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95189229

Form **BCA-5.10**
NFP-105.10

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

D5486-139-7
File #

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-3647

FILED

DEC 19 1994

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12-19-94

Filing Fee \$5

Approved: [Signature]

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

1. CORPORATE NAME: HARBOUR POINT ESTATES, INC. DEPT-01 RECORDING 155.50
 2. STATE OR COUNTRY OF INCORPORATION: ILLINOIS 106666 - TRAN-8718-03/21/95-14148100
 \$7841 + LC * - 95 - 189229
 COOK COUNTY RECORDER

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent VACATED
 First Name Middle Name Last Name
 Registered Office S.W. Cass St.
 Number Street Suite No. (A P.O. Box alone is not acceptable)
 JOLIET 60431 WILL.
 City Zip Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent MALCOLM S. KAMEN
 First Name Middle Name Last Name
 Registered Office ONE EAST WACKER DRIVE SUITE 3800
 Number Street Suite No. (A P.O. Box alone is not acceptable)
 CHICAGO 60601 COOK
 City Zip Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

- a. By resolution duly adopted by the board of directors. (Note 5)
 b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 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 OCTOBER 25 1994 HARBOUR POINT ESTATES, INC.

attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
 BARRY I. SILVERBERG, SECRETARY BARRY I. SILVERBERG, PRESIDENT
 (Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

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

Dated _____ 19____ (Signature of Registered Agent of Record)

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DEC 19 1994

FILED

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the president (or vice-president) and by the secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

C-138.9

6769155

Property Of Cook County Clerk's Office

SEAL OF THE OFFICE OF THE SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

3287 | 0592

Whereas, ARTICLES OF INCORPORATION OF

HAC ACQUISITION, 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, your dept. 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 have set my hand and seal to

to affixed the Great Seal of the Stat. of Illinois.

at the city of Springfield, this 6th day of NOVEMBER 19 87 and of the Independence of the United States the two hundred and 12th

Jim Edgar
SECRETARY OF STATE

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BCA-2.10 (rev. J-1, 1984)

File # _____

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".

DO NOT SEND CASH!

This Space For Use By
Secretary of State

Date: 11-6-87

Location Fee \$ 1.50

Franchise Tax \$ 25.00

Filing Fee \$ 25.00

Clerk Fee 100.00

ARTICLES OF INCORPORATION

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation:

ARTICLE ONE The name of the corporation is SAC ACQUISITION, INC.
(State only, the word "corporation" "company" "incorporated" "limited" or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent: Barry Silverberg
(Print Name) (Last Name)

Registered Office: 11240 S. Avenue F
(Number) (Street) Chicago, IL 60633
(City) (State) (Post Office)

(State) (A.P.O. location is not acceptable)

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
(If not sufficient space to cover this point, add one or more sheets of this size)

To engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act.

ARTICLE FOUR Paragraph 1 The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	1.00	1,000

2X

Paragraph 2 The preferences, qualifications, limitations, restrictions and the 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)

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	1.00	100	1,000.00
			\$
			\$
			\$
			\$
			TOTAL \$ 1,000.00

S486-739-7

* A declaration as to a par value is optional. This space may be marked "n/a" when no reference to a par value is desired.

951592-9

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ARTICLE SIX

OPTIONAL

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address
------	---------------------

ARTICLE SEVEN

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 which will be transacted by the corporation during the following year will be \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from _____ places of business in the State of Illinois during the following year will be \$ _____

ARTICLE EIGHT

OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation such as authorizing pre-emptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

NAMES & ADDRESSES OF INCORPORATORS

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 6, 19 87

No.	Signature and Name	Port Office Address
1	<i>Gilbert L. Bratten</i> Signature Gilbert L. Bratten Name (please print)	100 W. Cook Street Street Springfield, IL. 62704 City/Town State Zip
2	Signature Name (please print)	Street City/Town State Zip
3	Signature Name (please print)	Street City/Town State Zip

(Signatures must be in ink on original document. Carbon copy, seal or rubber stamp signatures may only be used on confirmed 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 approved by its Secretary or an Assistant Secretary.

Form BCA-2 10

File No. _____

ARTICLES OF INCORPORATION FILED

JIM EDGAR
SECRETARY OF STATE

FEE SCHEDULE

The following fees are required and shall be paid at the time of issuing the Certificate of Incorporation:
FILING FEE \$75.00 INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5) MINIMUM \$50 INITIAL FRANCHISE TAX of 1/100th of the consideration to be received for initial issued shares (See Art. 5) MINIMUM \$25.00

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL Due
\$100.00	\$125.00
\$200.00	\$225.00
\$300.00	\$325.00
\$400.00	\$425.00
\$500.00	\$525.00
\$600.00	\$625.00

Includes Filing Fee

NOV 11 1987
CLERK'S OFFICE

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62755
Telephone: (217) 782-6961

67269156

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File Number 9406 119 7

SEAL OF THE OFFICE OF THE SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE



Whereas, ARTICLES OF MERGER OF

HAC ACQUISITION, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAS 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, your said 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 have set my hand and seal to

to affirm the Great Seal of the State of Illinois,

at the City of Springfield, this 6th

day of JANUARY 10 1988 and

of the Independence of the United States

the two hundred and 12th

Jim Edgar
SECRETARY OF STATE

951192229

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BCA-11.25/11.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File # 5486-134-7

This Space for Use By
Secretary of State

Date 1/6/88

Filing Fee \$ 100.00

Clerk JK

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Article(s) of Merger, Consolidation or Exchange. (Strike inapplicable words)

1. The names of the corporations proposing to ~~consolidate~~ ^{merge} and the State or Country of their corporation are: ~~exchange~~

Name of Corporation	State or Country of Incorporation
<u>NAC Acquisition, Inc.</u>	<u>Illinois</u>
<u>Island Homes, Incorporated</u>	<u>Illinois</u>

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange

3. The name of the ~~new~~ ^{surviving} corporation is NAC Acquisition, Inc. (being changed to Island Homes, Incorporated) and it shall be governed by the laws of Illinois

4. The plan of ~~merger~~ ^{merger} is as follows: ~~exchange~~

If not sufficient space to cover this point, add one or more sheets of this size

See Plan of Merger attached hereto as Exhibit A. The name of the surviving corporation, NAC Acquisition, Inc., will be changed pursuant to the merger to "Island Homes, Incorporated."

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5. The plan of ~~exchange~~ ^{merger} was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the 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 § 7.10 (6, 11.20)

By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7.10 (6, 11.20)

Name of Corporation

NAC Acquisition, Inc.

Island Homes, Incorporated

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

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Exhibit "A"

PLAN OF MERGER

Pursuant to the provisions of the Illinois Business Corporation Act, Island Homes, Incorporated, a wholly-owned subsidiary of NAC Acquisition, Inc., shall be merged into its parent corporation.

1. The parent corporation is NAC Acquisition, Inc., an Illinois corporation ("Parent"). Parent owns 100% of the outstanding shares of capital stock of Island Homes, Incorporated, an Illinois corporation ("Island").

2. The subsidiary is Island. All of the outstanding shares of capital stock of Island are owned by Parent.

3. Island shall be merged into Parent in accordance with the provisions of the Illinois Business Corporation Act. Parent shall be the surviving corporation in such merger and is referred to hereafter as the "Surviving Corporation."

4. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger, except that Article One of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"Article One: The name of the corporation is
ISLAND HOMES, INCORPORATED"

5. The by-laws of the Surviving Corporation shall be and remain its by-laws until altered, amended or repealed.

6. The directors and officers of the Surviving Corporation in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected and until their respective successors shall be elected or appointed and shall have qualified.

7. Following the merger, all of the outstanding shares of capital stock of Island shall be cancelled. No additional shares of the Surviving Corporation shall be issued by reason of the merger.

8. If at any time the Surviving Corporation shall consider or be advised that any further assignment or conveyance is necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation title to any property or right of Island or otherwise to carry out the provisions hereof, the proper officers and directors of Island, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments or assurances and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation.

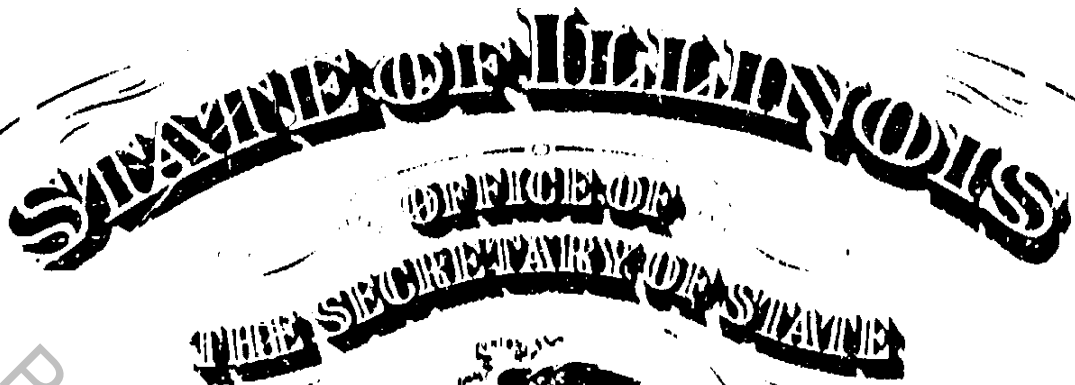
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File Number 5486 199 7



Property of Cook County Clerk's Office

Whereas, ARTICLES OF MERGER OF
ISLAND HOMES, 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, Jim Edgar, 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 30th
day of AUGUST AD 1984 and
of the Independence of the United States
the two hundred and 13th

Jim Edgar
SECRETARY OF STATE

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BCA-11.25/11.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File # 2486-139-1

This Space for Use By Secretary of State	
Date	8/30/88
Filing Fee \$	100.00
Clerk	dh

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

1 The names of the corporations proposing to ~~consolidate~~ ^{merge} and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Island Homes, Incorporated	Illinois
Island Village, Inc.	Illinois

2 The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange

3 The name of the ~~new~~ ^{surviving} corporation is Island Homes, Incorporated (being changed to Harbour Point Estates, Inc.) and it shall be governed by the laws of Illinois

4 The plan of ~~consolidation~~ ^{merger} is as follows ~~and name~~

If not sufficient space to cover this point, add one or more sheets of this size

See Plan of Merger attached hereto as Exhibit A. The name of the surviving corporation, Island Homes, Incorporated, will be changed pursuant to the merger to "Harbour Point Estates, Inc."

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5. The plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the 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 § 7.10 (§ 11.20).	By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7.10 & § 11.20.
--	--	--

Name of Corporation

	☐	☐	
<u>Island Homes, Incorporated</u>	☐	☐	X
<u>Island Village, Inc.</u>	☐	☐	X
_____	☐	☐	☐
_____	☐	☐	☐
_____	☐	☐	☐

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under §-11.30 — 90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
not applicable		

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was not applicable 19

Was written consent of the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No" the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation)

The undersigned corporation has caused these articles to be signed by its duly authorized officers each of whom affirm, under penalties of perjury that the facts stated herein are true

Dated Aug. 6, 22 19 88 ISLAND HOMES, INCORPORATED
(Exact Name of Corporation)

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

Barry Silverberg, Secretary Barry Silverberg, President
(Type or Print Name and Title) (Type or Print Name and Title)

Dated Aug 6, 22 19 88 ISLAND VILLAGE, INC.
(Exact Name of Corporation)

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

Barry Silverberg, Secretary Barry Silverberg, President
(Type or Print Name and Title) (Type or Print Name and Title)

Dated _____ 19 _____ ISLAND HOMES, INCORPORATED
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

(Type or Print Name and Title) (Type or Print Name and Title)

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Form BCA:11.25N1.30

File No

**ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE**

Filing Fee \$100.00. But if a merger or a consolidation of more than two corporations, \$50 for each additional corporation.

FILED

AUG 31 1988

JIM EDGAR

Secretary of State

888 30 JEC

RETURN TO

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

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95149009

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Exhibit "A" 1 9

PLAN OF MERGER

Pursuant to the provisions of the Illinois Business Corporation Act, Island Village, Inc., a wholly-owned subsidiary of Island Homes, Incorporated, shall be merged into its parent corporation.

1. The parent corporation is Island Homes, Incorporated, an Illinois corporation ("Parent"). Parent owns 100% of the outstanding shares of capital stock of Island Village, Inc., an Illinois corporation ("IV").

2. The subsidiary is IV. All of the outstanding shares of capital stock of IV are owned by Parent.

3. IV shall be merged into Parent in accordance with the provisions of the Illinois Business Corporation Act. Parent shall be the surviving corporation in such merger and is referred to hereafter as the "Surviving Corporation."

4. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger, except that Article One of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"Article One: The name of the corporation is
HARBOR POINT ESTATES, INC.

5. The by-laws of the Surviving Corporation shall be and remain its by-laws until altered, amended or repealed.

6. The directors and officers of the Surviving Corporation in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected and until their respective successors shall be elected or appointed and shall have qualified.

7. Following the merger, all of the outstanding shares of capital stock of IV shall be cancelled. No additional shares of the Surviving Corporation shall be issued by reason of the merger.

8. If at any time the Surviving Corporation shall consider it be advised that any further assignment or conveyance is necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation title to any property or right of IV or otherwise to carry out the provisions hereof, the proper officers and directors of IV, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments or assurances and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation.

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Form **BCA-5.10**
NFP-105.10

STATEMENT OF CHANGE/ OF REGISTERED AGENT AND/OR REGISTERED OFFICE

File # D5486-139-7

(Rev. Jan. 1991)
George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
Remit payment in check or money
order, payable to "Secretary of State."

FILED
DEC 19 1994
PAID
DEC 21 1994
SECRETARY OF STATE

SUBMIT IN DUPLICATE
This space for use by
Secretary of State
Date 12-19-94
Filing Fee \$5
Approved

1. CORPORATE NAME: HARBOUR POINT ESTATES, INC.
2. STATE OR COUNTRY OF INCORPORATION: ILLINOIS
3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (for change):

Registered Agent VACATED
Registered Office S. W. Cross St.
JOLIET, ILL. 60431
City Zip Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):
Registered Agent MALCOLM S. KAMIN
Registered Office ONE EAST WACKER DRIVE SUITE 3800
CHICAGO, ILL. 60601
City Zip Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
a. By resolution duly adopted by the board of directors. (Note 5)
b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.
7. (If authorized by the board of directors, sign here. See Note 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 OCTOBER 25, 1994 HARBOUR POINT ESTATES, INC.
attested by B. Silverberg by B. Silverberg
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
BARRY I. SILVERBERG, SECRETARY BARRY I. SILVERBERG, PRESIDENT
(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)
The undersigned, under penalties of perjury, affirms that the facts stated herein are true.
Dated _____, 19_____
(Signature of Registered Agent of Record)

95169019

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Property of Cook County Clerk's Office

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DEC 19 1994

NOTES

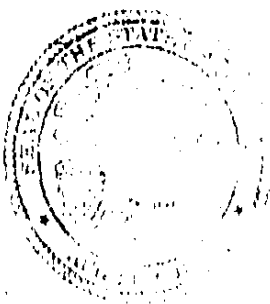
1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by the president (*or vice-president*) and by the secretary (*or an assistant secretary*).
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

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STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and correct copy, consisting of 2 pages, as taken from the original on file in this office.



George H. Ryan

George H. Ryan
Secretary of State

DATE: March 28, 1995

BY: *Barbara Jeffers*

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