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File Number 5894-073-9

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## State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF  
EGM, 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 3RD day of JULY A.D. 19 96 and of the Independence of the United States the two hundred and 20TH



*George H. Ryan*  
Secretary of State  
27.50  
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Form **BCA-2.10** ARTICLES OF INCORPORATION

(Rev. Jan. 1995)

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

This space for use by Secretary of State

# FILED

JUL 03 1996

GEORGE H. RYAN  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**

This space for use by  
Secretary of State

Date 7-3-96

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: EGM, Inc.

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

2. Initial Registered Agent: John W. Christy

| First Name                       | Middle Initial | Last name |
|----------------------------------|----------------|-----------|
| <u>3500 Three First National</u> | <u>Plaza</u>   |           |

Initial Registered Office:

| Number         | Street          | Suite #     |
|----------------|-----------------|-------------|
| <u>Chicago</u> | <u>IL 60602</u> | <u>Cook</u> |

| City | Zip Code | County |
|------|----------|--------|
|      |          |        |

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 all lawful business activities for which a corporation may be organized under the Business Corporation Act of Illinois.

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 |
|---------------|------------------------|-----------------------------|--|---------------------------------------|
| <u>Common</u> | <u>\$ No Par Value</u> | <u>1,000</u>                | <u>100</u>                             | <u>\$ 100.00</u>                      |
|               |                        |                             |  |                                       |
|               |                        |                             |  |                                       |

TOTAL = \$100.00

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

JUL 3 1996

(over)

SECRETARY OF STATE

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
 (b) Names and addresses 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 | City, State, ZIP |
|------|---------------------|------------------|
|      |                     |                  |
|      |                     |                  |

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**  
 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 July 2, 1996

|  | Address   |
|--|---|
| 1. <u>Vera H. Penev</u><br><i>Signature</i><br>Vera H. Penev<br>(Type or Print Name) | 1. <u>3500 Three First National Plaza</u><br><i>Street</i><br>Chicago IL 60602<br><i>City/Town State Zip Code</i> |
| 2. _____<br><i>Signature</i><br>(Type or Print Name)                                 | 2. _____<br><i>Street</i><br><i>City/Town State Zip Code</i>  |
| 3. _____<br><i>Signature</i><br>(Type or Print Name)                                 | 3. _____<br><i>Street</i><br><i>City/Town State Zip Code</i>  |

(Signatures must be in **BLACK 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 Business Services      Telephone (217) 782-9522 or 782-9523

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ATTACHMENT TO FORM BCA-2.10  
ARTICLES OF INCORPORATION  
OF  
EGM, INC.

5. The right of a holder of shares of the corporation to cumulate his votes in elections of directors hereby is denied.
6. The affirmative vote of the holders of at least a majority of the outstanding shares of the corporation entitled to vote shall be required to approve (i) any amendment to the Articles of Incorporation, (ii) any merger, consolidation or share exchange, (iii) the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation, with or without the goodwill of the corporation, if not made in the usual and regular course of the corporation's business, and (iv) the voluntary dissolution of the corporation; provided that where, pursuant to the Illinois Business Corporation Act, the holders of the outstanding shares of any class or series of shares shall be entitled to vote as a class in respect of any such amendment or transaction, the proposed amendment or transaction shall be approved upon receiving the affirmative vote of the holders of at least a majority of the outstanding shares of each class of shares or series of shares entitled to vote as a class in respect thereof and of the total outstanding shares entitled to vote.
7. To the fullest extent permitted by the Illinois Business Corporation Act, as the same now exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director, provided that nothing herein shall be construed to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for acts for which the director shall be liable under Section 8.65 of the Illinois Business Corporation Act, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.

DATED: July 2, 1996

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Return recorded document to:

Vera Penev, Paralegal  
Coffield Ungaretti & Harris  
3500 Three First National Plaza  
Chicago, IL 60602



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