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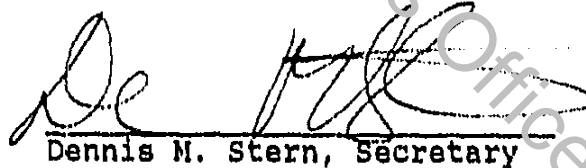
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CERTIFICATE

I, Dennis M. Stern, Secretary of National Guardian Security Services Corp. (the "Company"), a Delaware corporation, do hereby certify that:

Attached hereto as Exhibit A is a true and correct copy of resolutions duly adopted by the Board of Directors of the Company by unanimous written consent, dated the 23rd day of October, 1987, pursuant to Section 141 (f) of the General Corporation Law of Delaware, and that said resolutions have not been amended or modified and are still in full force and effect at the date hereof.

IN WITNESS WHEREOF, I have hereto set my hand and affixed the seal of the Company this 19th day of January, 1988.


Dennis M. Stern, Secretary

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WHEREAS, the Company desires to purchase the premises located at 7284 West Devon Avenue, Chicago, Illinois; and

WHEREAS, the Company intends to enter into an agreement to purchase the aforementioned premises from First State Bank & Trust Company of Park Ridge, As Trustee Under Trust Number 680 ("Purchase Agreement").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby approves and authorizes the purchase of the premises at 7284 West Devon Avenue, Chicago, Illinois, pursuant to the Purchase Agreement to be entered into with First State Bank & Trust Company of Park Ridge, As Trustee Under Trust Number 680 (the "Seller") in consideration of the payment by the Company to the Seller of the sum of Three Hundred Forty Thousand (\$340,000) Dollars, which shall be payable as follows: (i) a cash payment of Thirty-Four Thousand (\$34,000) Dollars upon the execution of the Purchase Agreement to be held in escrow by the Sellers' realtor, Fallico & Associates and paid to the Seller on the day of the of the closing; (ii) a cash payment of approximately One Hundred Six Thousand (\$106,000) Dollars subject to adjustment, to be paid on the date of the closing and (iii) a promissory note and mortgage made payable to Markal Sales Corp. Employees' Pension Plan and Trust in the amount of Two Hundred Thousand (\$200,000) Dollars (said mortgage and promissory note collectively referred to as the "Mortgage") and which Purchase Agreement and Mortgage as finally negotiated and agreed upon, may contain such other terms and conditions as the appropriate officer or officers of the Company shall, in their judgement and with the advise of counsel approve, such approval to be conclusively evidenced by the execution of the Purchase Agreement and Mortgage and the receipt of a deed for the aforesaid premises from said Seller; and

BE IT FURTHER RESOLVED, that the Board of Directors of this Company hereby approves and ratifies the actions of the appropriate officers of this Company in negotiating the Purchase Agreement and Mortgage on behalf of the Company as set forth in the immediately preceding resolution, and after its execution to carry out the Purchase Agreement and Mortgage on behalf of the Company as set forth in the immediately preceding resolution and to execute and deliver all such documents, instruments and agreements and take all other actions as they may, with the advice of counsel, consider necessary or desirable in connection with the proposed purchase of the aforesaid premises referred to in such resolution.

EXHIBIT "A"

TRUSTEE'S DEED

INDIVIDUAL CORPORATION

UNOFFICIAL COPY

GRANTOR, First State Bank & Trust Company of Park Ridge, an Illinois Banking Corporation, duly authorized to accept and execute trusts within the State of Illinois, not personally but as Trustee under the provisions of a certain deed or deeds in trust duly recorded and delivered to said Illinois Banking Corporation in pursuance of a certain Trust Agreement, dated the 25th day of April, 1978, and known as Trust Number 680, for and in consideration of the sum of Ten and no/100

Dollars (\$ 10.00) and other good and valuable considerations in hand paid, does hereby grant, sell and convey unto NATIONAL GUARDIAN SECURITY SERVICES CORP., a Delaware Corporation of 777 West Putnam in the city of Greenwich County of Cook, State of Connecticut the following described real estate, situated in Cook County, Illinois, together with the tenements and appurtenances thereto belonging, to wit:

Lot 52 and Lot 53 in H. Roy Berry Company's Devon-Marlem Subdivision, being a subdivision of parts of the south half of Section 36, Town 41 North, Range 12, East of the Third Principal Meridian, and of part of the northeast quarter of the northeast quarter of Section 1, Town 40 North, Range 12, East of the Third Principal Meridian

Commonly known as 7284 West Devon Avenue, Chicago, Illinois 60631

PERMANENT TAX INDEX NUMBER: 09-36-424-026 HOOGS ALL

Subject to: General real estate taxes for 1987 and subsequent years, building lines and building and liquor restrictions of record, zoning and building laws and ordinances, public utility easements, covenants and restrictions of record as to use and occupancy.

TO HAVE AND TO HOLD the aforescribed property forever

This deed is executed by the Trustee, pursuant to and in the exercise of the power and authority granted to and vested in it by the terms of a deed or deeds in trust duly recorded and the provisions of said Trust Agreement above mentioned, and of every other power and authority thereunto enabling, subject, however, to the liens of all trust deeds and/or mortgages upon said real estate, if any, of record in said county; all unpaid general taxes and special assessments and other liens and claims of any kind; pending litigation, if any, affecting the said real estate; building lines, building, liquor and other restrictions of record, if any; party walls, party wall rights and party wall agreements, if any; zoning and building laws and ordinances; mechanic's lien claims, if any; easements of record, if any; and rights and claims of parties in possession.

IN WITNESS WHEREOF, the Grantor has caused its corporate seal to be hereunto affixed, and has caused its name to be signed by these presents by its (Executive) (Assistant) (Vice-President) (Trust Officer) and attested by its (Executive) (Assistant) (Vice-President) (Trust Officer) this 6th day of January, 1988.

First State Bank & Trust Company of Park Ridge as Trustee, as aforesaid, and not personally,

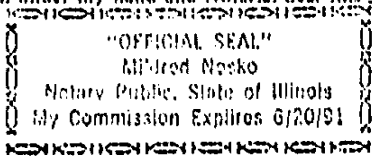
By: [Signature] (Executive) (Assistant) (Vice-President) (Trust Officer)

ATTEST: [Signature] (Executive) (Assistant) (Vice-President) (Trust Officer)

STATE OF ILLINOIS } SS. COUNTY OF COOK }

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY, that the above named (Executive) (Assistant) (Vice-President) (Trust Officer) and (Executive) (Assistant) (Vice-President) (Trust Officer) of First State Bank & Trust Company of Park Ridge, an Illinois banking corporation, Grantor, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such (Executive) (Assistant) (Vice-President) (Trust Officer) and (Executive) (Assistant) (Vice-President) (Trust Officer) respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Illinois banking corporation for the uses and purposes therein set forth; and the said (Executive) (Assistant) (Vice-President) (Trust Officer) then and there acknowledged that said (Executive) (Assistant) (Vice-President) (Trust Officer), as custodian of the corporate seal of said Illinois banking corporation, caused the corporate seal of said Illinois banking corporation to be affixed to said instrument as the free and voluntary act of said (Executive) (Assistant) (Vice-President) (Trust Officer) and as the free and voluntary act of said Illinois banking corporation for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 8th day of January, 1988.



[Signature] Notary Public

My Commission Expires: June 20, 1991

MAIL TO:

H. J. McCown (Name) Jenner & Block, One IBM Plaza (Address) Chicago, IL 60611 (City, State and Zip)

OR RECORDER'S OFFICE BOX NO 15

DOCUMENT PREPARED BY

Tom Olen, Assistant Trust Officer, 607 W. Devon Av., Park Ridge, IL 60068 SEND SUBSEQUENT TAX BILLS TO National Guardian Corporation, 7284 W. Devon, Chicago, IL (Address)

ADDRESS OF PROPERTY

7284 W. Devon Av., Chicago, IL 60631

THE ABOVE ADDRESS IS FOR STATISTICAL PURPOSES ONLY AND IS NOT A PART OF THIS DEED

STATE OF ILLINOIS REAL ESTATE TRANSFER TAX, REAL ESTATE TRANSACTION TAX, COOK COUNTY, DEPT. OF REVENUE, JAN 27 1988, 17000

Please Return To: NANCY LEVITS, Title Insurance Company, 69 West Washington Street, Chicago, IL 60602, RE: N-25291-1222-14

DOCUMENT NUMBER

3661331

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TRUSTEE'S DEED

INDIVIDUAL

First State Bank & Trust Company

of Park Ridge

As Trustee under Trust Agreement

To

NATIONAL GUARDIAN SECURITY SERVICES
CORP., a Delaware Corporation

1385523
IN DUPLICATE

3684334

3684334

Agred JAN 29 AM 9 24
Address
HARRY HENSHAW
REGISTRAR OF TITLE

Superior Corporation

Property of Cook County Clerk's Office

First State Title Insurance
100 WEST WAB
CHICAGO, ILLINOIS 60602
237033
Sig. Cert. No. 237033
Title