street, Suite 1925, Chicago, Illinois 60602 (Cook County) and the name of its registered agent is Prentice Hall Legal & Financial Services.

ARTICLE III

PURPOSES AND POWERS

The Corporation is organized as a title holding corporation under section 501(c)(25) of the United States Internal Revenue Code of 1986, as amended (the "Code") for the exclusive purpose of acquiring, holding title to and collecting income from real property and remitting the entire amount of such income less expense (and reasonable cash reserves sufficient to meet operational requirements) to its shareholders.

ARTICLE IV CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000 shares. The Corporation shall have only one class of capital stock and all authorized shares shall be voting common stock, with the par value of \$1.00 each.

The number of shares issued is 100 with a total paid-in-capital of \$100.00.

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ARTICLE V SHAREHOLDERS

The Corporation shall have no more than 35 shareholders and beneficiaries. A shareholder or beneficiary of the Corporation must be--

- a) a qualified pension, profit-sharing, or stock bonus plan that meets the requirements of section 401(a) of the Code;
- b) a governmental plan described in section 414(d) of the Code;
- c) the United States, any state or political subdivision thereof, or any agency or instrumentality of the foregoing;
- d) an organization described in section 501(c)(3) of the Code; or
- e) another organization described in section 501(c)(25)(C) of the Code.

A shareholder of the Corporation may also be a trustee if and only if such trustee holds the capital stock of the Corporation in trust solely for the benefit of a beneficiary or beneficiaries listed in the preceding sentence. If, pursuant to the preceding sentence, the capital stock of the Corporation is held in trust, then for purposes of determining the number of shareholders and beneficiaries, the trustee shall not be counted and only the beneficiary or beneficiaries shall be counted towards the 35 shareholder and beneficiary limit.

ARTICLE VI INVESTMENTS

The Corporation shall invest solely in real property, except for the investment of Reserves described in Article VII below. The Corporation may acquire options to purchase real property, provided the options are purchased in accordance with a plan to purchase the particular real estate involved and not for purposes of options trading. The Corporation's investments in real property shall consist solely of holding title to real property and collecting the income therefrom. The foregoing shall not prevent the Corporation from receiving debt-financed income which is treated as unrelated business taxable income solely because of section 514 of the Code. The Corporation shall not, however, derive income from the conduct of a business operation or from the business of acquiring, improving, and selling real property or from trading options. The Corporation shall not invest in or hold interests in partnerships or real

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estate investment trusts. The Corporation shall not make mortgage loans.

ARTICLE VII INCOME DISTRIBUTION; RESERVES

The Corporation shall annually remit to its shareholders the entire amount of the Corporation's income less expenses and reasonable cash reserves (the "Reserves") sufficient to meet its operational requirements. The Reserves shall be held as cash or in short term investments, including, but not limited to, certificates of deposit, bankers' acceptances, interest-bearing savings accounts, commercial paper, government obligations, and shares in money market funds. In no case shall the Reserves be invested in an investment whose period to maturity exceeds ninety-one days.

ARTICLE VIII INVESTMENT ADVISOR

The Corporation may have an investment advisor to advise it in connection with its investments. The shareholders of the Corporation shall be permitted to displace the Corporation's investment advisor upon a vote of the shareholders holding a majority interest in the Corporation.

ARTICLE IX TERMINATION OF INTEREST IN CORPORATION

A shareholder of the Corporation shall only be permitted to terminate its interest in the Corporation by either or both of the following methods:

- a) By selling or exchanging its capital stock to any organization described in section 501(c)(29)(c) of the Code, provided the sale or exchange does not result in an increase in the number of shareholders and beneficiaries of the Corporation above 35; or
- b) By having its capital stock redeemed upon 90 days written notice to the Corporation.

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Chicago, IL 60603

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