

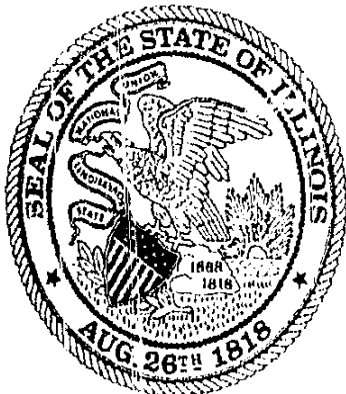
File Number 5973-347-8

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF BC HOSPITALITY CORP. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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.

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 26TH day of DECEMBER A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



*George H Ryan*

Secretary of State

NOV 17 1997

**UNOFFICIAL COPY**

George H. Ryan, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

DEC 25 1997

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 12-26-97  
License Fee \$  
Franchise Tax \$ 403.07  
Filing Fee \$ 125.-  
Penalties \$ 480.39  
Approved: [Signature] 1008.46

Payment must be made by:  
Cash, check, cashier's check,  
or money order.  
If by check, Illinois  
check for money order,  
payable to Secretary of State.

1. (a) CORPORATE NAME: BC HOSPITALITY 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: DELAWARE

(b) Date of Incorporation: DECEMBER 9, 1993

(c) Period of Duration: PERPETUAL

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

C/O JUPITER ASSET COMPANY NONE (If none, so state)  
8 GREENWAY PLAZA, SUITE 1010  
HOUSTON, TX 77046

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

|                   |                          |              |             |
|-------------------|--------------------------|--------------|-------------|
| Registered Agent  | <u>CT CORPORATION</u>    |              |             |
|                   | First Name               | Middle Name  | Last Name   |
| Registered Office | <u>208 SOUTH LASALLE</u> |              |             |
|                   | Number                   | Street       | Suite #     |
|                   | <u>CHICAGO</u>           | <u>60604</u> | <u>COOK</u> |
|                   | City                     | Zip Code     | County      |

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

6. Names and residential addresses of officers and directors:

| Name                             | No. & Street                    | City           | State     | Zip          |
|----------------------------------|---------------------------------|----------------|-----------|--------------|
| President <u>JACK SKAGERBERG</u> | <u>5110 SAN FELIPE, #112W</u>   | <u>HOUSTON</u> | <u>TX</u> | <u>77056</u> |
| Secretary <u>NEAL PESKIND</u>    | <u>2580 ASH STREET</u>          | <u>DENVER</u>  | <u>CO</u> | <u>80207</u> |
| Director <u>JACK SKAGERBERG</u>  | <u>5110 SAN FELIPE, #112W</u>   | <u>HOUSTON</u> | <u>TX</u> | <u>77056</u> |
| Director <u>JOHN HILL, III</u>   | <u>3714 WESTERMAN</u>           | <u>HOUSTON</u> | <u>TX</u> | <u>77005</u> |
| Director <u>DEBORAH A. CENKO</u> | <u>7427 WEST SUDDLEY CASTLE</u> | <u>HOUSTON</u> | <u>TX</u> | <u>77095</u> |

If more than 3, attach list

**BOX 170**

DEC 26 1997

SECRETARY OF STATE

98053262

Page 2 of 2

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

UNOFFICIAL COPY

TO ENGAGE IN ANY LAWFUL ACT FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS AMENDED TO DATE, AND PERMITTED UNDER THE BUSINESS CORPORATION ACT OF THE STATE OF ILLINOIS, AS AMENDED.

8. Authorized and issued shares:

| Class  | Series | Par Value | Number of Shares Authorized | Number of Shares Issued |
|--------|--------|-----------|-----------------------------|-------------------------|
| COMMON | NA     | \$.01     | 100                         | 100                     |

9. Paid-in Capital: \$ 91,258.55  
 ("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: \$ 14,845.00
- (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: \$ 14,845.00
- (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.) C/O JUPITER ASSET COMPANY  
 8 GREENWAY PLAZA, SUITE 1010  
 HOUSTON, TX 77046
- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: HOUSTON, TX 77046
- (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: 100
- (d) Is the corporation transacting business in this state at this time? YES
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: 1/6/95

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 DECEMBER 15, 19 97 BC HOSPITALITY CORP.

(Exact Name of Corporation)

attested by *Deborah A. Cenko* by *Jack Shagersberg*  
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

DEBORAH A. CENKO - ASSISTANT SEC. JACK SHAGERSBERG - PRESIDENT  
 (Type or Print Name and Title) (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).

TAX-170

Page 3 of 3