

# UNOFFICIAL COPY

File Number 5819-576-6

9520-011

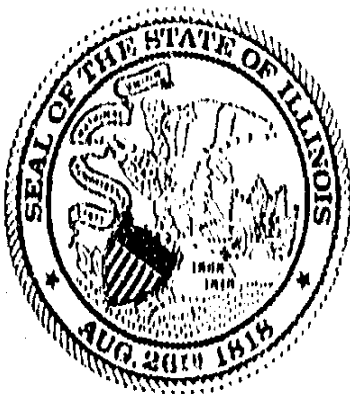
## State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF  
SHELBY RACING PROMOTIONS, 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 in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

9520-011

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



*George H. Ryan*

Secretary of State

27 50  
JRM

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Property of Cook County Clerk's Office

RETURN TO JUDGE

IN CHARGE

OF THE COURT

CLERK OF COURT

COOK COUNTY

CHICAGO, ILL.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Court, at Chicago, Illinois, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Clerk of Court

95501941

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(Rev. Jan. 1991)

This space for use by Secretary of State

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756

**FILED**

FEB 10 1995

GEORGE H. RYAN  
SECRETARY OF STATE  
95204841

This space for use by Secretary of State

Date - 02 - 10 - 95

Franchise Tax \$ 25  
Filing Fee \$ 75

Approved: [Signature] \$ 100

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.

1. CORPORATE NAME: Shelby Racing Promotions, Inc.

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

2. Initial Registered Agent:

File Name: Jerne  
Middle Initial: \_\_\_\_\_ Last Name: \_\_\_\_\_  
Initial Registered Office: 205 North Michigan Avenue Suite 4300  
Number: \_\_\_\_\_ Street: \_\_\_\_\_ Suite #: \_\_\_\_\_  
City: Chicago IL Zip Code: 60601 County: Cook

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.)  
**To engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of 1983 of the State of Illinois.**

DEPT-01 RECORDING \$27.50  
T0008 TRAN 9987 03/27/95 1126100  
#0516 \$ JB # -95-204841  
COOK COUNTY RECORDER

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
Common	\$ .01	10,000	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**

FEB 10 1995

SECRETARY OF STATE

RECORDED

5. OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: one (1)  
 (b) Name and address 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
<u>Walter B. Gerhardt, Sr.</u>	<u>3333 West 159th Street</u> <u>Markham, IL 60428</u>

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 **SEE ATTACHMENT A**  
 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 February 10, 1992

Signature and Name	Address
1. <u>[Signature]</u> <u>James L. Jerue</u> (Type or Print Name)	<u>205 North Michigan Avenue, Suite 4300</u> <u>Chicago</u> <u>Illinois</u> <u>60601</u> City/Town State Zip Code
2. _____ (Type or Print Name)	_____ City/Town State Zip Code
3. _____ (Type or Print Name)	_____ City/Town State Zip Code

(Signatures must be in 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 Economic Services Telephone (217) 782-9522  
 782-9522

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## ATTACHMENT A

### OTHER PROVISIONS TO THE ARTICLES OF INCORPORATION OF SHELBY RACING PROMOTIONS, INC.

**Article 7.1.** No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that to the extent required by the Law this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Business Corporation Act of 1983 of the State of Illinois (the "Law"), as such section may be amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.

**Article 7.2.** The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Corporation), by reason of his acting as a director or officer of the Corporation against any expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person in respect thereof; provided, however, that, the Corporation shall not be obligated to indemnify any such person (i) with respect to proceedings, claims or actions initiated or brought voluntarily by such person and not by way of defense, or (ii) for any amounts paid in settlement of an action effected without the prior written consent of the Corporation to such settlement. Such indemnification is not exclusive of any other right to indemnification provided by law, agreement or otherwise. Expenses that may be subject to indemnification hereunder shall be paid in advance of the final disposition of the action, suit or proceeding to the full extent permitted by the Law, subject to the Corporation's receipt of any undertaking required thereby.

**Article 7.3.** No amendment to or repeal of Article 7.1 or Article 7.2 of this Certificate of Incorporation shall apply to or have any effect on the rights of any individual referred to in Article 7.1 or Article 7.2 for or with respect to acts or omissions of such individual occurring prior to such amendment or repeal.

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7/17/2011 11:57:27

PROPERTY OF COOK COUNTY CLERK'S OFFICE  
100 NORTH DEARBORN STREET, SUITE 1000  
CHICAGO, ILLINOIS 60601-1000

Property of Cook County Clerk's Office

On this day, I, the undersigned, being duly sworn, depose and say that the within and foregoing is a true and correct copy of the original as the same appears in the records of the Cook County Clerk's Office, and that the same is a true and correct copy of the original as the same appears in the records of the Cook County Clerk's Office.

Witness my hand and seal of office this 17th day of July, 2011.

\_\_\_\_\_  
Clerk of Cook County

On this day, I, the undersigned, being duly sworn, depose and say that the within and foregoing is a true and correct copy of the original as the same appears in the records of the Cook County Clerk's Office, and that the same is a true and correct copy of the original as the same appears in the records of the Cook County Clerk's Office.

Witness my hand and seal of office this 17th day of July, 2011.

\_\_\_\_\_  
Clerk of Cook County

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