ile Number

5941-484-4

97352106

DEPT-01 RECORDING

T#2222 TRAN 8065 05/19/97 12:52:00

\$7069 € VF ¥-97-352106

COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas.

ARTICLES OF INCORPORATION OF BARILLA AMERICA 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 ILLINGIS 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 A.D. 19 day of and of the Independence of the United States the two hundred and



UNOFFICIAL COPY

97353106

DOON OF COUNTY CONTROL

いいいからの

(Rev. Jan. 1995)

George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756

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."

MAY 14 1997

GEORGE H. RYAN SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

County

Date

Franchise Tax

Filing Fee

Approved:

Barilla America Inc. CORPORATE NAME: (The corporate name must contain the word "corporation", "company," "incorporated,". "limited" or an abbreviation thereof.) David T. Brown 2. Initial Registered Agent. First Name Middle Initial Last name 200 N. LaSalle Street 2100 Initial Registered Office: Street Nurta Suite # Chicago 60601 Cook City Zip Code

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.)

The transaction of any or all lawful businesses for which corporations may be incorporated under the State of Illinois Business Corporation Act of 1983, as amended.

Paragraph 1: Authorized Shares, Issued Shares and Consideration Received

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be I saued	Consideration to be Received Therefor
Common	\$ NPV	1,000,000	1,000	\$1,000.00
	·····			Co
			<u> </u>	

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 on the sheets of this size.)

RETURN TO:

Much Shelist Freed Denemberg Ament & Eiger, P.C. 200 North LaSalle Street - Suite 2100 Chicago, Illinois 60601-1095

(over)

EXPEDITED

MAY 14 1997

SECRETARY OF STATE

2. Signature (Type or Print Name) Signature City/Town State Zip Code Signature Street City/Town State Zip Code		shareholde sar Name	din nen success	Residential /	Address	City, State, ZIP
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 curing the following year will be: 7. OPTIONAL: OTHER PROVISIONS Attach a print ested of this size for any other provision to be included in the Articles of incorporation, authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting mounts requirements, foking a duration other than perpetual, etc. 8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S) The undersigned incorporator(s) hereby declar (s), under penalties of perjury, that the statements made in the foregoing Articles of incorporation are true. Dated (Type or Print Name) 3. Signature (Type or Print Name) 3. City/Town State Zip Code City/Town State Zip Code City/Town State Zip Code City/Town State Zip Code						
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 curing the following year will be: 7. OPTIONAL: OTHER PROVISIONS Attach a print ested of this size for any other provision to be included in the Articles of incorporation, authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting mounts requirements, foking a duration other than perpetual, etc. 8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S) The undersigned incorporator(s) hereby declar (s), under penalties of perjury, that the statements made in the foregoing Articles of incorporation are true. Dated (Type or Print Name) 3. Signature (Type or Print Name) 3. City/Town State Zip Code City/Town State Zip Code City/Town State Zip Code City/Town State Zip Code						
(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 curing the following year will be: 7. OPTIONAL: OTHER PROVISIONS Attach a provide the sheet of this size for any other provision to be included in the Articles of incorporation, or 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 declar (s), under penalties of perjury, that the statements made in the foregoing Articles of incorporation are true. Dated Hay 13 , 19 17 Signature Address 200 N. LaSalle Street, Suite 2100 Signature (Type or Print Name) 2. Street (Type or Print Name) 3. Signature (Type or Print Name)	. OPTIONAL:					
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 curing the following year will be: 7. OPTIONAL: OTHER PPOVISIONS Attach a coverate sheet of this size for any other provision to be included in the Articles of Incorporation, in authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting metalty requirements, fixing a duration other than perpetual, etc. 8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S) The undersigned incorporator(s) hereby declarr(s), under penalties of perjury, that the statements made in the foregoing Articles of incorporation are true. Dated		(b) It is estimated the State of Illin	nat the value of the ois during the follow	property to be located wing year will be:	i within \$	
transacted from places of business in the State of Illinois during the following year will be: 7. OPTIONAL: OTHER POVISIONS Attach a regrete sheet of this size for any other provision to be included in the Articles of incorporation, or authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting metals, fixing a duration other than perpetual, etc. 8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S) The undersigned incorporator(s) hereby declar(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated Lay 13 19 97 Lay 13 19 97 Signature Carolyn A. Lyons, Incorporator (Type or Print Name) CityTown State Zip Code 3. Signature (Type or Print Name) CityTown State Zip Code 3. Signature (Type or Print Name) CityTown State Zip Code		transacted by th	e corporation durin	ig the following year v	will be: \$	
Attach a compared sheet of this size for any other provision to be included in the Articles of Incorporation, an authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting metally requirements, fixing a duration other than perpetual, etc. 8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S) The undersigned incorporator(s) hereby declarate, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated Signature and Name 1. Signature and Name 1. Signature Carolyn A. Lyons, Incorporator (Type or Print Name) 2. Street (Type or Print Name) 3. Signature (Type or Print Name) 4. City/Town State Zip Code 3. Signature (Type or Print Name) 5. Street City/Town State Zip Code		transacted from	places of business			
incorporation 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 declar (s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated Signature and Name 200 N. LaSalle Street, Suite 2100	. OPTIONAL:			for any other provision	on to be included in	the Articles of
The undersigned incorporator(s) hereby declar(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated		incorporation, S.C.	authorizing preemp	otive rights; denying c	regulative voting, reg	
The undersigned incorporator(s) hereby declar(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated		NAME/S	Annpess/F	S) OF INCORPORA	TOR/S	
Articles of Incorporation are true. Dated Signature and Name 200 N. LaSalle Street, Suite 2100 Signature Carolyn A. Lyons, Incorporator CityTown State Zip Code 2. Signature 2. CityTown State Zip Code 3. Signature 3. CityTown State Zip Code 3. Signature 3. CityTown State Zip Code 4. CityTown State Zip Code 5.				, , , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	** ** ** **	*
Dated Signature and Name Carolyn A. Lyons, Incorporator (Type or Print Name) City/Town State Zip Code Signature City/Town State Zip Code Signature City/Town State Zip Code			Ox			
1. Signature and Name 200 N. LaSalle Street, Suite 2100 Sireet Carolyn A. Lyons, Incorporator Chicago IL 60601 (Type or Print Name) City/Town State Zip Code 2. Signature City/Town State Zip Code 3. Signature City/Town State Zip Code 3. Signature City/Town State Zip Code 3. Signature City/Town State Zip Code 4. City/Town State Zip Code 5. City/Town State Zip Code 6. City/Town State Zip Code		ed incorporator(s) he	$O_{\mathcal{F}}$	ider penalties of perju		s made in the foregoing
Carolyn A. Lyons, Incorporator (Type or Print Name)	rticles of Incorp	ed incorporator(s) he oration are true.	ereby declar (5), un			s made in the foregoing
Carolyn A. Lyons, Incorporator (Type or Print Name) City/Town State Zip Code Signature City/Town State Zip Code City/Town State Zip Code City/Town State Zip Code Signature City/Town State Zip Code City/Town State Zip Code	rticles of Incorp	ned incorporator(s) he oration are true.	ereby declar (8), un		ry, that the statement	s made in the foregoing
(Type or Print Name) 2. Signature (Type or Print Name) (Type or Print Name) Signature (Type or Print Name) City/Town State Zip Code 3. Signature City/Town State Zip Code	ated	ed incorporator(s) he oration are true. May Signature and Ne	13 , 19	7) 1 200 N.	ry, that the statement Address LaSalle Street,	
Signature (Type or Print Name) Signature (Type or Print Name) (Type or Print Name) City/Town State Zip Code City/Town State Zip Code	ated 1. Signature	sed incorporator(s) he oration are true. May Signature and Ne	13 , 19	7) 200 N.	ry, that the statement Address LaSalle Street,	Suite 2100
3. Signature Street (Type or Print Name) City/Town State Zip Code	ated	ed incorporator(s) he oration are true. May Signature with Ne	13 , 19	200 N. Street	Address LaSalle Street,	Suite 2100
Signature Street (Type or Print Name) City/Town State Zip Code	1. Signature Carolyn (Type or	Signature and Ne A. Lyons, Incor	13 , 19	200 N. Street Chicago City/Tow	Address LaSalle Street,	Suite 2100 60601
	1. Signature Carolyn (Type or	signature original Nava A. Lyons, Incor	13 , 19	200 N. Street Chicago City/Tow	Address LaSalle Street, IL WIN State	Suite 2100 60601 Zip Code
	1. Signature (Type or 3.	Signature and Na A. Lyons, Incor Print Name)	13 , 19	200 N. Street Chicago City/Tow 2. Street City/Tow 3.	Address LaSalle Street, IL WIN State	Suite 2100 60601 Zip Code
	1. Signature Carolyn (Type or 3. Signature (Type or Signature (Type or	Signature and Nay A. Lyons, Incor Print Name) Print Name) Print Name) But A. Lyons and A. Lyons are true.	ereby declar (s), un	200 N. Street Chicago City/Tow 3. Street City/Tow Gity/Tow	Address LaSalle Street, IL WIN State	Suite 2100 60601 Zip Code
	1. Signature 2. Signature (Type or 3. Signature (Type or 5. Signature)	Signature and Na A. Lyons, Incor Print Name) Print Name) be in BLACK INK or ed copies.)	n original document	200 N. Street Cht-cago City/Tox 2. Street City/Tox 3. Street City/Tox Carbon copy, photoc	Address LaSalle Street, IL WIN State WIN State Copy or rubber stamp	Suite 2100 60601 Zip Code Zip Code signatures may only be
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the	1. Signature 2. Signature (Type or Signature (Type or Signature) (Signature)	Signature and Nay Signature and Nay A. Lyons, Incor Print Name) Print Name) Be in BLACK INK or ed copies.) ration acts as incorporation acts as incorporation.	n original document	200 N. Street Chicago City/Tow 3. Street City/Tow Carbon copy, photoc	Address LaSalle Street, IL wn State on State copy or rubber stamp	Suite 2100 60601 Zip Code Zip Code Signatures may only be shall be shown and the
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	1. Signature 2. Signature (Type or Signature (Type or Signature) (Signature)	Signature and Nay Signature and Nay A. Lyons, Incor Print Name) Print Name) Be in BLACK INK or ed copies.) ration acts as incorporation acts as incorporation.	n original document rator, the name of the rice president and when the resident and when	200 N. Street Chi-cago City/Tox 2. Street City/Tox 3. Street City/Tox Carbon copy, photoc	Address LaSalle Street, IL wn State on State copy or rubber stamp	Suite 2100 60601 Zip Code Zip Code signatures may only be shall be shown and the
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	1. Signature Carolyn (Type or 3. Signature (Type or Signature (Type or Signature sed on conform OTE: If a corpor xecution shall b	Signature and Nay Signature and Nay A. Lyons, Incor Print Name) e Print Name) be in BLACK INK or ed copies.) ration acts as incorpo e by its president or v	n original document rator, the name of the rice president and v	200 N. Street Chi-cago City/Tow 3. City/Tow 3. Carbon copy, photoc recorporation and the retilied by him, and att	Address LaSalle Street, IL WIN State WIN State Copy or rubber stamp e state of incorporation tested by its secretary	Suite 2100 60601 Zip Code Zip Code Signatures may only be a shall be si own and the yor assistant secretary.
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 filling fee is \$75.	1. Signature Carolyn (Type or 3. Signature (Type or Signature Type or Signature OTE: If a corpor xecution shall b	Signature with Name) Print Name) Print Name) But the president or version acts as incorporation acts as inc	n original document rator, the name of the rice president and vice pre	200 N. Street Chi-cago City/Tox 2. Street City/Tox 3. Street City/Tox Carbon copy, photoc re corporation and the verified by him, and att	Address LaSalle Street, IL WIN State WIN State Copy or rubber stamp e state of incorporation tested by its secretary	Suite 2100 60601 Zip Code Zip Code Signatures may only be a shall be si own and the yor assistant secretary.
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.	1. Signature Carolyn (Type or 3. Signature (Type or 3. Signature (Type or 3. Signature (Type or 5. Signature (Type or 6. Signature (Signature and Nay Signature and Nay A. Lyons, Incor Print Name) Be Print Name) be in BLACK INK or ed copies.) ration acts as incorpor by its president or version in this state, with a re is \$75. um total due (franch	n original document rator, the name of the rice president and vice pre	200 N. Street Chi-cago City/Tox 2. Street City/Tox 3. Street City/Tox Carbon copy, photoc re corporation and the rerified by him, and att SCHEDULE 15/100 of 1 percent is \$100.	Address LaSalle Street, IL WIN State VIN State Copy or rubber stamp e state of incorporation tested by its secretary (\$1.50 per \$1,000) or	Suite 2100 60601 Zip Code Zip Code signatures may only be a shall be shown and the yor assistant secretary.