

UNOFFICIAL COPY

SECRETARY'S CERTIFICATION

The undersigned, being the duly elected and acting Secretary of Martinique-Drury Lane Theatre Corporation, an Illinois corporation (the "Corporation") does hereby certify the following:

Attached hereto as Exhibit A is a true, complete and correct copy of the resolution duly adopted by the Shareholders and the Board of Directors of the Corporation on January 28th, 1988 and such resolution has not been rescinded, amended, revoked or modified.

The undersigned further certify that as of this date the President, Secretary and Treasurer of the Corporation are Anthony DeSantis, Lucille DeSantis and Diane Van Lente, respectively.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 29th day of February, 1988.

Lucille DeSantis
Lucille DeSantis
Secretary

Attest: *Anthony DeSantis*
Anthony DeSantis
President

Clerk's Office

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WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS AND BOARD OF DIRECTORS

We, the undersigned, being all the Shareholders and Directors of Martiniqne Drury Lane Theater Corporation, an Illinois Corporation, hereby waive all notice of the special meeting of said Shareholders and Board of Directors, whether provided by statute or otherwise, and consent and agree that said meeting shall be held at 2500 W. 94th Place, in the Village of Evergreen Park, Illinois, on the 28th day of January, 1988, at the hour of 7:30 p.m.

Dated: January 28, 1988

Martiniqne Drury Lane (MDS) ✓
James A. Duce (LDS)
William H. H. H. H. (DVL)
being all the Shareholders
and Directors of said Corporation

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SPECIAL MEETING OF SHAREHOLDERS AND BOARD OF DIRECTORS

A Special Meeting of the Board of Directors and Shareholders of Martinique-Drury Lane Theater Corporation, an Illinois Corporation, was held at the offices of the company located at 2500 W. 94th Place, in the Village of Evergreen Park, Illinois 60642, at the hour of 7:30 p.m. on the 28th day of January, 1988, pursuant to waiver of notice attached hereto.

Present at the meeting were:

MARIO DE SANTIS
LUCILLE DE SANTIS
DEANE VAN LENTE

which represented all of the Shareholders and the whole Board.

MARIO DE SANTIS acted as Chairman. LUCILLE DE SANTIS acted as Secretary of the meeting to record the proceedings thereof.

The Chairman then presented a proposal to sell the operating assets and real estate located at 2500 W. 94th Place, Evergreen Park, Illinois. On a motion made, seconded and carried, the board and shareholders unanimously approved the following resolution:

"Resolved, that the President, or any Vice President of the Corporation (the "Authorized Officer") is hereby authorized for and on behalf of the Corporation to execute and deliver an asset purchase agreement (the "Agreement"), which Agreement shall provide, among other things, for the sale by the Corporation of substantially all of its operating assets located at 2500 W. 94th Place, Evergreen Park, Illinois, all upon such terms and subject to such conditions and an exchange for such purchase price as the Authorized Officer executing the Agreement on behalf of the Corporation may approve; and that each Authorized Officer is authorized to enter into, in the name and for and on behalf of the Corporation, such amendments and supplements to the Agreement as such Authorized Officer may deem necessary or appropriate; and

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Further Resolved, that the Authorized Officers are authorized to execute and deliver, in the name and for and on behalf of the Corporation, or otherwise, any and all such agreements, documents and instruments, and to take and do or cause to be taken and done, in the name and for and on behalf of the Corporation, or otherwise, any and all such actions and things, as any of such officers may deem necessary or appropriate to consummate the transaction contemplated by the foregoing resolution."

There being no further business to come before the Special Meeting, on motion duly made, seconded and carried, the meeting adjourned.

Lucille D. Nantz (LDS)
Secretary of the Meeting

Approved by all Directors and Current Shareholders

Lucille D. Nantz (LDS)
Marie K. Nantz (LDS)
Marie K. Nantz (DVL)

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3691429

This Indenture Witnesseth, That the Grantor Marlinique-Drury Lane Theater Corporation, an Illinois Corporation,

of the County of Cook and State of Illinois for and in consideration of Ten (\$10.00) Dollars,

and other good and valuable consideration in hand paid, Consensus and Warranty unto STANDARD BANK AND TRUST COMPANY, a corporation of Illinois, as Trustee under the provisions of a trust agreement dated the 30th day of February, 1988, and known as Trust Number 11588 the following described real estate in the County of Cook and State of Illinois, to-wit:

Lot 22 (except the South 10 feet thereof), Lot 23 (except the South 10 feet thereof), Lot 21 (except the South 10 feet thereof), Lot 27 (except the South 10 feet thereof), Lot 29 (except the South 10 feet thereof) and Lot 30 (except the South 10 feet thereof) in Block 7 in Block and Power's Boulevard Subdivision of Blocks 7 and 8 of Block 11, Chicago and Drury's Subdivision of the East Half of the Southeast Quarter Section 1, Town of North, Range 1, East of the Third Principal Meridian, in Cook County, Illinois.

Vol.: 236 207-23 207-24 207-31 207-32 207-34
P.L.N.: 24-01-406-054, 24-01-406-055, 24-01-406-062, 24-01-406-063, 24-01-406-066 and 24-01-406-067
207-40

Common Address: 2500 W. 94th Place, Evergreen Park, Illinois 60642

TO THE TAX OFFICE OF COOK COUNTY

3691429

VILLAGE OF EVERGREEN PARK

15331 1/2 S. 94th St

REAL ESTATE REGISTER TAX

Exempt from real estate tax under Section 20-1-1 of the Illinois Tax Code

Local Real Estate Transfer Tax

3/1/88

Date

Buyer, Seller or Representative

County Transfer Tax Office
Buyer, Seller or Representative
Date
3/1/88

TO HAVE AND TO HOLD the said premises with the appurtenances upon the trusts and for the uses and purposes herein set forth

Full power and authority is hereby granted to said trustee to improve, manage, protect and subdivide said premises any part thereof, to dedicate parks, streets, highways or alleys and to execute any subdivision or part thereof and resubdivide said property as often as desired, to contract to sell, to sell on any terms, to convey either with or without consideration, to donate, to dedicate, to mortgage, pledge or otherwise encumber, to lease said property, or any part thereof, from time to time, by leases to commence in present or in futuro, and upon any terms and for any period or periods of time not exceeding 99 years, and to renew or extend leases upon any terms and for any period or periods of time and to amend, change or modify leases and the terms and provisions thereof at any time or times hereafter, to partition or to exchange said property, or any part thereof, for other real or personal property, to grant easements or charges of any kind, to release, convey or assign any right, title or interest in or about said premises and to deal with said property and every part thereof in all other ways and for such other considerations as it should be lawful for any person owning the same to deal with the same, whether similar to, or different from the ways above specified, at any time or times hereafter.

In no case shall any party, to whom said premises, or any part thereof, shall be conveyed, contracted to be sold, leased or mortgaged by said trustee, and in no case shall any party dealing with said trustee in relation to said premises, be obliged to see to the application of any purchase money, rent or money borrowed or advanced on said premises, or be obliged to see that the terms of this trust have been complied with, or be obliged to inquire into the necessity or expediency of any act of said trustee, or be privileged or obliged to inquire into any of the terms of said trust agreement.

The interest of each and every beneficiary hereunder and of all persons claiming under them, is hereby declared to be personal property and to be in the earnings, avails and proceeds arising from the disposition of the premises, the intention hereof being to vest in the said STANDARD BANK AND TRUST COMPANY the entire legal and equitable title to, and to all the premises above described.

And the said grantor hereby expressly waives and releases any and all right of benefit under and by virtue of any and all statutes of the State of Illinois providing for the exemption of homesteads from sale on execution or otherwise.

In Witness Whereof, the grantor aforesaid has hereunto set their hands and seal this 1st day of March, 1988.

This instrument prepared by
John K. Wheeler, Attorney at Law
Wheeler, Wheeler and Wheeler
6301 S. Cass Avenue
Suite 300
Westmont, Illinois 60659

Marlinique-Drury Lane Theater Corporation
By Curtley DeFouche (SEAL)
President

Marlinique-Drury Lane Theater Corporation
By Michelle S. Smith (SEAL)
Secretary

(SEAL)

BOX 366

TRUST No. CO

DEED IN TRUST

(WARRANTY ADD)

3591429



STANDARD BANK AND TRUST CO

TRUSTEE

3591429



STANDARD BANK AND TRUST CO

STANDARD BANK AND TRUST CO
100 N. LAUREL ST.
CHICAGO, ILL. 60602

TITLE SERVICES, INC.
37 E. LAUREL ST., CHICAGO, ILL. 60602

REGISTERED PROFESSIONAL TITLE

Property of Cook County Clerk's Office

State of Illinois }
County of Cook } ss

I, _____ the undersigned
a Notary Public in and for said County, in the State aforesaid, Do Herby Certify:
That Anthony Desantis, President and Lucille Desantis,
Secretary
personally known to me to be the same person 5 whose names are sub-
scribed to the foregoing instrument, appeared before me this day in person and
acknowledged that they signed, sealed and delivered the said instrument
as their free and voluntary act, for the uses and purposes
therein set forth, including the release and waiver of the right of homestead
Given under my hand and Notarial seal, this 15th day of _____
A.D. 19 88 March
Lucille Desantis
Notary Public 5-15-88