UNOFFIC MAY 65676

File Number

5657-478-6

T\$7777 TRAN 0515 10/08/96 10:41:00 \$0033 ₹ RH #-96-765679

COOK COUNTY RECORDER

State of Allinois Office of The Secretary of State

Whereas,

ARTICLES OF DISSOLUTION OF HALSTED 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 ILLINGIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary & 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 Itestimony 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 day of A.D. 19 the Independence of the United States the two

21.ST hundred and

Secretary of State

C-212.2

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Property of County Clerk's Office

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NOTES

- 1. Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Anicles of Dissolution.
- Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the event there are no officers, the signature of a majority of the directors or such directors as may be designated by the board must appear on these Articles of Dissolution.
- 3. All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.
 - Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting.
 - Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting.
 - To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on dissolution and, if class voting applies, then also at least 2/3 of the votes within each class.
 - If the Articles of Incorporation so provide, the 2/3 vote requirement may be superseded by any smaller or larger vote requirement, not less than a majority of the outstanding shares entitled to vote and not less than a majority within **eac**h class when class voting applies.
 - When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.