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File Number 5411-121-5

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DEPT-01 RECORDING 933.00
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47296 & KE #95-870776
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

STROHN BROTHERS, 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 22TH day of DECEMBER A.D. 19 95 and of the Independence of the United States the two hundred and 20TH



George H. Ryan
Secretary of State
MAIL TO
Box 314
3300

C-212.1

20-601000-00

741347 JAS

Form **BCA-10.30**

ARTICLES OF AMENDMENT

File # 5411-121-5

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1832

FILED

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12-12-95
Franchise Tax \$
Filing Fee \$ 625.
Penalty \$
Approved: [Signature]

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

DEC 12 1995

GEORGE H. RYAN
SECRETARY OF STATE

*The filing fee for articles of
amendment - \$25.00

1. CORPORATE NAME: STROHM BROTHERS, INC. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:
The following amendment of the Articles of Incorporation was adopted on NOVEMBER 16
19 95 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; (Note 2)

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 but 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; (Notes 4 & 5)

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 5)

3. TEXT OF AMENDMENT: SEE AMENDMENT ATTACHED HERETO
a. When amendment affects a name change, insert the new corporate name below. Use Page 2 for all other amendments.
Article I: The name of the corporation is:

(NEW NAME)

EXPEDITED
EXPEDITED

NOV 21 1995

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

DEC 12 1995

SECRETARY OF STATE

SECRETARY OF STATE

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Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

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RESOLVED that Article Four of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE FOUR

Paragraph 1: The authorized shares shall be:

Class	Par Value Per Share	Number of Shares Authorized
Common	No Par Value	20,000
Preferred	\$100.00 per share	10,000

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

Common

1. **Transfers.** No transfer, assignment, sale or other disposition of any shares of Common Stock shall be valid unless the transferor shall first have notified the Corporation in writing of its intended transfer, together with a full and complete statement of the terms thereof, and the Corporation shall have the right, exercisable by written notice to the intended transferor delivered at any time during the 60 days after receipt of the transferor's notice, to acquire such shares for a price equal to and on terms and conditions substantially similar to the terms and conditions of the proposed transfer.

2. **Voting.** The holders of the Common Stock shall be entitled to one vote in person or by proxy for each share of stock held.

3. **Preemptive Rights.** The holders of the Common Stock shall have no preemptive rights.

Preferred

1. **Series of Preferred Shares.** Preferred Shares may be issued, from time to time, in one or more series as authorized by the Board of Directors. Prior to issuance of Preferred Shares of each series, the Board of Directors by resolution shall designate that series of Preferred Shares to distinguish it from all other series and classes of Preferred Shares and shall set forth the terms, preferences, conversion and redemption rights, voting powers, restrictions, limitations as to dividends or other distributions, and other terms and conditions.

2. **Priority in Event of Dissolution.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Preferred Stock shall be entitled to receive out of the remaining net assets of the Corporation, \$100.00 per share of the Preferred Stock in cash for each share of Preferred Stock plus an amount equal to all dividends accrued and unpaid on each such share up to the date fixed for distribution, before any distribution shall be made to the holders of the Common Stock of the Corporation. After payment in full to the holders of the Preferred Stock of the amounts distributable to them as aforesaid, the holders of

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the Common Stock of the Corporation shall be entitled, to the exclusion of the holders of the Preferred Stock, to share in the remaining assets of the Corporation in the manner set forth in the Certificate of Incorporation and the Illinois Business Corporation Act.

3. **Voting.** The holders of the Preferred Stock shall not be entitled to vote their shares or give any consents with respect to any matter brought before the stockholders of the Corporation, except as required under the Illinois Business Corporation Act.

4. **Transfers.** No transfer, assignment, sale or other disposition of any shares of Preferred Stock shall be valid unless the transferor shall first have notified the Corporation in writing of its intended transfer, together with a full and complete statement of the terms thereof, and the Corporation shall have the right, exercisable by written notice to the intended transferor delivered at any time during the 60 days after receipt of the transferor's notice, to acquire such shares for a price equal to and on terms and conditions substantially similar to the terms and conditions of the proposed transfer.

5. **Preemptive Rights.** The holders of the Preferred Stock shall have no preemptive rights.

RESOLVED that Article Seven of the Corporation's Articles of Incorporation is amended to read as follows:

Section 7. Other Provisions

Paragraph 1. The personal liability of the directors of the Corporation is hereby eliminated and/or limited to the fullest extent of the Illinois Business Corporation Act, as the same may be amended and supplemented.

Paragraph 2. The Corporation shall, to the full extent permitted by the Illinois Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class holds the number of issued shares of that class, provided for or effected by this amendment, is as follows: (if not applicable, insert "No change")

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NO CHANGE

5. (a) The manner, if not set forth in Article 3b, 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")

NO CHANGE

	Before Amendment	After Amendment
Paid-In Capital	\$ 80,000	\$ 80,000

(Complete either item 6 or 7 below. All signatures must be in BLACK INK.)

6. 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 NOVEMBER 17, 19 95 STROHM BROTHERS, LLC
 (Exact Name of Corporation and date of execution)

attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Lisa Curcio, Assistant Secretary Bruce C. Strohm, Vice President
 (Type or Print Name and Title) (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____

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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 seven 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 increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected;
 - (d) 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;
 - (e) 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;
 - (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
 - (g) 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 supersede 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)

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