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THE GROUND ROUND, INC.

CERTIFICATE 

I, Stuart R. Plumer, do hereby certify that I am Secretary of The Ground Round, Inc., a Delaware corporation (the "Company"), and that by unanimous action of the Board of Directors acting pursuant to Section 141(f) of the Delaware General Corporation Law, in lieu of a meeting of the Board of Directors taken on July 27, 1988, the following resolution was adopted and is in full force and effect as of the date hereof:

VOTED: That the Chairman of the Board of Directors and Chief Executive Officer, the Treasurer or any Vice President of the Corporation, or either of them, acting in such capacity, be and he hereby is authorized, empowered and directed, acting for and on behalf of The Ground Round, Inc., to sign, execute, seal with the corporate seal, and deliver any and all assignments, assumptions, contracts and any and all other documents necessary or expedient for the consummation of a certain Agreement of Sale and Purchase, and a certain Lease, both by and between Westinghouse Credit Corporation as Purchaser and Lessor, and The Ground Round, Inc., as Seller and Lessee respectfully, relating to certain assets consisting of real estate, leasehold interests, and personal property, relating to eighteen (18) restaurants located in the states of Illinois, Missouri, and Ohio, all in accordance with the provisions of said Agreement of Sale and Purchase, and said Lease, together with any and all other documents or instruments which, may be necessary or expedient in order to consummate the provisions of said Agreement and Lease.

I further certify that said resolution is in full force and effect and

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has not been rescinded, revoked or modified.

I further certify that the duly elected officers of The Ground Round, Inc. as of the date of this certificate are:

Chairman of the Board of Directors
and Chief Executive Officer:

Eric Bernard

Vice Presidents:

Robert G. King
Harold F. von Ulmer
Stuart R. Plumer
Kevin P. O'Connor
Warren C. Hutchins
Robert F. Brady

Treasurer:

Robert G. King

Assistant Treasurer

Richard F. McNally

Secretary:


Stuart R. Plumer

Assistant Secretary:

Robert F. Brady

IN WITNESS WHEREOF, on the 27th day of July 1988, I have hereunto affixed my signature and the official seal of this Company.

ATTEST:


Stuart R. Plumer, Secretary

(Seal)

SECRETARY'S CERTIFICATE

I, Joseph A. Harrison, Secretary of Westinghouse Credit Corporation ("WCC"), do hereby certify on behalf of WCC that:

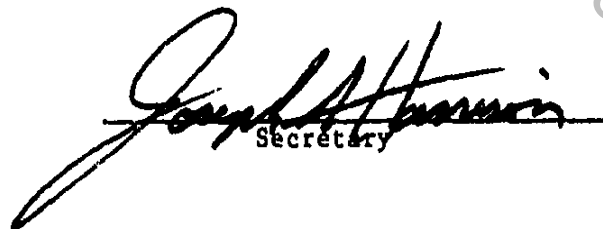
1. Attached hereto as Exhibits A and B are true, correct and complete copies of the Articles of Incorporation and Bylaws of WCC as amended to date, and said Articles and Bylaws are now in full force and effect.

2. The Resolution attached hereto as Exhibit C is a true and correct copy of a resolution duly adopted by the Board of Directors of WCC on July 28, 1988, and said resolution has not been amended or revoked, and remains in full force and effect as of the date hereof.

3. The following persons have been duly elected to and do now hold the offices set forth opposite their names:

<u>Name</u>	<u>Title of Office</u>
William A. Powe	President
Joseph A. Harrison	Secretary

DATED this 28th day of July, 1988


Secretary

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EXHIBIT

A

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WESTINGHOUSE CREDIT CORPORATION

Property of Cook County Clerk's Office

Incorporated under the Laws
of the State of Delaware

CERTIFICATE OF INCORPORATION

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CERTIFICATE OF INCORPORATION

of

WESTINGHOUSE CREDIT CORPORATION

We, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions, and subject to the requirements, of the laws of the State of Delaware (particularly Chapter 1 of Title 8 of the Delaware Code of 1953, known as the "General Corporation Law of the State of Delaware," and the acts amendatory thereof, supplemental thereto or substituted therefor), do make and file this Certificate of Incorporation in writing and do hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the Corporation) is

WESTINGHOUSE CREDIT CORPORATION

SECOND: The respective names of the County and of the City within the County in which the principal office of the Corporation is to be located in the State of Delaware are the County of New Castle and the City of Wilmington. The name of the resident agent of the Corporation is The Corporation Trust Company.

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The street and number of said principal office and the address by street and number of said resident agent is No. 100 West Tenth Street, in the City of Wilmington, State of Delaware.

THIRD: The nature of the business of the Corporation, and the objects and purposes to be transacted, promoted or carried on by it, are as follows:

(1) To engage in the business of financing purchases and sales of appliances, apparatus, equipment and products of any type, description or line of manufacture, including without limitation any device used or capable of use in connection with the generation, distribution or utilization of electricity (all of which are hereinafter in this Article THIRD called "products"), and, in connection with such business, to make, promote or arrange for loans or extensions of credit to manufacturers, distributors, wholesalers, dealers, retailers, users and consumers of, and to any other sellers or purchasers of, products, and generally to engage in all transactions and activities not prohibited by law designed to assist or encourage any person (which term as hereinafter used in this Article THIRD shall be deemed to include any individual, firm, association, partnership, syndicate, trust or corporation) in the purchase or sale of products, the maintenance of inventories of products for sale or display or the installation and use of products.

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(2) To lend money, with or without security therefor, to any person, and, in connection therewith, if the Corporation shall so elect, retain or accept payment of the interest on such loans at the time the loans are made and in advance of the accrual of such interest; to promote, organize, reorganize, finance, procure capital or credit for or assist financially or otherwise any person in any manner or by any method whatsoever.

(3) To maintain credit, collection and financial departments and upon request to extend the facilities of such departments and to furnish advice on credit, collection and financial matters to any person.

(4) To acquire by purchase, subscription, contract or otherwise, to hold for investment or otherwise, to accept, endorse, guarantee, agree to repurchase, and to sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with, and to lend money on, and advance money or credit on, open accounts, accounts receivable, commercial paper, promissory notes, drafts, acceptances, bills of exchange, finance bills, conditional sales contracts, bailment leases, factor's liens, security interests, purchase agreements and other contracts, real estate and chattel mortgages of all types, leases, warehouse and trust receipts,

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bills of lading, documents of title, contracts, choses in action of any and every kind, nature and description, negotiable and non-negotiable, either with or without recourse of any type or to any person, and products; and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any of the foregoing.

(5) To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and generally to trade and deal in and with goods, wares, and merchandise of every kind, nature and description; and to engage or participate in any mercantile, manufacturing or trading business of any character or kind whatsoever.

(6) To acquire by purchase, exchange, lease, devise or otherwise and to own, hold, use, maintain, manage, improve, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of or deal in and with, real and personal property of every kind or description and rights and privileges therein, wheresoever situate; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any such property, any and all rights, powers and privileges in respect thereof.

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(7) To acquire by purchase, subscription, contract or otherwise, to hold for investment or otherwise, and to sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with, any and all kinds of securities issued or created by any person or any government, state, municipality or other political or governmental division or subdivision, or any authority or agency thereof or created thereby, and to issue in exchange therefor or in payment thereof, in any manner permitted by law and this Certificate of Incorporation, its own securities of any kind, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities, and to aid by loan, subsidy, guaranty or in any other manner permitted by law those issuing, creating, or responsible for any such securities (the term "securities," for the purposes of this Article THIRD, and without limitation of the generality thereof, being deemed to include any stocks, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets).

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(8) To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons engaged in any business in which the Corporation is authorized to engage or which is related thereto; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of any such persons and to conduct in any lawful manner the whole or any part of any business thus acquired.

(9) To endorse or guarantee the payment of principal, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations of, any securities, and to guarantee the performance of any contracts or other undertakings in which the Corporation may otherwise be or become interested, in so far as may be permitted by law.

(10) To develop, apply for, obtain, register, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions, devices, formulae, processes, improvements and modifications thereof, letters patent and all rights connected

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therewith or appertaining thereunto, copyrights, trade-marks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, grants and concessions granted by or recognized under the laws of the United States of America or of any State or subdivision thereof or of any other country or subdivision thereof.

(11) To enter into, make, perform and carry out contracts and agreements of every kind and description which may be necessary, appropriate, convenient or advisable in carrying out the business of the Corporation, with any person, government, state, municipality or other governmental division or subdivision or any authority or agency thereof or created thereby.

(12) To borrow or raise money for any of the purposes of the Corporation, from time to time, and without limit as to amount; to issue and sell or exchange its own evidences of indebtedness, shares of capital stock and other securities, from time to time, in such amounts, on such terms and conditions, for such purposes and for such consideration, now or hereafter permitted by the laws of the State of Delaware and by this Certificate of Incorporation, as the Board of Directors of the Corporation (hereinafter called the Board of Directors) may determine; and to secure such evidences of indebtedness, to the extent now or hereafter permitted by the laws of said State

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and by this Certificate of Incorporation and as the Board of Directors may determine, by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the Corporation, then owned or thereafter acquired.

(13) To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities (including shares of its own capital stock of any class), from time to time, to such an extent and in such manner and upon such terms as the Board of Directors may determine; provided that the Corporation shall not use its funds or property for the purchase of shares of its own capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

(14) To organize or cause to be organized under the laws of the State of Delaware, or of any other State of the United States of America, or of the District of Columbia, or of any territory, dependency, colony or possession of the United States of America, or of any foreign country, a corporation or corporations, whether for the purpose of transacting, promoting or

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It is the intention that the objects and purposes set forth in the foregoing clauses of this Article THIRD shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this Certificate of Incorporation, but that the objects and purposes set forth in each of the clauses of this Article shall be regarded as independent objects and purposes.

It is also the intention that said clauses be construed as powers, as well as objects and purposes, and that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and, generally, that the Corporation shall be authorized to do all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or exercise under the General Corporation Law of the State of Delaware, or under any act amendatory thereof, supplemental thereto or substituted therefor; provided, however, that the Corporation shall not, in any state, district, territory, province, possession or country, carry on any business, or exercise any powers, except to the extent that a similar corporation organized under the laws of said state, district, territory, province, possession or country could carry on such business or exercise such powers

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carrying on any or all of the objects or purposes for which the Corporation is organized or otherwise, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(15) To carry out all or any of the foregoing objects and purposes, as principal or agent and alone or with associates or, to the extent now or hereafter permitted by the laws of the State of Delaware, as a member of, or as the owner or holder of any stock of, or any shares or interest in, any firm, association, trust, corporation or syndicate, and to conduct its business in any and all of its branches at one or more offices in the State of Delaware and elsewhere.

(16) To do all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incident to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or the attainment of any of the objects hereinbefore enumerated not inconsistent with the laws of the State of Delaware; and to execute from time to time such general or special powers of attorney, and to such person or persons as the Board of Directors may deem proper, and to revoke such powers of attorney as and when the Board of Directors may desire.

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EIGHTH: The stockholders of the Corporation shall have no preemptive right to subscribe to any or all additional issues of stock of the Corporation.

NINTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the Corporation shall be fixed by its by-laws and may be altered from time to time by amending the by-laws as therein provided, but in no case shall the number be less than three. A director need not be a stockholder. The election of directors of the Corporation need not be by ballot unless the by-laws so require. One-third of the directors (but not less than two) shall constitute a quorum for the transaction of business, unless the by-laws shall provide that a different number shall constitute a quorum, which in no case shall be less than one-third of the total number of directors nor less than two directors.

2. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

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therein; and provided further that the Corporation shall not be deemed to possess the power of issuing bills, notes, or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold and silver bullion or foreign coins.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One-Hundred Thousand (100,000) and the par value of each of such shares shall be One-Hundred Dollars (\$100.00). All such shares shall be of one class and shall be designated Common Stock.

The minimum amount of capital with which the Corporation shall commence business is One Thousand Dollars (\$1,000).

FIFTH: The name and place of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Place of Residence</u>
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Townsend, Delaware

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatever.

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(d) To fix from time to time the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;

(e) In addition to the powers and authorities hereinbefore and by the laws of the State of Delaware expressly conferred upon the Board of Directors, to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the by-laws of the Corporation; and

(f) By resolution passed by a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of two or more directors of the Corporation, which, to the extent provided in the resolution or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the Management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

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(a) To make, alter, amend and repeal the by-laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or the Certificate of Incorporation of the Corporation, subject to the power of the stockholders of the Corporation having voting power to alter, amend or repeal the by-laws made by the Board of Directors;

(b) Without the assent or vote of the stockholders, subject to the provisions of this Certificate of Incorporation, to authorize and issue, from time to time, obligations of the Corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility into shares of stock of the Corporation or otherwise, as the Board of Directors, in its sole discretion, may determine, and to authorize the mortgaging or pledging, as security therefor, of any property, real or personal, then owned or thereafter acquired by the Corporation;

(c) To determine whether any, and if any, what part, of the annual net profits of the Corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such annual net profits or net assets in excess of capital;

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of the Board of Directors or of any committee thereof which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director, officer or employee of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director, officer or employee of such subsidiary or affiliated corporation.

Any contract, transaction or act of the Corporation, or of the Board of Directors, or of any committee of the Board of Directors, which shall be ratified by a majority of a quorum of the stockholders of the Corporation entitled to vote at any annual meeting, or at any special meeting called for such purpose, shall, in so far as permitted by law or by this Certificate of Incorporation, be as valid and as binding as though ratified by every such stockholder; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

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3. Any director or any officer elected or appointed by the stockholders of the Corporation or by its Board of Directors may be removed at any time in such manner as shall be provided in the by-laws of the Corporation.

4. In the absence of fraud, no contract or other transaction between the Corporation and any other corporation, and no act of the Corporation, shall in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors, officers or employees of, such other corporation or have a pecuniary or other interest in such act. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority of the members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director, officer or employee of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of

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IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth, and accordingly have hereunto set our respective hands and seals this 1st day of March, 1954.

H. K. Webb (L.S.)

H. C. Broadt (L.S.)

A. D. Atwell (L.S.)

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5. Subject to any limitation in the by-laws then in effect, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses as such members. Nothing contained herein shall preclude any director from serving the Corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation therefor.

TENTH: The stockholders and the Board of Directors shall have the power, if the by-laws so provide, to hold their respective meetings outside of the State of Delaware, and except as otherwise required by law, the corporate records, books, documents and papers of the Corporation may be kept outside of the State of Delaware.

ELEVENTH: The Corporation reserves the right from time to time to amend, alter, change, add to or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights and powers at any time conferred upon stockholders, directors and officers of the Corporation by this Certificate of Incorporation or any amendment thereof are subject to the provisions of this Article ELEVENTH.

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STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on the 1st day of March, 1954, personally appeared before me, M. Ruth Mannering, a Notary Public in and for the County and State aforesaid, H. K. Webb, H. C. Broadt and A. D. Atwell, all the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and to each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. Ruth Mannering
Notary Public

M. Ruth Mannering
Notary Public
Appointed Feb. 11, 1953
State of Delaware
Term Two Years

BY-LAWS

of

WESTINGHOUSE CREDIT CORPORATION

ARTICLE I

OFFICES

SECTION 1. Principal Office. The principal office of the Corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle, and the resident agent in charge thereof shall be The Corporation Trust Company.

SECTION 2. Other Offices. The Corporation may have an office or offices in Pittsburgh, Pennsylvania, and at such other place or places as the Board of Directors may from time to time determine or the business of the Corporation may require.

[As amended through January 22, 1988]

ARTICLE II

MEETINGS OF STOCKHOLDERS

SECTION 1. Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held at ten o'clock in the forenoon on the Monday following the first Wednesday in April in each year, if not a legal holiday under the laws of the State where such meeting is to be held, and if a legal holiday under the laws of said State, then on the next succeeding business day not a legal holiday under the laws of said State.

SECTION 2. Special Meetings. A special meeting of the stockholders for any purpose or purposes unless otherwise prescribed by law, may be called at any time by the President or by order of the Board of Directors and shall be called by the Secretary upon the request of a stockholder or stockholders holding of record at least one-third of the outstanding shares of stock of the Corporation entitled to vote at such meeting.

SECTION 3. Place of Meeting. Each meeting of stockholders of the Corporation shall be held at such

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place, either within or without the State of Delaware, as the Board of Directors shall direct and as shall be specified in the notice or waiver of notice of said meeting.

SECTION 4. Notice of Meetings. Except as otherwise provided by law, notice of each meeting of the stockholders shall be given to each stockholder of record entitled to vote at such meeting, whether annual or special not less than ten (10) nor more than forty (40) days before the day on which the meeting is to be held, by delivering a type-written or printed notice thereof to him personally, or by mailing such notice in a postage prepaid envelope addressed to him at his post-office address furnished by him to the Secretary of the Corporation for such purpose, or, if he shall not have furnished to the Secretary of the Corporation his address for such purpose, then at his post-office address last known to the Secretary of the Corporation. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. Notice of any meeting of stockholders shall not be required to be given to any stockholder who shall attend such meeting in person or by proxy. Notice of any adjourned meeting of the stockholders shall not be required to be given except where expressly required by law.

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SECTION 5. Quorum. At each meeting of the stockholders, except where other provision is made by law, the holders of a majority of the issued and outstanding stock of the Corporation entitled to vote at such meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the stockholders of the Corporation present in person or by proxy and entitled to vote, or, in the absence of all the stockholders entitled to vote, any officer entitled to preside at, or act as Secretary of, such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 6. Voting. At each meeting of stockholders every stockholder of record of the Corporation entitled to vote at such meeting shall be entitled to one vote in person or by proxy for each share of stock of the Corporation registered in his name on the books of the Corporation.

(a) on the date fixed pursuant to Section 3 of Article VI of these By-laws as the record date

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for the determination of stockholders entitled to vote at such meeting; or

(b) if no such record date shall have been fixed, then at the date of such meeting;

provided, however, that, except where the transfer books of the Corporation shall have been closed or such a record date fixed, no share of stock of the Corporation which shall have been transferred on the books of the Corporation within twenty (20) days next preceding any election of directors shall be voted on at such election of directors. Any vote on stock of the Corporation may be given by the stockholder entitled thereto in person or by proxy appointed by an instrument in writing, subscribed by such stockholder or by his attorney thereunto authorized and delivered to the Secretary of the meeting; provided, however, that no proxy shall be voted on after three years from its date unless said proxy provided for a longer period. At all meetings of the stockholders, all matters (except where other provision is made by law or by the Certificate of Incorporation of the Corporation) shall be decided by a majority of the votes cast by the holders of the stock present in person or by proxy and entitled to vote thereat, a quorum being present.

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SECTION 7. List of Stockholders. It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its stock ledger, either directly or through another officer of the Corporation designated by him or through a transfer agent or transfer clerk appointed by the Board of Directors, to prepare, at least ten (10) days before every meeting of the stockholders for the election of directors of the Corporation, a complete list of the stockholders entitled to vote thereat, arranged in alphabetical order. Such list shall be open, at the place where said meeting is to be held, for said ten (10) days, to the examination of any stockholder, and shall be produced and kept at the time and place of said meeting during the whole time thereof, and subject to the inspection of any stockholder who shall be present thereat. Upon the wilful neglect or refusal of the directors to produce such list at any election, they shall be ineligible to any office at such election. The original or a duplicate stock ledger shall be the only evidence as to who are the stockholders entitled to examine such list or the books of the Corporation, or to vote in person or by proxy at such election.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

SECTION 2. Number and Term of Office. The number of directors which shall constitute the whole Board shall be fixed from time to time by a vote of a majority of the whole Board. Directors need not be stockholders. Each director shall hold office until the next annual meeting of the stockholders next following his election and until his successor shall have been elected and shall qualify, or until his earlier death, resignation or removal.

SECTION 3. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any director shall take effect at the time

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specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Removal. Any director may be removed, either with or without cause at any time, by the vote of a majority in interest of the holders of record of the outstanding stock of the Corporation entitled to vote, at a special meeting of the stockholders called for the purpose; and the vacancy in the Board of Directors caused by any such removal may be filled by the stockholders at such meeting, or, if the stockholders shall fail to fill such vacancy, by the Board of Directors.

SECTION 5. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, removal, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until his successor shall be duly elected and qualified, unless sooner displaced.

SECTION 6. Place of Meetings, etc. Except as otherwise provided by law, the Board of Directors may hold its

meetings, have one or more offices, and keep the books and records of the Corporation, at such place or places within or without the State of Delaware, as the Board may from time to time determine.

SECTION 7. First Meeting. After each annual election of directors and on the same day, the Board of Directors may meet for the purpose of organization, election of officers and the transaction of other business at the place where regular meetings of the Board of Directors are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

SECTION 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board shall by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at such place at the same hour and on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

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SECTION 9. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by two of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable or wireless, or be delivered personally or given by telephone, not later than one day before the day on which such meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof, except as otherwise herein expressly provided. Notice of any meeting of the Board need not be given to any director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors then in office shall be present thereat.

SECTION 10. Quorum and Manner of Acting. Except as otherwise provided by law or by these By-laws, one-third of the total number of directors (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the

absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given.

SECTION 11. Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board. Nothing herein contained shall be construed so as to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 12. Indemnification of Directors and Officers. Each person who shall have served as a director or officer of the Corporation or, at the request of the Corporation, as a director or officer of any other corporation in which the Corporation owns shares of capital stock or of which it is a creditor, whether or not then in office, and the heirs, executors and administrators of any such person, shall be indemnified by the Corporation against all costs and expenses actually and necessarily incurred by or imposed upon him or them in connection with or arising out of the defense of any action, suit or proceeding in which he

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or they may be involved or to which he or they may be made a party by reason of his being or having been a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which such person shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such expenses shall include the cost of reasonable settlements and compromises (other than amounts paid to the Corporation or to such other corporation) made with a view to curtailment of the costs of litigation, except that no amount shall be paid hereunder in connection with any such settlement unless the Corporation is advised by independent counsel that in their opinion such person was not derelict in the performance of his duty and except that the Corporation shall not indemnify such person in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might be reasonably incurred in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled under any by-law, agreement, vote of shareholders or otherwise.

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ARTICLE IV

OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a Chairman of the Board of Directors, a President, and such number of Vice Presidents as may from time to time be elected by the Board of Directors, a Controller, one or more Assistant Controllers, a Treasurer, one or more Assistant Treasurers, a Secretary, one or more Assistant Secretaries, and such other officers and agents as the Board of Directors may from time to time deem advisable. Such other officers and agents shall be appointed in such manner, have such duties and hold their offices for such terms, as may be determined by resolution of the Board of Directors. Any two or more offices, except those of Chairman of the Board of Directors and Secretary, or President and Secretary, may be held by the same person, but in no case shall the same person act in the same matter in two such official capacities.

SECTION 2. Election, Term of Office and Qualification. The officers shall be elected annually by the Board of Directors, and except in the case of officers appointed in accordance with the provisions of Section 1 of this

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Article, each shall hold office until the next annual election of officers and until his successor shall have been duly elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided. The Chairman of the Board of Directors and the President shall be and remain directors.

SECTION 3. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Removal. Any officer may be removed, either with or without cause, by the vote of a majority of the whole Board of Directors.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in these By-laws for election or appointment to such office.

SECTION 6. The Chairman of the Board. The Chairman of the Board shall preside at the meetings of the Board of

possess the same power as the President to sign all certificates, contracts, obligations and other instruments of the Corporation. Any Vice-President shall perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-laws or by the Board of Directors or by the President.

SECTION 9. Controller. The Controller shall have general charge of the Accounting Department of the Corporation and its proprietary and controlled companies. He shall prescribe and supervise a system of accounting and internal auditing that shall be adopted and followed by the Corporation and its proprietary and controlled companies. He, or some other person or persons designated by name, in writing, by him, shall prepare and certify all vouchers and payrolls. The Controller or the Assistant Controller shall, except as otherwise provided in this Section 9 or in Section 10 of this Article IV, sign all checks before they are presented to the Treasurer. The Controller may designate by name, in writing, one or more other persons, each of whom may sign checks for him and on his behalf. The Controller shall at the close of each month present for the information of the Board of Directors a complete statement of the Corporation's financial affairs and of its operations for the preceding

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Directors and shall be ex-officio a member and Chairman of all standing committees. He shall call meetings of the Board and of the standing committees when he deems them necessary. He shall be the medium of communication to the Board and to the standing committees of all matters presented for their consideration, and have general charge of the affairs of the company.

SECTION 7. The President. The President shall preside at all meetings of the stockholders, shall be ex-officio a member of all standing committees and in the absence of the Chairman of the Board shall preside at all meetings of the Directors and of the standing committees, and shall have, subject to the control of the Board, and the Chairman of the Board, immediate supervision and direction of the company's business.

SECTION 8. Vice-Presidents. In the event of the absence or disability of the President, the Vice-President or, if there be more than one, the Vice-Presidents designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions upon, the President. Except where by law the signature of the President is required, each of the Vice-Presidents shall

month and for the months elapsed since the commencement of the fiscal year. He shall also present full statements of the properties owned and controlled by the Corporation, under appropriate headings, as the Board of Directors may at any time require. He shall carefully preserve and keep in his custody in the office of the Corporation, all contracts, leases, assignments and other valuable instruments of writing. He shall be charged with the duty of verification of all property of the Corporation and of its proprietary companies, the supervision of the taking of all inventories, supervision of all office methods and procedures and supervision of forecasting and budgeting of all such companies with a view to standardization in the interest of economy.

SECTION 10. Treasurer. The Treasurer shall have charge of all moneys and securities belonging to the Corporation. He shall deposit all moneys received by him in the name and to the credit of the Corporation, in such bank or other place or places of deposit as the Board of Directors or the Executive Committee shall from time to time designate; and for that purpose shall have power to endorse for collection or payment all checks or other negotiable paper drawn payable to his order or to the order of the Corporation. He shall disburse the moneys of the Corporation as directed by the Board, by checks which shall bear his

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signature as Treasurer, or that of an Assistant Treasurer, and also the signature of the Controller or an Assistant Controller or some other person designated by name, in writing, by the Controller. The Treasurer may designate by name, in writing, one or more other persons, each of whom may sign checks for him and on his behalf. The Board of Directors may authorize the establishment of dividend, disbursing, petty-cash and payroll accounts in such banks or other place or places of deposit as the Board of Directors may from time to time designate, and moneys of the Corporation may be deposited in such accounts by checks signed as above provided in this Section 10. The Treasurer may designate by name, in writing, one or more persons each of whom may sign checks on any one or more of such accounts for him or on his behalf and, notwithstanding the foregoing provisions of Section 9 and of this Section 10, funds in any such account may be withdrawn or disbursed by checks bearing the single signature of a person so designated, and the Board of Directors may authorize a facsimile signature by a check-signing machine. The Treasurer shall execute a bond (in the penalty fixed by the Board, with such surety as the Board may approve) conditioned for the delivery to the President, or according to the order of the Board, in case of his decease, resignation or discharge, of all moneys, bonds,

evidences of debts, vouchers, accounts, books, writing and papers, and securities of any kind belonging to the Corporation received by him or in his possession, charge or custody, and for the faithful performance of all the duties of his office.

SECTION 11. Secretary. The Secretary shall prepare and keep proper books appertaining to his office. He shall give notice of the meetings of the stockholders and of the Board of Directors, and he shall keep records of the proceedings of the same, and shall perform such other duties as he may be charged with by the Board. He shall have the custody of the Corporation's corporate seal and may affix the same to all documents required in the ordinary conduct of the Corporation's business.

SECTION 12. Assistant Controller, Assistant Treasurer and Assistant Secretary. In the event of the absence or inability to serve of the Controller, an Assistant Controller shall perform all the duties of the Controller; in the event of the absence or inability to serve of the Treasurer, an Assistant Treasurer shall perform all the duties of the Treasurer, and in the event of the absence or inability to serve of the Secretary, an Assistant Secretary shall perform all the duties of the Secretary.

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SECTION 13. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS, DEPOSITS, ETC.

SECTION 1. Contracts, Checks, etc. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents, as may from time to time be designated by the Board of Directors, which designation may be general or confined to specific instances; and unless so designated by the Board of Directors or in these By-laws, no officer, agent or employee other than the President or a Vice-President shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

SECTION 2. Loans. No loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name, unless authorized by the Board of Directors. Loans and advances so authorized by the Board of Directors may be effected at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. Unless a single signature is specifically authorized by resolution of the Board of Directors, all bonds, notes and other obligations or evidences of indebtedness of the Corporation issued for such loans and advances shall be made, executed and delivered by the President and a Vice-President, or by any other two persons designated by the Board of Directors (except that when any such bonds, notes and other obligations or evidences of indebtedness are signed or countersigned by an issuing agent of the Corporation or by any other person authorized by the Board of Directors, the signatures of any such officers or other persons may be facsimile, engraved or printed). When so authorized by the Board of Directors, any and all stocks, securities and other personal property held or owned by the Corporation may be pledged, hypothecated and transferred as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation and of the interest thereon, and to that end may be endorsed, assigned and

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delivered by the President or a Vice-President, or any other person designated by the Board of Directors.

SECTION 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions by these By-laws, as it may deem expedient. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such officer or officers, or agent or agents, as may from time to time be designated by the Board of Directors.

SECTION 4. Proxies in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors, the President, a Vice-President or the Treasurer may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to

consent in respect of such stock or other securities; and the President or any Vice-President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice-President may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE VI

SHARES AND THEIR TRANSFER

SECTION 1. Certificates of Stock. Every stockholder shall be entitled to have a certificate or certificates certifying the number and class of shares of stock of the Corporation owned by him, signed in the name of the Corporation by the President or any Vice-President and by the Secretary or the Treasurer (except that when any such certificate is signed by a transfer agent and by a registrar, the signatures of any such officers may be facsimile, engraved or printed). Such certificates shall be transferable on the stock books of the Corporation in person or by attorney, but, except as hereinafter provided in the case of loss, destruction or mutilation of certificates,

no transfer of stock shall be entered until the previous certificate, if any, given for the same shall have been surrendered and canceled.

SECTION 2. Lost, Destroyed or Mutilated Certificates.

In case of loss, destruction or mutilation of any certificate of stock, another may be issued in its place upon proof of such loss, destruction or mutilation and, if required by the Corporation, upon the giving of a satisfactory bond of indemnity to the Corporation in such sum as the Board of Directors may provide.

SECTION 3. Closing of Transfer Books; Record Date.

The Board of Directors may, by resolution, direct that the stock transfer books of the Corporation be closed for a period not exceeding fifty (50) days preceding the date of any meeting of the stockholders, or the date for the payment of any dividend, or the date for the allotment of any rights, or the date when any change or conversion or exchange of stock of the Corporation shall go into effect, or for a period not exceeding fifty (50) days in connection with obtaining the consent of stockholders for any purpose. In lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date not exceeding fifty (50) days preceding the date of any meeting

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of stockholders, or the date for the payment of any dividend, or the date for the allotment of any rights, or the date when any change or conversion or exchange of stock of the Corporation shall go into effect, or for a period not exceeding fifty (50) days in connection with obtaining the consent of stockholders for any purpose. In lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date not exceeding fifty (50) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of any rights, or the date when any change or conversion or exchange of stock shall go into effect, or a date in connection with obtaining such consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, and any adjournment or adjournments thereof, or to receive payment of any such dividend, or to receive such allotment or rights, or to exercise the rights in respect of any such change, conversion or exchange of stock, or to give such consent, and in each such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment or adjournments thereof, or to receive payment of such

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dividend, or to receive such allotment or rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

ARTICLE VII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and words and figures indicating the year and state in which the Corporation was incorporated and such other words or figures as the Board of Directors may approve and adopt.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these By-laws or the Certificate of Incorporation of the

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Corporation or any of the corporate laws of the State of Delaware, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE X

AMENDMENTS

The By-laws may be altered, amended or repealed by the stockholders at any annual or special meeting, and, except as may be otherwise required by law, may also be altered, amended or repealed by the Board of Directors (subject always to the power of the shareholders to change such action) by a majority vote of the members of the Board of Directors in office; provided, however, that notice of the general nature of any such action proposed to be taken shall be included in the notice of the meeting at which such action is taken.

RESOLVED, FURTHER, that the President, any Vice President, or David Plasecki, Vice President - Loan Administration of the Corporation, be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Corporation: (a) an Agreement of Sale and Purchase, (b) a Lease, (c) an Indenture of Mortgage, Deed of Trust and Security Agreement and (d) a Note Purchase Agreement, each in substantially the form presented to the meeting, with such changes therein as the officer or employee executing the same shall approve, such approval to be evidenced by the executions and delivery thereof;

- (a) Agreement of Sale and Purchase dated July 22, 1988 between Westinghouse Credit Corporation and The Ground Round, Inc.,
- (1) Lease dated July 22, 1988 between Westinghouse Credit Corporation and The Ground Round, Inc.,
- (c) Indenture of Mortgage, Deed of Trust and Security Agreement dated July 21, 1988 between Westinghouse Credit Corporation and Bank of New England, N.A., Trustee, Brian J. Curtis, Individual Trustee, Principal Mutual Life Insurance Company, John Hancock Mutual Life Insurance Company, and Mellon Bank, N.A., Trustee,
- (d) Note Purchase Agreement dated July 18, 1988 between Westinghouse Credit Corporation and Principal Mutual Life Insurance Company, John Hancock Mutual Life Insurance Company, and Mellon Bank, N.A., Trustee.

RESOLVED, that the actions of the officers and employees of the Corporation and each of them, in negotiating the following draft agreements, hereby are ratified and approved:

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RESOLVED, FURTHER, that the President, any Vice President or David Blasecki, Vice President - Loan Administration of the Corporation be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Corporation any and all documents, instruments and agreements and to take on behalf of the Corporation any and all actions which such officer may determine to be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions and each of them.

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COOK
CO. NO. 018

158175

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that THE GROUND ROUND, INC., a corporation of Delaware, having an address at 541 Main Street, North Weymouth, Massachusetts 02190 (the "Grantor") for Ten Dollars (\$10.00) and other good and valuable consideration the receipt and sufficiency of which is acknowledged, does hereby grant and convey to WESTINGHOUSE CREDIT CORPORATION, a corporation of Delaware, having an address at One Oxford Center, 301 Grant Street, Pittsburgh, Pennsylvania 15219 (the "Grantee") all right title and interest of the Grantor in and to the land situated in the County of Cook and the State of Illinois described on Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the said land with all the privileges and appurtenances belonging thereto, unto the Grantee, its successors and representatives forever.

Grantor, for itself and its successors and those claiming by through or under it, represents and warrants that it has not done or caused to be done anything whereby the land hereby granted has been alienated or encumbered in any way whatsoever, except for the matters set forth on Exhibit B attached hereto and made a part hereof.

IN WITNESS WHEREOF the Grantor has caused its name to be signed and its corporate seal to be affixed by its duly authorized officer this 25th day of July, 1989.

THE GROUND ROUND, INC. a corporation of Delaware

Attest

By: Robert Brady

Name: Robert Brady

Title: Assistant Secretary

This Instrument Prepared By:

By: Stuart R. Plumer

Name: Stuart R. Plumer

Title: Vice President

George Woron, Esq.
Widett, Slater & Goldman, P.
60 State Street
Boston, MA 02109

STATE OF ILLINOIS
REAL ESTATE TRANSFER TAX
DEPT. OF REVENUE
AUG-1989
7 5 5. 0 0

COOK COUNTY
REAL ESTATE TRANSACTION TAX
REVENUE STAMP
AUG-1989
7 5 5. 0 0

VILLAGE OF SCHENKSBURG
DEPT. OF FINANCE AND ADMINISTRATION
REAL ESTATE TRANSFER TAX
DATE
AMT. PAID

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EXHIBIT A

LOT 2 IN SAGA SUBDIVISION BEING A RESUBDIVISION OF LOT 1
IN SUSAN'S SUBDIVISION IN PART OF THE SOUTH EAST 1/4 OF SECTION
11, TOWNSHIP 41 NORTH, RANGE 10 EAST OF THE THIRD PRINCIPAL
MERIDIAN AS REGISTERED WITH THE REGISTRAR OF DEEDS ON FEBRUARY
24, 1982 AS DOCUMENT LR3250981, IN COOK COUNTY ILLINOIS.

permanent real estate index number: 07-11-400-072-000
address of property: 800 East Golf Road
Schaumburg, Illinois

3250s



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EXHIBIT B

Those matters shown on Chicago Title Insurance Company
policy no. 71-65-999 and Certificate of Title No. 1400262,
Volume _____, Page _____.

3250s

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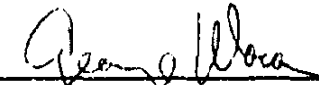
COMMONWEALTH OF MASSACHUSETTS

Suffolk, SS:

July 25, 1988

On this 25th day of July, 1988, before me, the undersigned officer, personally appeared Stuart R. Plumer and Robert Brady, who acknowledged themselves to be the Vice President and Assistant Secretary of THE GROUND ROUND, INC., a Delaware corporation, and that as such Vice President and Assistant Secretary, being authorized so to do by the Board of Directors of said Corporation, executed the foregoing instrument for the purposes therein contained, in the name of the Corporation.

In witness whereof I hereunto set my hand and official seal.



George Woron, Notary Public
My commission expires:
June 25, 1993

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1988 AUG -1 PM 2:57
HARRY (BUS) YOURELL
REGISTRAR OF TITLES

Age of _____
Address 3728150
Husband _____
Wife _____
Subj 3728150
_____ 3728150
_____ 3728150

CHICAGO TITLE INS.
G# 71.65.999