

Certificate Number 22655



To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of Incorporation, duly signed, and verified, of*

PLYMOUTH FARMS HOMEOWNERS ASSOCIATION

have been filed, in the Office of the Secretary of State, on the 5th
day of April *A. D. 19* 74 *, as provided by the "GENERAL NOT*
FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force
January 1, A. D. 1944;

Now Therefore, I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois,
by virtue of the powers vested in me, by law, do hereby issue this Certificate of
Incorporation, and attach thereto a copy of the Articles of Incorporation
of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand, and cause to*

be affixed the Great Seal of the State of Illinois

Done at the City of Springfield, this 5th

day of April *A. D. 19* 74 *and*

of the Independence of the United States

the one hundred and 98th

(SEAL)

Michael J. Howlett

SECRETARY OF STATE

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT
(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 4-5-74
Filing Fee \$ 25.00
Clerk [Signature]

To Michael J. Howlett, Secretary of State, Springfield, Illinois

We, the undersigned, (Not less than three)

Table with 5 columns: Name, Number, Street, Address City, State. Rows include Sheldon Lazar, Robert Obst, and Don Roemer, all at 8707 Skokie Boulevard, Skokie, Illinois.

2745 24

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: PLYMOUTH FARMS HOMEOWNERS ASSOCIATION
2. The period of duration of the corporation is: perpetual
3. The address of its initial Registered Office in the State of Illinois is: One Concourse Plaza
4. The first Board of Directors shall be three in number, their names and addresses being as follows:

Table with 5 columns: Name, Number, Street, Address City, State. Rows include SHELDON LAZAR, ROBERT OBST, and DON ROEMER, all at 8707 Skokie Boulevard, Skokie, Illinois.

5. The purpose or purposes for which the corporation is organized are:

SEE ATTACHED RIDER

(OVER)

PAID

APR 9 1974

Secretary of State

APR 19 1974
10 10 AM
20 11 13

(Note: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

Sheldon Lazar
Robert Obst
Donald E. Roemer

Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,

County of COOK

I, Charlene Carson

a Notary Public do hereby certify that on the

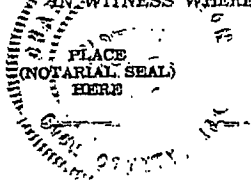
2nd day of April, 19 74

Sheldon Lazar, Robert Obst
(Names of Incorporators)

and Don Roemer

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereto set my hand and seal the day and year above written.



Charlene Carson

Notary Public

FILED
APR - 5 1974
Richard J. Howland
SECRETARY OF STATE

FORM NP-29

ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$25.00

Rev. 2, 11-65 (50705-20M-4-73)

RIDER TO ARTICLES OF INCORPORATION TO PLYMOUTH FARMS
HOMEOWNERS ASSOCIATION

ARTICLE 5

PURPOSES AND POWERS OF THE ASSOCIATION AND MEMBERSHIP

1. This Corporation does not contemplate pecuniary gain or profit to the members thereof and the specific and primary purposes for which it is formed are to provide for the maintenance, preservation and control of the Common Areas within the real property described on the attached Exhibit "A" and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, by annexation as provided by Article 7 of these Articles of Incorporation and further, to promote the health, safety and welfare of the residents within said tract and the additions annexed thereto.

2. The general purposes and powers are:

(a) To exercise all of the powers and privileges to perform all of the duties and obligations of the Corporation ~~as may be from time to time set forth in the Plymouth Farms~~ Declaration of Covenants, Conditions and Restrictions (hereinafter called the "DECLARATION"), and any amendments thereof applicable to the properties (and any additions thereto) which Declaration is incorporated herein as though fully set forth at length.

(b) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments due the Corporation; to pay all expenses in connection with the duties and obligations of the Corporation and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation.

(c) To acquire (by gift purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, dedicate, sell, lease, transfer, grant easements, grant licenses, grant the right to use and grant to applicable governmental authorities the rights to enforce applicable laws and to dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

(d) To borrow money, to mortgage, pledge, deed in trust or hypothecate any or all of its real and/or personal property as security for money or debts incurred.

(e) To have and to exercise any and all powers, rights and privileges which a Corporation organized under the Not for Profit Act of the State of Illinois by law may now or hereafter have or exercise.

3. Every person or entity including CHICAGO TITLE AND TRUST COMPANY, not individually, but as Trustee under Trust Agreement dated October 18, 1973 and known as Trust No. 63197 who is a legal owner of a fee or undivided interest in any Unit which is subject to the Plymouth Farms Homeowners Association Declaration of Covenants, Conditions, Restrictions and Easements, including, contract sellers, shall be a member of the Association and each purchaser of any Unit by acceptance of a deed therefor covenants and agrees to be a member of the Association whether or not it shall

be so expressed in any deed or other conveyance. The foregoing is not intended to include any persons or entities who hold an interest merely as security for the performance of an obligation. For each Unit owned, the owner thereof shall be entitled to one membership. Membership shall be appurtenant to and may not be separated from the fee ownership of any Unit. Ownership of such Unit shall be the sole qualification for membership. The word "member" shall include any beneficiary of a trust holding legal title to one or more Units. The Association may, from time to time, hereafter, issue Certificates of Membership to members of the Association.

4. The membership held by any owner of a Unit shall not be transferred, alienated, or pledged in any way, except upon the sale or encumbrance of such Unit, and then only for the purchaser or mortgagee of such Unit. Any attempt to make a prohibited transfer is void and will not be reflected upon the books and records of the Association. In the event the owner of any Unit should fail or refuse to transfer the membership registered in his name to the purchaser of such Unit, the Association shall have the right to record the transfer upon the books of the Association and issue a new certificate to the purchaser, and thereupon the old certificate outstanding in the name of the Seller shall be null and void as though the same had been surrendered.

ARTICLE 6

VOTING RIGHTS IN THE ASSOCIATION

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all those Owners as defined in Article 5, Section 3 of these Articles, with the exception of CHICAGO TITLE AND TRUST COMPANY, as Trustee under Trust Agreement dated October 18, 1973 and known as Trust No. 63197. Class A members shall be entitled to one vote for each Unit in which they hold the interest required for membership by said Article 5. When more than one person holds such interest, in any Unit, all such persons shall be members and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit owned by a Class A member.

CLASS B. The Class B member shall be CHICAGO TITLE AND TRUST COMPANY, as Trustee under Trust Agreement dated October 18, 1973 and known as Trust No. 63197. The Class B member (or its beneficiary) shall be entitled to three (3) votes for each Unit in which it holds the interest required for membership by Article 5, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) Upon the sale and conveyance by CHICAGO TITLE AND TRUST COMPANY, as Trustee aforesaid, to a Purchaser of the then last Unit in The Properties as may heretofore have been amended by annexation in accordance with the provisions of said Declaration of Covenants, Conditions, Restrictions and Easements. In the event of additional membership being created by annexation of portions of additional land and the construction of a building or buildings thereon, containing Units, the test of this subparagraph (a) shall be applied separately to each portion of annexed land, and under this test Class B shall cease and be converted to Class A upon the conveyance by CHICAGO TITLE AND TRUST COMPANY, as Trustee aforesaid, of the last Unit owned in The Properties as then amended by annexation. This subparagraph (a) shall be applicable and even though, from time to time, CHICAGO TITLE AND TRUST COMPANY, as Trustee aforesaid, and MILLER BUILDERS, INC., have sold and conveyed all Units in the buildings on The Properties, but within seven (7) years thereafter commence construction of an additional building or buildings on The Properties containing Units.

or

(b) Ten (10) years from the date of said Declaration of Covenants Conditions, Restrictions and Easements, or, in the event of additional land being annexed, then ten (10) years from the recording of the statement of annexation.

or

(c) CHICAGO TITLE AND TRUST COMPANY, as Trustee under Trust No. 63197 or MILLER BUILDERS, INC., by written notice to the Association, elects to terminate said Class B membership.

ARTICLE 7

ANNEXATION

1. Except as provided in Section 2 of this Article 7, annexation of additional property shall require the assent of the majority of the votes of the Class A members present at said meeting in person or by written proxy and the majority of the votes of the Class B members present in person or by written proxy if any, at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than five (5) days nor more than forty (40) days in advance of the meeting setting forth the purpose of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above and the required quorum of such subsequent meeting shall be one half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting.

2. If, within ten (10) years of the date of Incorporation of this Corporation, CHICAGO TITLE AND TRUST COMPANY, as Trustee under Trust Agreement dated October 18, 1973, and known as Trust No. 63197 should develop additional lands within the area described on Exhibit B attached hereto and incorporated herein, such additional lands may be annexed to said properties without the assent of the Class A members. Such additional lands or portions thereof shall be considered annexed to said Properties and subject to the provisions of the Declaration of Covenants, Conditions, and Restrictions only at the time CHICAGO TITLE AND TRUST COMPANY, as trustee aforesaid records a statement with the County Recorder describing the portion to be annexed to said Properties and specifically makes said additional property subject to the Declaration of Covenants, Conditions and Restrictions.

ARTICLE 8

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two thirds (2/3) of the entire membership.

ARTICLE 9

AUTHORITY TO MORTGAGE

Except where the Corporation mortgages or encumbers all or substantially all of the Corporation property and assets, any mortgage, Trust Deed or other encumbrance executed by the Corporation of real property owned by it, shall have the assent of the majority of the votes of members voting in person or by proxy at a meeting duly convened in accordance with Article VI, Section 4 of said recorded Declaration.

ARTICLE 10

AUTHORITY TO DEDICATE

Subject to the reservations and terms and conditions contained in said Declaration the Corporation shall have power to dedicate, sell or transfer all or any part of the real property owned by it to any public agency, authority, or utility for such purposes, and subject to such conditions as may be agreed to by the members. Except as otherwise provided in said Declaration, no such dedication or transfer shall be effective unless an instrument has been recorded signed by the Corporation and authorized at a duly convened meeting of members and said declaration, sale or transfer has been authorized by two thirds (2/3) or more of the votes of the members present in person or by proxy and entitled to vote, and unless written notice of the proposed action and meeting is mailed to every member not less than 5 days nor more than 40 days in advance of a meeting called for the purposes expressed herein.

ARTICLE 11

DISSOLUTION

The Corporation cannot be voluntarily dissolved without the enactment of a resolution approving said dissolution assented to by two thirds (2/3) of the votes of the members in person or by proxy at a meeting duly convened for said purpose. Upon dissolution of the Corporation, its assets, both real and personal shall be dedicated to an appropriate public agency, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and use to which they were required to be devoted by the Corporation

ARTICLE 12

AMENDMENTS

Amendment of these Articles shall require the assent to said amendment by two thirds (2/3) of the votes cast by members present at said meeting voting on ~~said amendment and whether present in person or by proxy, provided, however, that~~ as long as there is a Class B membership, no amendment shall be passed and approved unless said Class B member votes for said amendment at said meeting.

ARTICLE 13

PRIORITY

Wherever any of the provisions of the recorded Declaration conflict with the provisions of the Articles, then the provisions of said recorded Declaration shall have priority and be binding upon the Corporation.

EXHIBIT "A"

Outlot "I" in Plymouth Farms Phase IA being a subdivision of part of the South 1/2 of Section 5, Township 43 North, Range 11 East of the Third Principal Meridian in Lake County, Illinois

EXHIBIT B

Part of the East $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ and part of West $\frac{1}{2}$ of the Southeast $\frac{1}{4}$ of Section 5, Township 43 North, Range 11 East of the Third Principal Meridian, bounded by a line described as follows: Beginning at the intersection of the North line of the Southwest $\frac{1}{4}$ of said Section 5 with the center line of Butterfield Road, as per the survey of said Road recorded as Documents No. 945468 and 945469; thence North $89^{\circ} 22' - 30''$ East along the North line of the Southwest $\frac{1}{4}$ and the North line of the Southeast $\frac{1}{4}$ of said Section 5, a distance of 714.71 feet to point of intersection with the Southwesterly right-of-way line of the Soo Line Railroad; thence South $21^{\circ} 23' - 33''$ East along the said Southwesterly right-of-way line, 1244.00 feet; thence South $68^{\circ} 36' - 27''$ West, 425.56 feet; thence North $36^{\circ} 19' - 11''$ West, 274.05 feet to a point of curvature; thence Northwesterly along a curved line, being the arc of a circle convex to the Northeast, tangent to the last described course and having a radius of 267.00 feet, an arc distance of 246.53 feet to a point of tangency; thence North $89^{\circ} 13' - 22''$ West, tangent to the last described curved line, 410.01 feet to a point in the center line of Butterfield Road aforesaid; thence North $00^{\circ} 46' - 38''$ East along said center line, 470.59 feet to a point of curvature in said line; thence Northerly along said center line, being the arc of a circle convex to the East, tangent to the last described course and having a radius of 80,800.00 feet, an arc distance of 500.00 feet (the chord of which arc bears North $00^{\circ} 36' - 00''$ East and measures 500.00 feet) to the point of beginning, in Lake County, Illinois except therefrom that certain subdivision known as Plymouth Farms Phase 1-A being a subdivision of part of the South $\frac{1}{4}$ of Section 5, Township 43 North, Range 11, East of the Third Principal Meridian in Lake County, Illinois.

FORM NFP 105.10/105.20 (rev. Dec. 2003)
STATEMENT OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE
General Not For Profit Corporation Act

FILE 

JAN 26 2011


JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 328
Springfield, IL 62756
217-782-7808
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # 5042-375-1 Filing Fee: \$5 Approved: JJ

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: PLYMOUTH FARMS HOMEOWNERS ASSOCIATION
2. State or Country of Incorporation: 04/05/1974 IL  CP0595392
3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent: STUART A. FULLETT
First Name Middle Name Last Name

Registered Office: 1156 SHURE DRIVE, SUITE 140
Number Street Suite # (P.O. Box alone is unacceptable)
ARLINGTON HEIGHTS 60004 016
City ZIP Code

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent: STUART A. FULLETT
First Name Middle Name Last Name

Registered Office: 430-440 TELSER ROAD
Number Street Suite # (P.O. Box alone is unacceptable)
LAKE ZURICH 60047 049
City ZIP Code

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
- a. Resolution duly adopted by the board of directors. (See Note 4 on reverse.)
- b. Action of the registered agent. (See Note 5 on reverse.)

SEE REVERSE FOR SIGNATURE(S).



7. If authorized by the board of directors, sign here. (See Note 4 below.)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

If change of registered office by registered agent, sign here. (See Note 5 below.)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated JANUARY 11, 2011
Month & Day Year


Signature of Registered Agent of Record

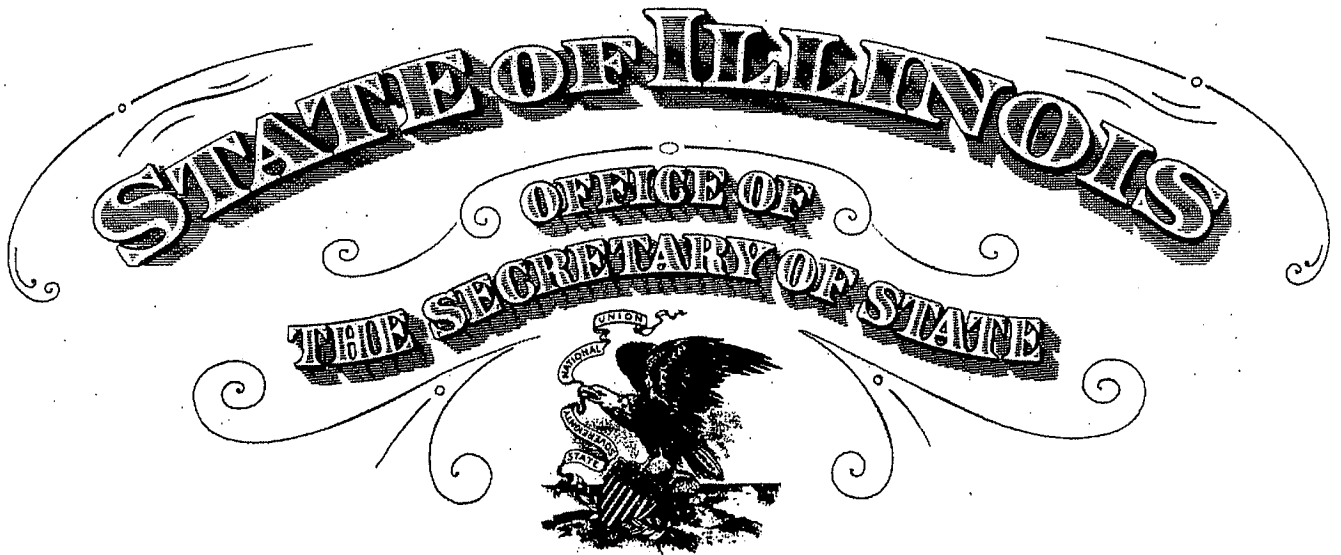
STUART A. FULLETT

Name (type or print)

If Registered Agent is a corporation,
Name and Title of officer who is signing on its behalf.

NOTES

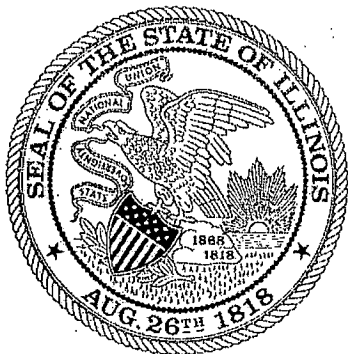
1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
5. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 11 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR PLYMOUTH FARMS HOMEOWNERS ASSOCIATION.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 22ND day of AUGUST A.D. 2012

Jesse White

SECRETARY OF STATE