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1999-04-05 12:05:24
Cook County Recorder 29.50

File Number 5897-914-7



State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE ULTIMATE HEALTH CLUB, 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, Jesse White, 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 24TH day of MARCH A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



Jesse White

Secretary of State

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Form CA-10.30 ARTICLES OF AMENDMENT (Rev. Jan. 1991)

File # 5897-914-7

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

SUBMIT IN DUPLICATE

FILED

MAR 24 1999

JESSE WHITE SECRETARY OF STATE

This space for use by Secretary of State

Date 03-24-99

Franchise Tax \$ Filing Fee \$ 25.00 Penalty \$

Approved: MA

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

1. CORPORATE NAME: The Ultimate Health Club, Inc. (Note 1)

2. MANNER OF ADOPTION AND TEXT OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on March 19, 19 99 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; or 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)

[X] 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; (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 all the shareholders entitled to vote on this amendment. (Note 4)

When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

Not Applicable

(NEW NAME)

EXPEDITED

MAR 24 1999

SECRETARY OF STATE

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

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Text of Amendment

(Any article being amended is required to be set forth in its entirety)

Property of Cook County Clerk's Office



Wolin + Rosens
Attn: Gerald Miller
2 N. LaSalle St, #1770
Chicago, IL 60602

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 six 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 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;
- (d) 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;
- (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (f) 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 supercede 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)

The filing fee for articles of amendment - \$25.00
The filing fee for restated articles - \$100.00.

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Dated _____, 19 _____

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.
If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

OR

3. If amendment is authorized by the incorporators, the incorporators must sign below.

attested by _____
 (Type or Print Name and Title)
 William S. Lear, Secretary
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)
 Jeffrey Heilbrunn, President
 (Signature of President or Vice President)

Dated March 22, 1959
 The Ultimate Health Club, Inc.
 (Exact Name of Corporation)

5. 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.

(Complete either item 5 or 6 below)

	Paid-in Capital	
Before Amendment	\$ _____	
After Amendment	\$ _____	
	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")

4. (a) The manner 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")

Each of the 6,700,000 shares of common stock issued and outstanding prior to the effective date of this Amendment is, upon the effective date of this Amendment, exchanged for two shares of common stock, no par value. There will be 13,400,000 shares of common stock issued and outstanding after this exchange. No other change will occur.

3. The manner 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")