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1998-05-05 16:36:10
Cook County Recorder 27.00

File Number 5992-626-8

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
BLUE FOX, 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 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 29TH day of APRIL A.D. 19 98 and of the Independence of the United States the two hundred and 22ND .



George H Ryan

Secretary of State

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Form BCA-2.10 (Rev. Jan. 1995)	ARTICLES OF INCORPORATION This space for use by Secretary of State	SUBMIT IN DUPLICATE!
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756	<div style="font-size: 2em; font-weight: bold; letter-spacing: 0.5em;">FILED</div> <p>APR 29 1993</p> <p>GEORGE H. RYAN SECRETARY OF STATE</p>	This space for use by Secretary of State Date <u>4-29-93</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>15.00</u> Approved: <u>WJ 100</u>
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."		

1. CORPORATE NAME: Blue Fox, Inc.

(The corporate name must contain the word "corporation", "company", "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Peter J Strand

<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
<u>500 W. Madison Street</u>	<u>40th Fl</u>	
<i>Number</i>	<i>Street</i>	<i>Suite #</i>
<u>Chicago IL 60661</u>	<u>Cook</u>	
<i>City</i>	<i>Zip Code</i>	<i>County</i>

3. 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.)

To engage in any lawful act or activity for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Considered to be Received Therefor
Common	none	10,000	1,000	\$ 1,000.00
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 one or more sheets of this size.)

See Attachment

(over)

EXPEDITED

APR 29 1993

SECRETARY OF STATE

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation:
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the 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 during the following year will be: \$ _____

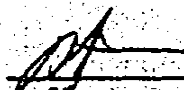
7. **OPTIONAL OTHER PROVISIONS** See Attachment

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., 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 declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 27, 1998.

Signature and Name	Address
1.  _____ Signature Peter J. Strand _____ (Type or Print Name)	1. 500 W. Madison St., 40th Flr _____ Street Chicago IL 60661-2511 _____ City/Town State Zip Code
2. _____ Signature _____ (Type or Print Name)	2. _____ Street _____ City/Town State Zip Code
3. _____ Signature _____ (Type or Print Name)	3. _____ Street _____ City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

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 filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
 Illinois Secretary of State Springfield, IL 62758
 Department of Business Services Telephone (217) 782-9522 or 782-9523

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ATTACHMENT
ARTICLES OF INCORPORATION
BLUE FOX, INC.

ARTICLE 4, Paragraph 2: The preferences, qualifications, limitations restrictions and the special or relative rights in respect of the shares of each class are:

Pursuant to Section 7.40 (b) of the Illinois Business Corporation Act of 1983, as amended (the "Act"), cumulative voting rights are hereby eliminated in all circumstances.

Any provisions of the Act that requires for approval of corporate action a two-thirds vote of the shareholders shall be superseded by these Articles of Incorporation to require the affirmative vote of the holders of a majority of the aggregate number of votes entitled to be cast by the shareholders as a class on the matter.

ARTICLE 7 - Other Provisions.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (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 law, (iii) under Section 8.65 of Act, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Act as so hereafter amended. Any repeal or modification of this article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

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