

File Number 5755-664-1

COOK COUNTY
CLERK OF THE
COURT
OFFICE

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR WITHDRAWAL OF
CENTERPOINT PROPERTIES CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND 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 30TH
day of OCTOBER A.D. 19 97 and of
the Independence of the United States the two
hundred and 22ND



George H Ryan

Secretary of State

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Property of Cook County Clerk's Office

Form **BCA-13.45**

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**APPLICATION FOR CERTIFICATE OF
WITHDRAWAL AND FINAL REPORT**

78072250

File # **5755-004-1**

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1833

FILED

OCT 30 1997

**GEORGE H. RYAN
SECRETARY OF STATE**

SUBMIT IN TRIPLICATE

This space for use by
Secretary of State

Date	10/30/97
License Fee	\$
Franchise Tax	\$ 82,409.58
Filing Fee	\$ 25.00
Penalty	\$
Interest	\$
Approved	\$ 82,494.58

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

1. **CORPORATE NAME:** CenterPoint Properties Corporation

2. **STATE OR COUNTRY OF INCORPORATION:** Maryland

3. **Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:**
c/o James T. Easterling, Esq.
3500 Three First National Plaza
Chicago, Illinois 60602

4. **No portion of its issued shares at this time is represented by business transacted or property located in this State.**

5. **It surrenders its authority to transact business in Illinois.**

6. **It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.**

(COMPLETE ONLY WHEN APPLICABLE)

7. (a) **List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.**

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
See attached list				\$
				\$
TOTAL				\$ 71,098,357

(b) **List all cancellations of shares not previously reported to the Secretary of State, and give the cost.**

Date of Cancellation	Class	Number of Shares Cancelled	Cost
	None		\$
			\$
TOTAL			\$ -0-

EXPEDITED

OCT 30 1997

SECRETARY OF STATE

8. Issued shares at date of execution:

Class	Series	Par Value	Number of Shares
Common	None	\$0.001	16,764,713
Class B Common	None	\$0.001	2,272,121
Preferred	None	\$0.001	-0-

9. Paid-in capital at date of execution:

Paid-in Capital \$ 368,085,313.00

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

10. 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 October 15, 1997

CenterPoint Properties Corporation

(Exact Name of Corporation)

attested by

[Signature]

(Signature of Secretary or Assistant Secretary)

Paul S. Fister, Secretary

(Type or Print Name and Title)

by

[Signature]

(Signature of President or Vice President)

Michael M. Mullen, Exec. Vice Pres.

(Type or Print Name and Title)

Office of Cook County Clerk's Office

CenterPoint Properties Corporation
 Stock Issuances for Application for Certificate of Withdrawal and Final Report

Date	Corporate Action	Number of New Shares Issued	Purchase Price/Total Consideration Received	Less Selling Expenses	Consideration Received
September 3, 1996	Exercise of options	Common Stock 2,000 Shares 298 Shares	\$18,250 per share \$19,500 per share	None None	\$36,500 \$5,811
November 22, 1996	Exercise of options	Common Stock 17,120 Shares	\$18,250 per share	None	\$312,440
December 4, 1996	Exercise of options	Common Stock 2,000 Shares 369 Shares	\$18,250 per share \$19,500 per share	None None	\$36,500 \$7,196
December 11, 1996	Exercise of options	Common Stock 1,000 Shares	\$18,250 per share	None	\$18,250
March 5, 1997	Public Offering	Common Stock 2,250,000 Shares	\$31,500 per share	\$4,635,283	\$66,239,717
March 9, 1997	Stock Grants made under the 1995 Restricted Stock Incentive Plan	Common Stock 12,444 Shares	\$31,500 per share	None	\$391,986
March 18, 1997	Exercise of options	Common Stock 6,000 Shares 1,641 Shares 899 Shares	\$18,250 per share \$19,500 per share \$22,500 per share	None None None	\$109,500 \$32,000 \$22,118
May 9, 1997	Exercise of options	Common Stock 1,000 Shares 299 Shares 336 Shares	\$18,250 per share \$19,500 per share \$22,500 per share	None None None	\$18,250 \$5,831 \$7,560
May 15, 1997	Stock grants made under the 1995 Director Stock Plan	Common Stock 1,921 Shares	\$29,626 per share	None	\$56,910
July 1, 1997	Exercise of options	Common Stock 1,800 Shares	\$18,250 per share	None	\$32,650
August 13, 1997	Exercise of options	Common Stock 4,000 Shares 2,462 Shares 3,834 Shares	\$18,250 per share \$19,500 per share \$22,500 per share	None None None	\$73,000 \$48,009 \$88,515
September 19, 1997	Exercise of options	Common Stock 369 Shares 392 Shares	\$19,500 per share \$22,500 per share	None None	\$7,196 \$8,820
October 1, 1997	Exercise of options	Common Stock 2,000 Shares	\$19,880 per share	None	\$39,760
9/1/96 - 10/1/97	Conversion of Debentures	Common Stock 191,761 Shares	\$18,260 per share	None	\$3,499,638
Total shares issued		2,604,198			\$74,098,557

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