

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Whereas,

ARTICLES OF INCORPORATION OF BIOSAFE DIAGNOSTICS 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 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 28TH day of JULY, A.D. 1983 and of the Independence of the United States the two hundred and 18TH

George H Ryan SECRETARY OF STATE

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Property of Cook County Clerk's Office

JUL 28 1993

Form **BCA-2.10** ARTICLES OF INCORPORATION

(Rev Jan 1991)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 702-6961

FILED

JUL 28 1993

SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date \_\_\_\_\_  
Franchise Tax \$ \_\_\_\_\_  
Filing Fee \$ \_\_\_\_\_  
Approved: \_\_\_\_\_

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: BioSafe Diagnostics Corporation

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

2. Initial Registered Agent: Richard J. Biendi  
*First Name Middle Initial Last name*  
Initial Registered Office: 128 W. Madison Street, P.O. Box 179  
*Number Street Suite #*  
Waukegan IL 60079-0179 Lake  
*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 the business of developing safety medical products and to engage in any lawful acts or activities for which corporations may be organized under the Illinois Business Corporation Act relative to the foregoing.

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	\$ no	20,000	8,000	\$8,000.00

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.)

None

(over)

92118926

UNOFFICIAL COPY

Property of Cook County Clerk's Office

# UNOFFICIAL COPY

- OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: 5
- (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

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**

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 23, 1993.

Signature and Name	Address
1. <u>[Signature]</u> Signature <u>Richard J. Biondi</u> (Type or Print Name)	1. <u>128 W. Madison St., P.O. Box 179</u> Street <u>Maukegan, IL</u> <u>60079-0179</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

(Signatures must be in 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 (317) 782-9522  
782-9523

UNOFFICIAL COPY

Property of Cook County Clerk's Office

File Number 5741-108-2

State of Illinois  
Office of  
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BIOSAFE DIAGNOSTICS 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 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 OCTOBER A.D. 19 95 and of the Independence of the United States the two hundred and 20TH



*George H Ryan*

Secretary of State

UNOFFICIAL COPY

Property of Cook County Clerk's Office



Form **BCA-10.30**

**ARTICLES OF AMENDMENT**

(Rev. Jan. 1995)

File # 5741-108-2

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

**SUBMIT IN DUPLICATE**

**FILED PAID**

This space for use by  
Secretary of State

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

OCT 20 1995

OCT 23 1995

Date 10.20.95

\*The filing fee for articles of  
amendment - \$25.00

GEORGE H. RYAN  
SECRETARY OF STATE

Franchise Tax \$  
Filing Fee \$ 25  
Penalty \$  
Approved: [Signature]

1. CORPORATE NAME: BIOSAFE DIAGNOSTICS CORPORATION

5X

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on October 5,  
19 95 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10.

(Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

(NEW NAME)

UNOFFICIAL COPY

Property of Cook County Clerk's Office

# UNOFFICIAL COPY

Resolution

PNV81175

RESOLVED, that this Corporation's common stock, both issued and unissued, is hereby split on the basis of 200 to 1 resulting in 4,000,000 authorized common shares without par value;

FURTHER RESOLVED, that all changes in issued shares resulting from the above-mentioned stock split shall be reported to the Illinois Secretary of State at a later date in accordance with Section 14.30 of the Illinois Business Corporation Act.

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Property of Cook County Clerk's Office

# UNOFFICIAL COPY

951175

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-In Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. 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 10-17, 19 95 Biosafe Diagnostics Corporation  
 (Exact Name of Corporation at date of execution)

attested by Nancy A. Smith by Patricia O'Brien  
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Nancy Smith, Secretary Patricia O'Brien, President  
 (Type or Print Name and Title) (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

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

Dated \_\_\_\_\_, 19 \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

UNOFFICIAL COPY

Property of Cook County Clerk's Office

File # 57421082

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

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

**STATEMENT OF  
CHANGE  
OF REGISTERED AGENT  
AND/OR REGISTERED  
OFFICE**

**FILED**

JUN 12 1997

GEORGE H. RYAN  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 6-12-97

Filing Fee \$ 5

Approved: [Signature]

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

1. CORPORATE NAME: Biosafe Diagnostics Corporation

2. STATE OR COUNTRY OF INCORPORATION: Illinois

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>Richard J. Biondi</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>128 W. Madison St., POB 175</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Waukegan, IL. 60079</u>		<i>Lake</i>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

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

Registered Agent	<u>Kenneth H. Richman</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>222 S. Riverside Plaza, #2100</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago, IL. 60606</u>		<i>Cook</i>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

2016

UNOFFICIAL COPY

Property of Cook County Clerk's Office



# UNOFFICIAL COPY

97481175

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 4-15 19, 97 Biosafe Diagnostics Corporation  
(Exact Name of Corporation)

attested by Nancy Smith by Patricia O'Brien  
(Signature of Secretary or Assistant Secretary) (Signature of Vice President)

Nancy Smith, Secretary Patricia O'Brien, 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)

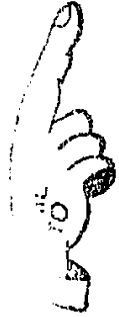
## NOTES

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.

Return to:  
Mary A. Skiff

**UNOFFICIAL COPY**

Schoenberg Fisher, Neumann & Rosenberg, Ltd.  
222 S. Riverside Plaza  
Suite 2100  
Chicago, IL 60606



Property of Cook County Clerk's Office

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of none pages, as taken from the original on file in this office.



*George H. Ryan*

George H. Ryan  
Secretary of State

DATED: August 25, 1997

BY: *[Signature]*