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. DEPT-01 RECORDING \$33.00
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. #0211 + KB #-95-846435
. COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
DIXON OCAMPO, 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.

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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 17TH day of NOVEMBER A.D. 19 95 and of the Independence of the United States the two hundred and 20TH.



George H Ryan

Secretary of State

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10/10/2011

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Form BCA-2.10 (Rev. Jan. 1995) George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756	ARTICLES OF INCORPORATION This space for use by Secretary of State <div style="font-size: 2em; font-weight: bold; letter-spacing: 0.5em;">FILED</div> NOV 17 1995 GEORGE H. RYAN SECRETARY OF STATE	<div style="border: 1px solid black; padding: 5px; font-weight: bold;">SUBMIT IN DUPLICATE!</div> This space for use by Secretary of State Date <u>11/17/95</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>75.00</u> Approved: <u>[Signature]</u> \$ <u>100.00</u>
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1. CORPORATE NAME: Dixon Ocampo, Inc.

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

2. Initial Registered Agent: Peter A. Hess

	<u>Peter</u>	<u>A.</u>		<u>Hess</u>
	<i>First Name</i>	<i>Middle Initial</i>		<i>Last name</i>
Initial Registered Office:	<u>333 West Wacker Drive</u>			<u>1800</u>
	<i>Number</i>	<i>Street</i>		<i>Suite #</i>
	<u>Chicago</u>	<u>IL 60606</u>		<u>Cook</u>
	<i>City</i>	<i>Zip Code</i>		<i>County</i>

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.)

See attached

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
COM	\$ NPV	100,000	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.)

EXPEDITED

NOV 17 1995

SECRETARY OF STATE



LaSanya Benjamin/LSH
 Box 340

(over)

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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:
Name Residential Address City, State, ZIP


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: \$ _____
(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**
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 November 15, 1995

1. 
Signature and Name
Signature
PETER A. HESS
(Type or Print Name)

2. _____
Signature
(Type or Print Name)

3. _____
Signature
(Type or Print Name)

Address
1. 333 West Wacker Drive, Suite 1800
Street Chicago IL 60606
City/Town State Zip Code
2. _____
Street
City/Town State Zip Code
3. _____
Street
City/Town State Zip Code

(Signatures must be in **BLACK 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.
 - 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) 782-9522 or 782-9523

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SECTION 3.

Purpose:

The purpose for which the Corporation is organized is limited to acquiring, owning and holding membership interests in Ocampo Dixon, L.L.C., an Illinois limited liability company (the "Company") pursuant to the respective terms and conditions of the operating Agreement of Ocampo Dixon, L.L.C., an Illinois limited liability company, dated as of November 17, 1995, (the "Company Agreement") and to transact any and all lawful business for which a corporation may be incorporated under the Illinois Business Corporation Act that is incident and necessary or appropriate to the foregoing. The Corporation may not incur any indebtedness.

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EXHIBIT A TO ARTICLES OF INCORPORATION

Directors

1. The Board of Directors of the Corporation shall include an independent director (the "Independent Director").

(a) The Independent Director shall be a person who is not and for the prior two years has not been (i) a stockholder, shareholder, partner, officer or employee of the Corporation, the Company, or any subsidiaries or affiliates thereof, or (ii) a member of the immediate family of any such stockholder, director, partner, officer, employee or other director of the Corporation, the Company, or any subsidiaries or affiliates thereof. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question, and the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise.

(b) In the event that the Independent Director resigns, or such position is otherwise vacated, no action requiring the unanimous affirmative vote of the Board of Directors of the Corporation shall be taken until a successor Independent Director is elected and qualified and approves such action. In the event of the death, incapacity, or resignation of the Independent Director, or a vacancy for any other reason, a successor Independent Director shall be appointed by the remaining directors.

Actions Requiring Unanimous Vote

1. Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by a Mortgage, Security Agreement, Assignment of Rents and Fixture Filing and the Assignment of Leases and Rents and Security Deposits, entered into between Column Financial, Inc. (collectively, the "Mortgage") and the Company has been discharged, the Corporation shall not, without the unanimous affirmative vote of the members of its Board of Directors, do any of the following:

- (a) amend, alter, change or repeal any provision of these Articles of Incorporation or cause any provision of the Company Agreement (or any successor provisions thereto, however designated) to be amended, altered, changed or repealed;
- (b) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an

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entirety to any entity, or cause the Company to dissolve, wind up or liquidate, in whole or in part or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity;

- (c) engage in any business or activity other than as set forth in the Articles of Incorporation, or cause the Company to engage in any business or activity other than as set forth in the Company Agreement (or any successor provision thereto, however designated);
- (d) sell, transfer, exchange, convey, encumber or otherwise dispose of any or all of the Corporation's right, title or interest as the managing member of the Company;
- (e) file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101, et seq.) (the "Bankruptcy Code"), or file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all of any substantial part of the properties and assets of the Corporation, or make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action; or
- (f) cause the Company to file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the Bankruptcy Code, or cause the Company to file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or cause the Company to seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all of any substantial part of the properties and assets of the Company, or cause the Company to make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any new membership action in furtherance of any such action.

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Separateness

1. The Corporation shall (i) observe all corporate formalities, including the maintenance of current minute books, (ii) maintain its own separate and distinct books of account and corporate records, (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation and its assets and liabilities, (iv) pay all its liabilities out of its own funds, (v) in all dealings with the public, identify itself, and conduct its own business, under its own name and as separate and distinct entity, (vi) independently make decisions with respect to its business and daily operations, (vii) maintain an arm's length relationship with its affiliates, (viii) pay the salaries of its own employees, (ix) allocate fairly and reasonably any overhead for shared office space, (x) use separate stationery, invoices and checks, (xi) at all times remain solvent, (xii) file its own tax return and (xiii) maintain adequate capital sufficient to carry out these enumerated covenants.

Prohibited Actions

1. (a) The Corporation shall not (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person, (ii) assume or guarantee, or hold out its credit as being available to satisfy, the liabilities of any other person, (iii) acquire obligations or securities of, or make loans or advances to, any affiliate.

(b) So long as the Mortgage shall be in effect, the Corporation shall not take any action to withdraw as a member of the Company.

(c) The Corporation shall not amend, alter, change or repeal any provision contained in these Articles of Incorporation, or add or insert any other provisions herein except in accordance with the terms and provisions of the Mortgage. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as amended are granted subject to the rights reserved in this paragraph.

Indemnification

1. Any indemnification that the Corporation extends to its directors and officers shall (i) be fully subordinate to any and all obligations imposed by the Mortgage, and (ii) not constitute a claim against the Corporation so long as the Mortgage shall be in effect.

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