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GDC/csb 12/31/87 (22/ GG&M-Certification)

*gm*

**CERTIFICATION**

I, GERALD D. CHISS, an attorney for G.G. & M. Realty, Inc., do hereby certify that attached hereto are true and correct copies of resolutions passed by the sole shareholder of G.G. & M. Realty, Inc. on November 16, 1987, and that said resolutions still are in full force and effect.

Dated: December 31, 1987

*Gerald D. Chiss*  
\_\_\_\_\_  
Gerald D. Chiss, Attorney  
G.G. & M. Realty, Inc.

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CONSENT OF SOLE SHAREHOLDER  
G.G. & M. REALTY, INC.

The undersigned, being the sole shareholder of G.G. & M. REALTY, INC., an Illinois corporation, acting pursuant to Section 12.10 of the Illinois Business Corporation Act, does hereby consent to and adopt the following resolutions:

RESOLVED, that the corporation be completely liquidated and dissolved in accordance with the Plan of Liquidation and Dissolution which is attached hereto as Exhibit A and made a part hereof.

FURTHER RESOLVED, that the officers and directors of the corporation are hereby authorized and directed to take all necessary actions in the name and on behalf of the corporation to carry out the purposes and intentions of the Plan.

This written consent shall be filed with the proceedings of the shareholders of the corporation.

Dated: November 16, 1987.

U. S. AUTO CLASS CENTERS, INC.,  
an Illinois corporation

By: \_\_\_\_\_

Being the sole shareholder of  
G.G. & M. Realty, Inc.

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## PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. G.G. & M. Realty, Inc., an Illinois corporation (the "Company"), has issued and outstanding Three Hundred Twenty-five (325) common shares of \$100.00 par value. The Company will cease the active conduct of its business and wind up its affairs, and within the meaning of Section 332 of the Internal Revenue Code of 1954, will liquidate and distribute all of its assets in complete liquidation within a twelve-month period comprising one taxable year of the corporation, said distribution to be made at the earliest feasible date following the adoption of this Plan of Complete Liquidation and Dissolution.

2. During said twelve-month period, the Company's assets shall be distributed to the holders of the Company's common shares.

3. The foregoing distribution and complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the shareholder shall, if the director so determines, surrender its certificates for said shares for cancellation upon receipt of the distribution herein authorized.

4. The officers and director of the Company shall if they determine it to be in the best interests of the shareholder of the Company, proceed with the voluntary dissolution of the Company under the Laws of the State of Illinois at such time as they may deem appropriate.

5. The officers and director of the Company are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of

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Dissolution under the Laws of the State of Illinois and information returns on Treasury Department Form 966, together with appropriate income tax returns and information required by the applicable Internal Revenue Regulations.

6. It is intended that the Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation within the terms of §332 of the Internal Revenue Code of 1954. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform with the provisions of such §332.

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CERTIFICATION

I, GERALD D. CHISS, an attorney for Globe Glass & Mirror Co., do hereby certify that attached hereto are true and correct copies of resolutions passed by the sole director of Globe Glass & Mirror Co. on November 16, 1987, and that said resolutions still are in full force and effect.

Dated: December 31, 1987

  
Gerald D. Chiss, Attorney  
Globe Glass & Mirror Co.

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UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
GLOBE GLASS & MIRROR CO.

The undersigned, being the sole director of GLOBE GLASS & MIRROR CO., an Illinois corporation, pursuant to Section 8.45 of the Illinois Business Corporation Act, hereby consents to and approves the adoption of the following resolutions:

WHEREAS, it would be in the best interests of the corporation to dissolve its wholly-owned subsidiary, G. G. & M. REALTY, INC., an Illinois corporation, and to distribute its assets to this corporation; and

WHEREAS a Plan of Complete Liquidation and Dissolution has been prepared by the corporation's counsel, and has been presented to this meeting; and

WHEREAS, said Plan of Complete Liquidation and Dissolution is acceptable.

NOW, THEREFORE, it is hereby resolved that this corporation cause its wholly-owned subsidiary, G. G. & M. REALTY, INC., to adopt the Plan of Complete Liquidation and Dissolution which has been presented to this meeting.

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this resolution.

This written consent shall be filed with the proceedings of the Board of Directors of this corporation.

Dated: November 16, 1987

\_\_\_\_\_  
JOSEPH KEDLMAN

Being the sole director of  
Globe Glass & Mirror Co.

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PLAN OF COMPLETE  
LIQUIDATION AND DISSOLUTION

1. G.G. & M. Realty, Inc., an Illinois corporation (the "Company"), has issued and outstanding Three Hundred Twenty-five (325) common shares of \$100.00 par value. The Company will cease the active conduct of its business and wind up its affairs, and within the meaning of Section 332 of the Internal Revenue Code of 1954, will liquidate and distribute all of its assets in complete liquidation within a twelve-month period comprising one taxable year of the corporation, said distribution to be made at the earliest feasible date following the adoption of this Plan of Complete Liquidation and Dissolution.

2. During said twelve-month period, the Company's assets shall be distributed to the holders of the Company's common shares.

3. The foregoing distribution and complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the shareholder shall, if the director so determines, surrender its certificates for said shares for cancellation upon receipt of the distribution herein authorized.

4. The officers and director of the Company shall, if they determine it to be in the best interests of the shareholder of the Company, proceed with the voluntary dissolution of the Company under the Laws of the State of Illinois at such time as they may deem appropriate.

5. The officers and director of the Company are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of

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Dissolution under the Laws of the State of Illinois and information returns on Treasury Department Form 966, together with appropriate income tax returns and information required by the applicable Internal Revenue Regulations.

6. It is intended that the Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation within the terms of §332 of the Internal Revenue Code of 1954. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform with the provisions of such §332.

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QUIT CLAIM DEED

Statutory (ILLINOIS)

3678240

(Corporation to Corporation)

(The Above Space For Recorder's Use Only)

THE GRANTOR G.G. & M. Realty, Inc.  
a corporation created and existing under and by virtue of the laws of the State of Illinois  
and duly authorized to transact business in the State of Illinois for the consideration  
of Ten and no/100 (\$10.00) DOLLARS.

in hand paid, and pursuant to authority given by the Board of Directors of said corporation  
CONVEYS and QUIT CLAIMS unto Globe Glass & Mirror Co.

a corporation organized and existing under and by virtue of the laws of the State of Illinois  
having its principal office in the City of Chicago County of Cook  
and State of Illinois all interest in the following described Real Estate situated in the County of  
Cook and State of Illinois, to wit:

LOT EIGHT (except that portion of said Lot taken by  
the City of Chicago for widening Western Avenue) --- (8)  
LOT NINE (except that portion of said Lot taken by  
the City of Chicago for widening Western Avenue) --- (9)  
LOT TEN (except that portion of said Lot taken by  
the City of Chicago for widening Western Avenue) --- (10)  
in Block Nineteen (19), in National City  
Realty Company's Fourth Addition to Rogers Park  
Manor, being a Subdivision of the East half (1/2) of  
the Southeast quarter (1/4), of the Northeast  
quarter (1/4), of Section 36, Township 41 North,  
Range 13, East of the Third Principal Meridian,  
North and South of Indian Boundary Line, in Cook  
County, Illinois.

Tax Nos. 10-36-226-032-0000 - 10/18  
10-36-226-033-0000 - 10/18  
10-36-226-034-0000 - 10/18 BBO (W)

In Witness Whereof, said Grantor has caused its corporate seal to be hereunto affixed, and has caused its name  
to be signed to these presents by its President, and attested by its  
Secretary, this 24<sup>th</sup> day of December 1987.

IMPRESS  
CORPORATE SEAL  
HERE

G.G. & M. Realty, Inc.  
NAME OF CORPORATION  
BY Edward J. Cheskis VICE PRESIDENT  
ATTEST Maurice P. Raizes SECRETARY

State of Illinois, County of Cook ss. I, the undersigned, a Notary Public, in and for the  
County and State aforesaid, DO HEREBY CERTIFY that Edward J. Cheskis  
personally known to me to be the Vice President of the G.G. & M. Realty, Inc., a

corporation, and Maurice P. Raizes personally known to me to be  
the Secretary of said corporation, and personally known to

OFFICIAL SEAL  
Dorothy Bauer  
Notary Public, State of Illinois  
My Commission Expires 11/9/81

me to be the same persons whose names are subscribed to the foregoing instru-  
ment, appeared before me this day in person and severally acknowledged that as  
such Vice President and Secretary, they signed  
and delivered the said instrument as Vice President and

Secretary of said corporation, and caused the corporate seal of said corporation  
to be affixed thereto, pursuant to authority given by the Board of Directors  
of said corporation as their free and voluntary act, and as the free and voluntary  
act and deed of said corporation, for the use and purposes therein set forth.

Given under my hand and official seal, this 24<sup>th</sup> day of December 1987

Commission expires 11-9 1991 Dorothy Bauer  
NOTARY PUBLIC

MAIL TO: Gerald D. Chiss  
208 South LaSalle Street  
Chicago, IL 60604

ADDRESS OF PROMPTER  
Farwell & Western Avenue  
Chicago, Illinois  
THE ABOVE ADDRESS IS FOR STATISTICAL PURPOSES  
ONLY AND IS NOT A PART OF THIS DEED  
SEND SUBSEQUENT TAX BILLS TO  
Globe Glass & Mirror Co.  
1880 West Fullerton Avenue  
Chicago, IL 60614-1924

Golden Miller  
12/13/87  
Transaction exempt from transfer taxes under \$4 (e).  
Golden Miller  
12/13/87  
3678240  
DOCUMENT NUMBER  
57  
12/13/87

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QUIT CLAIM DEED

Corporation to Corporation

TO

GEORGE E. COLE  
LEGAL FORMS

Property of Cook County Clerk's Office

506796

0428113

78240

scd

Assess 78240

Address: *Orlando*

78240

COCHON KARLES RUCAL  
3000 LA SALLE ST #15  
CHICAGO ILL 60604