

95163221

File Number 5763-845-1

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. DEPT-01 RECORDING \$25.00
. T40004 TRAN 3570 03/10/95 11:05:00
. #3058 # LF #-95-163221
. COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF DISSOLUTION OF
R&B GROUP, INCORPORATED
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.

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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 21ST day of FEBRUARY A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



George H Ryan
Secretary of State

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Property of Cook County Clerk's Office

UNOFFICIAL COPY

(b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost

Date of Cancellation	Class	Number of Shares Cancelled	Cost
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\$ _____
\$ _____

TOTAL \$ _____

5. Issued shares at date of execution:

Class	Series	Par Value	Number of Shares
Common	-	No	100,000

6. Paid-in capital at date of execution:

Paid-in Capital \$ 1,000. _____

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

7. 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 3, 19 95

R&B GROUP, INCORPORATED

(Exact Name of Corporation)

attested by X 
(Signature of Secretary or Assistant Secretary)

by X 
(Signature of President or Vice President)

BRIAN P. WEISSMANN, SECRETARY
(Type or Print Name and Title)

ROBERT M. BEEVERS, PRESIDENT
(Type or Print Name and Title)

* If dissolution is authorized by the incorporators or by the board of directors, a majority of them must SIGN HERE.

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

Dated _____, 19 _____

NOTES

1. Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.
2. Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the event there are no officers, the signature of a majority of the directors or such directors as may be designated by the board must appear on these Articles of Dissolution.
3. All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.

Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting.

Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting.

To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on dissolution and, if class voting applies, then also at least 2/3 of the votes within each class.

If the Articles of Incorporation so provide, the 2/3 vote requirement may be superseded by 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.

When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

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