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File Number 3151-544-1

95240552

DEPT-01 RECORDING \$37.00
T17777 TRAN 9239 04/11/95 10:41:00
#0465 # RC *-95-240552
COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF DUPAGE DIE CASTING CORPORATION 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 31ST day of MARCH 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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Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1995)

RESTATED

File # 3151-544-1

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

MAR 31 1995

Date 3-31-95

Franchise Tax \$

Filing Fee \$ 25

Penalty \$

Approved: *[Signature]*

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

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

**GEORGE H. RYAN
SECRETARY OF STATE**

1. CORPORATE NAME: DuPage Die Casting Corporation (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on March 31, 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:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

95240552

(NEW NAME)

EXPEDITED

MAR 31 1995

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

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.)*

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

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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 below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

"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	\$ _____	\$ _____

(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 3/31, 19 95 by DePage Die Casting Corporation
(Type or Print Name of Corporation at date of execution)
attested by MS Hoplamazian by Joseph X. Ponteri
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Mark S. Hoplamazian, Secretary Joseph X. Ponteri, 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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EXHIBIT A
TO
ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DUPAGE DIE CASTING CORPORATION

NOW THEREFORE, BE IT RESOLVED, that Article 4 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety with the following substituted therefor:

Article 4: Purpose or purposes for which the Corporation is organized:

The purposes for which the Corporation is organized are to engage in any lawful business or businesses for which corporations may be organized under the Business Corporation Act of 1983 of the State of Illinois, as amended (the "Act").

FURTHER RESOLVED, that Article 5 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety with the following substituted therefor:

Article 5: Paragraph 1: Authorized Shares:

<u>Class</u>	<u>Series</u>	<u>Par Value Per Share</u>	<u>Number of Shares Authorized</u>
Common	None	\$.01	5,000

FURTHER RESOLVED, that Article 7 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety with the following substituted therefor:

ARTICLE 7: OTHER PROVISIONS:

Paragraph 1: Cumulative Voting. Cumulative voting for the election of directors of this corporation shall not be permitted.

Paragraph 2: Preemptive Rights. No holder of shares of any class of capital stock of the Corporation shall have any preemptive right to subscribe for or acquire (a) unissued shares of any class of capital stock of the Corporation, or (b) any shares of capital stock of the Corporation that may be held in the treasury of the Corporation.

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Paragraph 3: Indemnification. The corporation shall, to the fullest extent permitted by Section 8.75 of the Illinois Business Corporation Act of 1983, as amended from time to time (the "Act"), indemnify all officers and directors of the corporation and advance expenses reasonably incurred by all officers and directors of the corporation.

Paragraph 4: Liability. To the fullest extent permitted by the Act, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

FURTHER RESOLVED, that Article 8 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety; and

FURTHER RESOLVED, that the Articles of Incorporation of the Corporation are amended and restated in their entirety as set forth on Exhibit B attached hereto and made a part hereof.

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EXHIBIT B
TO
ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DUPAGE DIE CASTING CORPORATION

It is hereby certified that:

1. The present name of the corporation is DuPage Die Casting Corporation. The corporation was incorporated on September 13, 1949 under the name of Du Page Die Casting & Fabricating Co. The corporate name was changed on March 31, 1995. The text of the Articles of Incorporation as amended and restated is as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

ARTICLE 1: Corporate Name: DuPage Die Casting Corporation (the "Corporation").

ARTICLE 2: Initial Registered Agent And Initial Registered Office:

The address of the Corporation's registered office in the State of Illinois is 2 North LaSalle Street, Suite 2200, in the City of Chicago, County of Cook. The name of the Corporation's registered agent at such address is Michael A. Pucker.

ARTICLE 3: Duration: The duration of the Corporation is perpetual.

ARTICLE 4: Purpose or purposes for which the Corporation is organized:

The purposes for which the Corporation is organized are to engage in any lawful business or businesses for which corporations may be organized under the Business Corporation Act of 1983 of the State of Illinois, as amended (the "Act").

ARTICLE 5: Paragraph 1: Authorized Shares:

<u>Class</u>	<u>Series</u>	<u>Par Value Per Share</u>	<u>Number of Shares Authorized</u>
Common	None	\$.01	5,000

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ARTICLE 6: Issued Shares:

<u>Class</u>	<u>Series</u>	<u>Par Value Per Share</u>	<u>Issued Shares</u>	<u>Consideration</u>
Common	None	\$0.01	100	\$5,000,000.00

ARTICLE 7: Other Provisions:

Paragraph 1: Indemnification. The corporation shall, to the fullest extent permitted by Section 8.75 of the Illinois Business Corporation Act of 1983, as amended from time to time (the "Act"), indemnify all officers and directors of the corporation and advance expenses reasonably incurred by all officers and directors of the corporation.

Paragraph 2: Preemptive Rights. No holder of shares of any class of capital stock of the Corporation shall have an preemptive right to subscribe for or acquire (a) unissued shares of any class of capital stock of the Corporation, or (b) any shares of capital stock of the Corporation that may be held in the treasury of the Corporation.

Paragraph 3: Liability. To the fullest extent permitted by the Act, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

Paragraph 4: Cumulative Voting. Cumulative voting for the election of directors of this corporation shall not be permitted.

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