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File Number

DEPT-01 RECORDING

\$27.00

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88222 = KF *-97-097398
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

27⁰⁰
ER

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANACT BUSINESS IN THIS STATE OF LEYDEN DEVELOPMENT CORP. INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS 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. 1984.

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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 7TH FEBRUARY A.D. 19 97 and of the Independence of the United States the two hundred and 21ST day of



George H. Ryan
Secretary of State

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DATE

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Form **BCA-13.15**

(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

FEB 7 1997

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date	7-7-97	
License Fee		\$
Franchise Tax		\$ 25.-
Filing Fee		\$ 75.-
Penalties		\$
Approved:	<i>[Signature]</i>	170.-

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. (a) CORPORATE NAME: Layden Development Corp.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Massachusetts

(b) Date of Incorporation: July 28, 1993

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

100 Federal Street
Boston, Massachusetts 02110

(b) Address of principal office in Illinois:
(if none, so state)

None

SECRETARY OF STATE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street

Number

Street

State #

Chicago

City

60604

Zip Code

Cook

County

5. States and countries in which it is admitted or qualified to transact business: (include state of incorporation)

Connecticut, Georgia, Massachusetts, New Hampshire, New York, Ohio, Utah, and

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	see attached list of officers			
Secretary				
Director	see attached list of directors			
Director				
Director				

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Acquisition and disposition of real and other property. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Massachusetts Business Corporation Law and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	(No series)	\$1	1,000	1

9. Paid-in Capital: \$1,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year. \$1
- (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: \$1
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year. \$1
- (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: \$1

11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
Office: 100 Federal Street 01-19-02, Boston, Massachusetts 02110.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. 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. (All signatures must be in **BLACK INK**)

Dated February 5, 19 97 Layden Development Corp.
(Exact Name of Corporation)

attested by E. Paye Bailou by M. A. Westphal
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

E. Paye Bailou, Assistant Secretary
(Type or Print Name and Title)

Marvin A. Westphal, Vice President
(Type or Print Name and Title)

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 #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be 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 #11(a).

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LEYDEN DEVELOPMENT CORP.

DIRECTORS & OFFICERS

Dennis J. Duckett, Director	2 Cavanaugh Road Wellesley, MA 02181
Alice M. Guiney, Director	135 Freeman Street Brookline, MA 02146
Marvin A. Westphal, Director	65 East India Row, #2D Boston, MA 02110

Dennis J. Duckett, President	2 Cavanaugh Road Wellesley, MA 02181
Alice M. Guiney, Vice President	135 Freeman Street Brookline, MA 02146
Marvin A. Westphal, Vice President	65 East India Row, #2D Boston, MA 02110
Amy L. Norman, Treasurer	59A St. Paul Street Brookline, MA 02146
Robert J. Hartmann, Assistant Treasurer	1044 South Street Roslindale, MA 02131
Michael R. Garfield, Clerk*	142 Pelham Island Road Wayland, MA 01776
E. Faye Ballou, Assistant Clerk*	8 Commonwealth Court Brighton, MA 02135

* Clerk and Assistant Clerk are the equivalent of Secretary and Assistant Secretary in The Commonwealth of Massachusetts

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