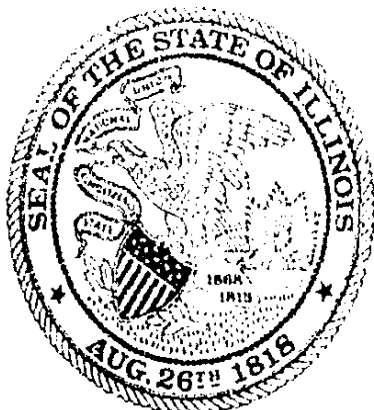




Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
 GIORDANO'S ENTERPRISES, INC.
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested for 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 10TH day of JANUARY A.D. 19 94 and of the Independence of the United States the two hundred and 18TH.



George H Ryan
 SECRETARY OF STATE

*ALSO
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Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1991)

File # 5515-193-8

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

FILED

JAN 10 1994

**GEORGE H. RYAN
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 1/10/94
Franchise Tax \$ 2,817.00
Filing Fee \$ 25.00
Penalty \$
Applied: \$ 2,842.00

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

- CORPORATE NAME: GIORDANO'S ENTERPRISES, INC.
 - DEPT-01 RECORDING (Note 1) \$41.50
 - T#2222 TRAN 4751 01/21/94 15:43:00
 - #6864 # * - 94 - 07 1639
- MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on JANUARY RECORDER 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)

EXPEDITED

(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:)

JAN 10 1994

N/A

SECRETARY OF STATE

(NEW NAME)

SEE AMENDMENT TO ARTICLES OF INCORPORATION ATTACHED
AND MARKED AS "EXHIBIT A"

EXPEDITED

JAN 11 1994

SECRETARY OF STATE

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

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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:

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- (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.

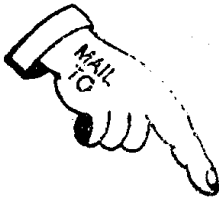
Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

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)

C-173.4



Greg Polites
Giordano's Entrep.
308 West Randolph
Chicago, IL 60606

DeKalb County Clerk's Office

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Resolution

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Resolution

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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")

8.5% PREFERRED SHARES WILL BE RECLASSIFIED AS 7.0% CLASS B PREFERRED

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")

INCREASES FROM \$2,030,000 TO \$3,908,000 OR AN INCREASE OF \$1,878,000.

(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	\$2,030,000	\$3,908,000

(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 JANUARY 10, 1994 GIORDANO'S ENTERPRISES, INC.
(Exact Name of Corporation)
 attested by Eva Apostolou by John Apostolou
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
EVA APOSTOLOU, SECRETARY JOHN APOSTOLOU, 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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EXHIBIT "A"

RESOLUTION

AMENDMENTS TO ARTICLES OF INCORPORATION

The following resolutions were unanimously adopted by the shareholder and directors of the Corporation:

RESOLVED, that GIORDANO'S ENTERPRISES, INC. (the "Corporation") Articles of Incorporation issued on July 12, 1988, and all amendments thereto that are in effect to date be amended as follows:

ARTICLE ONE

The name of the Corporation is Giordano's Enterprises, Inc..

ARTICLE FOUR

Paragraph 1: The authorized shares shall be:

<u>CLASS AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>NUMBER OF AUTHORIZED SHARES</u>
CLASS A COMMON (VOTING)	NO PAR	10,000,000
7.0% CLASS B PREFERRED (NON-VOTING)	1,000.00	500
7.0% CLASS C PREFERRED (NON-VOTING)	1,000.00	400
7.0% CLASS D PREFERRED (NON-VOTING)	1,000.00	90
7.0% CLASS E PREFERRED (NON-VOTING)	1.00	1,388,000

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IN WITNESS WHEREOF

I have hereunto set my hand and seal

at the County Clerk's Office, Cook County, Illinois, this _____ day of _____, 20__.

County Clerk

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

Notary Public

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

A. Common Stock

- (i) The aggregate number of common shares that the corporation shall be authorized to issue shall consist of 10,000,000 common shares, all of one class, without par.
- (ii) Common stock is voting stock.
- (iii) The Board of Directors of the Corporation shall at all times reserve a sufficient number of the authorized Common Stock shares for issuance according to (a) any qualified or non-qualified incentive stock option plans that have been or shall be adopted and approved by the Corporation, and (b) any conversion rights given to holders of Preferred Stock.
- (iv) No dividends shall be paid or set apart for payment on the Common Stock of the Corporation, no distribution shall be made on the Common Stock (other than a dividend payable in Common Stock) and no shares of Common Stock shall be redeemed, retired or otherwise acquired for valuable consideration (except upon conversion of the stock) unless full dividends on Preferred Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends or has set aside a sum sufficient to pay them.
- (v) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or of any reduction in the capital of the Corporation resulting in any distribution of assets to the stockholders of the Corporation, each holder of Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or earnings, available for distribution to the stockholders of the Corporation, before any amount is paid to the holders of the Common Stock of the Corporation, the par value per share for each share of Preferred Stock held by the holder, plus an amount equal to the sum of all accumulated and unpaid dividends to the date fixed for the payment of the distribution on the shares of Preferred Stock held by the holder.

B. 7.0% Class B Preferred Stock

- (i) The 530 8.5% Preferred Shares of the corporation of the par value \$1,000.00 each outstanding when this amendment takes effect, shall be reclassified as 530 7.0% Class B Preferred Shares of the par value \$1,000.00 each.

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this _____ day of _____, 20__.

By _____

Notary Public in and for the State of Illinois
My Commission Expires _____

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00000000

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this _____ day of _____, 20__.

Notary Public in and for the State of Illinois
My Commission Expires _____

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- (ii) To the extent allowed by law, 7.0% Class B Preferred Stock is non-voting.
- (iii) Subject at all times to the provisions in Paragraph F below, the holders of shares of Preferred stock shall be entitled to receive, to the extent permitted by law, monthly dividends at an annual rate of 7.0% of the par value of the Class B Preferred Stock. Such dividends shall accrue commencing on the date of issuance. Dividends shall be payable monthly on the first day of each month following the month for which they have been declared.
- (iv) For the purposes of determining the holder of record for receipt of dividends, the transfer books of the Corporation shall be closed ten (10) calendar days prior to the payment date of any dividend.
- (v) Subject at all times to the provisions in Paragraph F below, Preferred Stock shall have first preference as to dividends and liquidation rights but Class B Preferred Shares shall be subject to and subordinate to the prior payment of dividends on and liquidation preference of the 7.0% Class E Preferred Shares over other Preferred and Common Stock.

C. 7.0% Class C Preferred Stock

- (i) To the extent allowed by law, 7.0% Class C Preferred Stock is non-voting.
- (ii) Subject at all times to the provisions in Paragraph F below, the holders of shares of Preferred stock shall be entitled to receive to the extent permitted by law, monthly dividends at an annual rate of 7.0% of the par value of the Class C Preferred Stock. Such dividends shall accrue commencing on the date of payment in full of the Special Advance (defined in the Loan Agreement described in Paragraph F below) and interest thereon. Dividends shall be payable monthly on the first day of each month following the month for which they have been declared.
- (iii) For the purposes of determining the holder of record for receipt of dividends, the transfer books of the Corporation shall be closed ten (10) calendar days prior to the payment date of any dividend.
- (iv) Subject at all times to the provisions in Paragraph F below, Preferred Stock shall have first preference as to dividends and liquidation rights but Class C Preferred Shares shall be subject to and subordinate to the prior payment of dividends on and liquidation preference of the 7.0% Class E Preferred Shares over all other Preferred and Common Stock.

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D. 7.0% Class D Preferred Stock

- (i) To the extent allowed by law, 7.0% Class D Preferred Stock is non-voting.
- (ii) Subject at all times to the provisions in Paragraph F below, the holders of shares of Preferred stock shall be entitled to receive to the extent permitted by law, monthly dividends at an annual rate of 7.0% of the par value of the Class D Preferred Stock. Such dividends shall accrue commencing on the date of payment in full of the Special Advance (defined in the Loan Agreement described in Paragraph F below) and interest thereon. Dividends shall be payable monthly on the first day of each month following the month for which they have been declared.
- (iii) For the purposes of determining the holder of record for receipt of dividends, the transfer books of the Corporation shall be closed ten (10) calendar days prior to the payment date of any dividend.
- (iv) Subject at all times to the provisions in Paragraph F below, Preferred Stock shall have first preference as to dividends and liquidation rights but Class D Preferred Shares shall be subject to and subordinate to the prior payment of dividends on and liquidation preference of the 7.0% Class E Preferred Shares over all other Preferred and Common Stock.

E. 7.0% Class E Preferred Stock

- (i) To the extent allowed by law, 7.0% Class E Preferred Stock is non-voting.
- (ii) Subject at all times to the provisions in Paragraph F below, the holders of shares of Preferred stock shall be entitled to receive to the extent permitted by law, monthly dividends at an annual rate of 7.0% of the par value of the Class E Preferred Stock. Such dividends shall accrue commencing on the date of issuance. Dividends shall be payable monthly on the first day of each month following the month for which they have been declared.
- (iii) For the purposes of determining the holder of record for receipt of dividends, the transfer books of the Corporation shall be closed ten (10) calendar days prior to the payment date of any dividend.

- (iv) Subject to at all times to the provisions of this paragraph (iv), Paragraph F below and to the extent allowable by law, the holders of 7.0% Class E Preferred Stock shall have the option to put the shares to the Corporation at any time following the expiration of the fifth year and one month following issuance of the Preferred Shares for the par value of the Preferred Shares, plus any accrued and unpaid dividends thereon at the date of the exercise of the put option, which amount shall be payable by the Corporation within five (5) days following the exercise of the Option in immediately available funds, provided that payment upon exercise of such option shall be subject and subordinate to the prior payment in full of the Greyhound loan, including unpaid principal, interest and fees allowed under the Greyhound loan documents. In addition, in the event that the Corporation consummates an initial public offering of the Capital Stock of the Corporation, the Class E Preferred Shares shall be convertible, on the basis of the par value of the Class E Preferred Shares into a number of Common Shares of the Corporation of equal value in the aggregate, based upon the initial offering price of such Common Shares, discounted by 22%. Any right of conversion must be exercised within ninety (90) days of the Initial Public Offering. During such period the Corporation shall reserve a sufficient number of shares for conversion of all Class E Preferred Shares into Common Shares upon the terms stated above.
- (v) Class E Preferred Stock shall have first preference as to dividends and liquidation rights over all other Preferred and Common Stock.

F. Limitations on Dividends and Other Distributions In Connection with Loan Agreement

So long as the Corporation shall not have paid in full the principal amount of and any accrued but unpaid interest and/or fees set forth in that certain Loan Agreement dated December 31, 1993, by the Corporation and Greyhound Financial Corporation (or any successor thereto) pertaining to a loan in the original principal amount of \$6,000,000.00 as the same hereafter may be amended, modified, or supplemented, (the "Loan Agreement"), unless the Corporation shall have received the prior written consent of the Lender of the Loan Agreement, the Corporation shall not declare or pay any dividends on the Common Stock or the Preferred Stock or apply any of its property to the purchase, redemption or other retirement of, set apart any sum for the payment of any dividends on, or make any other distribution by reduction of capital otherwise with respect to any shares of the Common Stock or the Preferred Stock; provided, however, that so long as no Incipient Default or Event of Default (both as defined in the Loan Agreement) exists or will be

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caused by such payment, the Corporation may pay dividends at a rate not to exceed 7% per annum on the face amount of the (i) Class E Preferred Stock issued and accruing from the date of issuance thereof; (ii) Class C and Class D Preferred Stock issued, but such dividends shall accrue only from the date of payment in full of the Special Advance and interest thereon, and (iii) Class B Preferred Stock issued, but such dividends shall only accrue from December 31, 1993, and no payment shall be made of dividends accruing prior thereto.

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