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File # 5452-975-9

96010346

Form **BCA-5.10**
NFP-105.10
(Rev. Jan. 1995)

DEPT-01 RECORDING \$35.00
T0001 TRAN 1446 01/05/96 09:58:00
\$7101 JM *-96-010346
COOK COUNTY RECORDER

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647

35.00

FILED

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12-29-95
Filing Fee \$ 5
Approved:

DEC 29 1995

GEORGE H. RYAN
SECRETARY OF STATE

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

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

96010346

1. CORPORATE NAME: MARCUS AUTO LEASE CORPORATION

2. STATE OR COUNTRY OF INCORPORATION: INDIANA

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent	<u>BERNARD W. MARCUS</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>201 E Army Trail Road, Suite 210</u>		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	<u>Bloomington</u>	<u>IL</u>	<u>60108</u>
	City	Zip Code	County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>C T CORPORATION SYSTEM</u>		
Registered Office	First Name	Middle Name	Last Name
	<u>c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street</u>		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	City	Zip Code	County

EXPEDITED

DEC 29 1995

SECRETARY OF STATE
(ILL. - 581 - 1/13/95)

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5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
- a. By resolution duly adopted by the board of directors. (Note 5)
 - b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)

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 December 18 1995 MARCUS AUTO LEASE CORPORATION
(Exact Name of Corporation)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of Vice President)

L. W. SAWYER, Secretary MICHAEL NACHMAN, President
(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____ 19_____
(Signature of Registered Agent of Record)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the president (or vice-president) and by the secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

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STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and correct copy, consisting of Seven pages, as taken from the original on file in this office.



George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATE: January 2, 1996

BY: John P. Parke Jr.

EXPEDITED
SECRETARY OF STATE

JAN 02 1996

EXP. FEES 85.⁸

COPY - CERT. 10.⁸

BOX 170

File Number 5452-973-9

SEAL OF THE STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF
MARCUS AUTO LEASE CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF INDIANA HAS 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. 1954.

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Now Therefore, I, Jim Edgar, 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 have set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 28TH day of JANUARY A.D. 1957 and of the Independence of the United States the two hundred and 11TH.



Jim Edgar
SECRETARY OF STATE

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BCA-13.15 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**

This Space For Use By Secretary of State	
Date	1-28-87
License Fee	\$ 16.50
Franchise Tax	\$ 32.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	\$ 124.50

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Marcus Auto Lease Corporation
(shall contain the word "corporation", "company", "incorporated",

or "limited", shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country of Incorporation Indiana Date of Incorporation 5/21/59 ; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 8840 Indianapolis Boulevard, Highland, Indiana 46322

and the address of its principal office in Illinois is 710 E. Ogden Avenue, Suite 118, Naperville, Illinois 60540

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent Bennett Bilski
Last Name Middle Name Last Name

Registered Office 710 E. Ogden Ave., Suite 118
Number Street Suite # (A PO box street is not acceptable)

Naperville 60540 DuPage
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are Indiana

6. The names and respective residential addresses of its officers and directors are

	No & Street	City	State	Zip
President	Bernard W. Marcus 7350 Knickerbocker	Hammond	Indiana	46324
Secretary	Virginia Lovrich 8840 Indianapolis Blvd.	Highland, Indiana	46322	
Director	Bernard W. Marcus 7350 Knickerbocker	Hammond, Indiana	46324	
Director	Virginia Lovrich 8840 Indianapolis Blvd.	Highland, Indiana	46322	
Director	Patelle L. Marcus 7350 Knickerbocker	Hammond, Indiana	46324	
Director	Burton S. Rose 7033 N. Kedzie, Apt. 1508,	Chicago, IL	60645	

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

To transact any or all lawful business for which corporations may be organized under the Indiana General Corporation Act and permitted under the Illinois Business Corporation Act.

44

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8 The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock	None	10,000	3625

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "none"

9 The amount of paid-in capital** is \$ 33,000.00

** Paid-in Capital** replaces the terms Stated Capital & Paid-in Surplus, and is equal to the total of these accounts

(COMPLETE EITHER #10 or #11 below)

all
33,000

10 The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital.

- 11 (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ _____
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ _____
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ _____
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ _____

12. INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
To the Naperville, Illinois, office
- (b) The number of shares of all classes owned by residents of Illinois is
none
- (c) The number of shares of all classes owned by non-residents of Illinois is.
3625
- (d) Is the corporation transacting business in this State at this time?
no
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois

13 This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications

*** When the response to #12(a) lists (ANY) an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #12(a)

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The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated 1/13/87 1987

MARCUS AUTO LEASE CORPORATION
(Print Name of Corporation)

attested by *Virginia Lovrich*
(Signature of Secretary or Assistant Secretary)
Virginia Lovrich, Secretary

by *Bernard W. Marcus*
(Signature of President or Vice President)
Bernard W. Marcus, President

(Type or Print Name and Title)

(Type or Print Name and Title)

Property of Cook County Clerk's Office

BOX 170

JAN 29 1987

36010316

Form BCA-13.15

File No.

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

Filing Fee \$75.00 plus applicable license fee
and franchise tax

FILED

JAN 28 1987

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6261

C-772

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