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File Number 5751-643-7

97177984

DEPT-01 RECORDING \$27.50
T#6666 TRAN 0889 03/14/97 14:19:00
#4781 IR *-97-177984
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
LAWRENCE SENIOR HOUSING 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
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

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 13TH day of DECEMBER A.D. 19 96 and of the Independence of the United States the two hundred and 21ST



George H. Ryan

Secretary of State

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GEORGE H. RYAN
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	12-13-86
Filing Fee	27
Approved	

Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State."

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

DO NOT SEND CASH!

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Lawrence Senior Housing Corporation

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 12-9,
1986 in the manner indicated below ("X" one box only.)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)

RESOLVED, that Articles 4, 6(a), 7 and 8 are amended as follows:

See Attachment A



Offert Cullen
180 N. La Salle
Ste. 2725
Chicago, IL 60601

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(If space is insufficient, attach additional pages size 8 1/2 x 11)

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The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated December 9, 1996 Lawrence Senior Housing Corporation

(Exact Name of Corporation)

attested by William G. D'Arcy

(Signature of Secretary or Assistant Secretary)

William G. D'Arcy, Secretary

(Type or Print Name and Title)

by Per. Michael M. Boland

(Signature of President or Vice President)

Michael M. Boland, President

(Type or Print Name and Title)

NOTES AND INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.

NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.

NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

971 FORMS \$10.30

File No. 5751-643-7

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Stated Articles \$100

FILED

DEC 13 1996

GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832

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Attachment A

Article 4 The charitable purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing general purpose, the Corporation shall have the power to provide elderly persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a non-profit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of, any individual.
- (c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Article 6(a) There shall be no members of the Corporation, unless required by applicable law. The number of directors of the Corporation shall range from seven (7) to eleven (11) without further amendment of these Articles.

Article 7 By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement or the Use Agreement (or both) between the Corporation and the Secretary of Housing and Urban Development.

Article 8 So long as the mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

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