

UNOFFICIAL COPY

97260049

File Number 5868-275-6

DEPT-01 RECORDING 427.50
157777 TRAN 0468 04/15/97 11:03:00
15189 DR * -97-260049
COOK COUNTY RECORDER

2009393-4
RETURN TO:
LEXIS Document Services
135 S. LaSalle, Ste. 2054 2260
Chicago, IL 60603



97260049

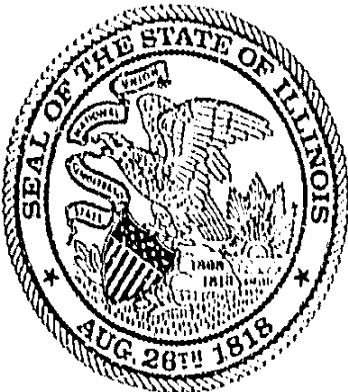
Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

MARIAN FOODS CORP.

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 10TH day of APRIL A.D. 19 97 and of the Independence of the United States the two hundred and 21ST .



George H. Ryan

Secretary of State

2950
BWC

UNOFFICIAL COPY

62003570

Property of Cook County Clerk's Office

62003570

UNOFFICIAL COPY

Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1995)

File # 5868-275-6

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

FILED

APR 10 1997

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 64-10-97

Franchise Tax \$

Filing Fee \$ 25.00

Penalty \$

Approved: HR

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

The filing fee for articles of
amendment - \$25.00

1. CORPORATE NAME: Mariah Foods Corp.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on January 30,
19 97 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 1: The name of the corporation is:

(NEW NAME)

APR 10 1997

EXPEDITED

SECRETARY OF STATE

All changes other than name, include on page 2
(over)

97260049

UNOFFICIAL COPY

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

RESOLVED FURTHER, that Article SEVEN of the Articles of Incorporation of the Corporation be revised to read in its entirety as follows:

(a) The directors of the corporation shall not be liable to the corporation or to the shareholders of the corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, (iii) under Section 8.65 of the Illinois Business Corporation Act of 1983, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) The power to make, alter, amend or repeal the by-laws is reserved to the shareholders of the corporation.

(c) The affirmative vote of a majority of the total shares entitled to vote (as opposed to the affirmative vote of a majority of the quorum present) at any regular meeting of the shareholders or at any special meeting of shareholders is required to make, alter, amend or repeal the by-laws of the corporation.

(d) No holder of any share or shares of any class of stock of the corporation shall have any preemptive or preferential right to subscribe for or purchase any share of stock of any class of the corporation now or hereafter authorized or any shares of stock of any class of the corporation now or hereafter authorized, other than such rights, if any, as the board of directors of the corporation in and upon such other terms and conditions as the board of directors in its discretion may fix.

(e) Any provision of the Illinois Business Corporation Act of 1983 that requires for approval of corporation action the vote of the shareholders, including, but not limited to, the following: (i) amendment of the Articles of Incorporation, (ii) adoption of a plan of merger, consolidation or exchange, (iii) sale, lease, exchange or mortgage of assets other than in the ordinary course of business and (iv) dissolution of the corporation, shall require the vote of the holders of not less than a majority of the outstanding shares entitled to vote on the matter and not less than a majority of the outstanding shares of each class entitled to vote as a class on the matter.

(f) Cumulative voting for directors shall not be permitted.

9720019

UNOFFICIAL COPY

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	<u>January 30</u>	19 <u>97</u>	<u>MARIAH FOODS CORP.</u>
			<i>(Exact Name of Corporation at date of execution)</i>
attested by	<u>Michael B. Jebb</u>	by	<u>Larry O'Connell</u>
	<i>(Signature of Secretary or Assistant Secretary)</i>		<i>(Signature of President or Vice President)</i>
	<u>Michael B. Jebb, Secretary</u>		<u>Larry O'Connell, Vice President</u>
	<i>(Type or Print Name and Title)</i>		<i>(Type or Print Name and Title)</i>

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 _____

_____	_____
_____	_____
_____	_____
_____	_____

97260049

UNOFFICIAL COPY

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: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected;
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' 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 shares 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 shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)