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File Number

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DEPT-01 RECORDING

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COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

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Whereas,

ARTICLES OF INCORPORATION OF
THE BUTTERFIELD WEST COMPANY

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.

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 5TH day of JULY A.D. 19 96 and of the Independence of the United States the two hundred and 21ST



George H. Ryan

Secretary of State

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Form **BCA-2.10** | ARTICLES OF INCORPORATION

(Rev. Jan. 1995)

This space for use by Secretary of State

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

FILED

JUL 5 1996

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 07-05-96

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Approved: M. J. 101.00

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: THE BUTTERFIELD WEST COMPANY

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

2. Initial Registered Agent:	DAVID	A.	GROSSBERG
	First Name	Middle Initial	Last name
Initial Registered Office:	30 South Wacker Drive - Suite 2900		
	Number	Street	Suite #
	Chicago	60606	Cook
	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.)
For any and all purposes for which corporations may be organized under the Illinois Business Corporation Act of 1983, as amended.

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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	\$ 0.01	10,000	1,000	\$1,000.00

TOTAL = \$1,000.00

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 5 1996

SECRETARY OF STATE

(over)

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: \$ _____

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. See Attached

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

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Signature and Name

Address

1. Signature
Jody L. Rollenhagen
(Type or Print Name)

30 South Wacker Drive, Suite 2900		
Street	IL	60606
Chicago		
City/Town	State	Zip Code

2. _____
Signature

(Type or Print Name)

2. _____
Street

City/Town **State** **Zip Code**

3. _____
Signature

(Type or Print Name)

3. _____
Street

City/Town **State** **Zip Code**

(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.

- 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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ARTICLE SEVEN

7.1 Directors Liability

The personal liability of the directors of the corporation hereby is eliminated to the fullest extent permitted under the Illinois Business Corporation Act of 1983, as amended.

7.2 Restriction on Cumulative Voting

Cumulative voting of shares of stock of the corporation shall not be allowed under any circumstances.

7.3 Subchapter S-Election

For the purpose of obtaining and maintaining the Corporation's status as an electing small business corporation under Subchapter S of the Internal Revenue Code of 1986, as amended (the "Code") (or any successor provisions), the shares of the Corporation may not be owned or transferred (a) to a nonresident alien, (b) to any person who is not an individual (other than an estate or a trust described in Code Section 1362 (c) (2)), (c) to any person who is not already a shareholder if the addition of additional shareholders would exceed the then small business corporations under Subchapter S of the Code, or (d) to any person or entity if such transfer would result in a termination of the Corporation's status as an electing small business corporation under Subchapter S of the Code. Any such ownership or transfer shall be void ab initio and neither actual ownership or beneficial ownership resulting from such a transfer shall be recognized by the Corporation either for state law or Federal income tax purposes.

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