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File Number 5946-231-8

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DEPT-01 RECORDING \$29.00
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COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
CAREY MANAGEMENT, 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.

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 20TH day of JUNE A.D. 19 97 and of the Independence of the United States the two hundred and 21ST



George H Ryan

Secretary of State

97461229

[Handwritten signature]

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Form **BCA-2.10**

ARTICLES OF INCORPORATION

(Rev. Jan. 1995)

This space for use by the Secretary of State

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services

FILED

This space for use by
Secretary of State

Date 6-20-97

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."

JUN 20 1997
GEORGE H. RYAN
SECRETARY OF STATE

1. CORPORATE NAME: Carey Management, Inc.

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

2. Initial Registered Agent: John J. Buttita

| First Name | Middle Initial | Last name |
|------------|----------------|-----------|
| John | J. | Buttita |

| Number | Street | Suite # |
|--------|--------------------|---------|
| 10 | South Wacker Drive | 4000 |

| City | Zip Code | County |
|---------|----------|--------|
| Chicago | IL 60606 | Cook |

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 any lawful act or activity for which a corporation may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

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 A | NPV | 10,000 | 10 | 20.00 |
| Common B | \$ NPV | 10,000 | 490 | \$ 980.00 |

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.)

See attached Exhibit A

EXPEDITED

SECRETARY OF STATE

(over)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: N/A
(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 |
|------------|---------------------|------------------|
| <u>N/A</u> | | |
| | | |
| | | |

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: \$ N/A
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ N/A
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ N/A
(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: \$ N/A

7. **OPTIONAL: OTHER PROVISIONS** See attached Exhibit B
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 June 18, 19 97

| Signature and Name | Address |
|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1. <u>Donna M. Zak</u> Signature Donna M. Zak (Type or Print Name) | 1. <u>10 South Wacker Drive, Suite 4000</u> Street <u>Chicago, IL 60606</u> 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 |

(Signature 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
Department of Business Services

C-162.18

Return
Box 6
JGW

6-18-97

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EXHIBIT A

TO

ARTICLES OF INCORPORATION

OF

CAREY MANAGEMENT, INC.

ARTICLE FOUR: Each share of Class A and Class B will have will have such voting powers, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions as are hereinafter set forth:

- (a) The Class A and Class B stock will have identical rights, powers, and preferences (Including, without limitation, dividend rights and rights upon liquidation), except that the Class B stock shall not have voting rights, except as may be expressly required by law.
- (b) Each share of Class A stock will entitle the holder thereof to one vote, in person Or by proxy, at any and all meetings of stockholders of the Corporation and all matters which may come before such meetings

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EXHIBIT B

TO

ARTICLES OF INCORPORATION

OF

CAREY MANAGEMENT, INC.

(a) No shareholder shall have cumulative voting rights in elections for directors.

(b) Each of the following matters when submitted to shareholder vote pursuant to the requirements of the Business Corporation Act of 1983, as amended from time to time, or any successor statute, shall require for its adoption, approval or authorization, as the case may be, the affirmative vote of the holders of at least a majority of the total outstanding shares entitled to vote on the matter and if applicable, the affirmative vote of the holders of at least a majority of the outstanding shares of each class or series of shares entitled to vote as a class on the matter:

(i) a proposed amendment of these Articles of Incorporation;

(ii) a plan of merger, consolidation or exchange;

(iii) a sale, lease, exchange, or other disposition of all, or substantially all, the property and assets, with or without the good will of the corporation, if not made in the usual and regular course of business, and the determination of, or authorization of the board of directors to determine, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor;

(iv) a resolution to voluntarily dissolve the corporation.

(c) No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts and omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Business Corporation Act of the State of Illinois or any successor provision, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Paragraph (c) shall not adversely affect any right or protection of a director of the corporation existing under these articles of incorporation with respect to any act or omission occurring prior to such repeal or modification.

6/22/2016