

Clear Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

*Read the Instructions [C018i](#)*

**1. ENTITY TYPE – check only one** to indicate the type of entity applying for authority:

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER   |
| <input type="checkbox"/> NONPROFIT CORPORATION             | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION                                  |
| <input type="checkbox"/> PROFESSIONAL CORPORATION          | <input type="checkbox"/> CREDIT UNION  |
| <input type="checkbox"/> CLOSE CORPORATION                 | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION                             |
| <input type="checkbox"/> CORPORATION SOLE                  | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.             |
|  | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

**2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) –** enter the exact, true name of the foreign corporation:

Leopardo Companies Inc.

**3. NAME TO BE USED IN ARIZONA (ENTITY NAME) –** *see Instructions C018i* - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- |   |  |   |
|---|--|---|
| <b>3.1</b> <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes – Go to number 4. | <b>3.2</b> <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it – Enter the name in number 3.4 below. | <b>3.3</b> <input type="checkbox"/> Fictitious name (check this <i>only if</i> the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below. |
|---|--|---|

**3.4** If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

**4. FOREIGN DOMICILE –** list the state or country in which the foreign corporation is incorporated: Illinois

**5. DATE OF INCORPORATION IN FOREIGN DOMICILE:** 10/10/1979

**6. DURATION –** if the duration or life period of the foreign corporation is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check the box below *and* fill in the date:

☐ The foreign corporation life period will end on this **date:** \_\_\_\_\_ (enter a date)

**7. PURPOSE –** the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

- 8. CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Construction

<b>9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS</b> – see <i>Instructions C018i</i> – give the <b>physical or street address</b> (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			<b>10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:</b> Is the Arizona known place of business street address the same as the <b>street address</b> of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional)			Attention (optional)		
5200 Prairie Stone Pkwy			Address 1		
Address 1			Address 1		
Address 2 (optional)		IL	60192	Address 2 (optional)	
City	Hoffman Estates	State	Zip	City	State Zip

<b>11. STATUTORY AGENT IN ARIZONA</b> – see <i>Instructions C018i</i> :					
<b>11.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) and <b>physical or street address</b> (not a P.O. Box) in Arizona of the statutory agent:			<b>11.2 OPTIONAL</b> – mailing address in Arizona of statutory agent (can be a P.O. Box):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
Address 1			Address 1		
3800 North Central Avenue, Suite 460					
Address 2 (optional)		AZ	85012	Address 2 (optional)	
City	Phoenix	State	Zip	City	State Zip
<b>11.3 REQUIRED</b> – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

<b>12. DIRECTORS</b> - list the <b>name and business address</b> of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
James A Leopardo					
Director Name			Director Name		
5200 Prairie Stone Pkwy			Address 1		
Address 1			Address 1		
Address 2 (optional)		IL	60192	Address 2 (optional)	
City	Hoffman Estates	State or Province	Zip	City	State or Province Zip
Country	UNITED STATES			Country	
Date taking office (optional):			Date taking office (optional):		

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
<b>13. OFFICERS</b> - list the <b>name and business address</b> of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085.							
James A Leopardo				Gary M. Leopardo			
Officer Name				Officer Name			
5200 Prairie Stone Pkwy				5200 Prairie Stone Pkwy			
Address 1				Address 1			
Address 2 (optional)		IL	60192	Address 2 (optional)		IL	60192
City		State or Province	Zip	City		State or Province	Zip
Country	UNITED STATES			Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer Title:	
		CHAIRMAN				OTHER	
Michael T. Leopardo				Joseph Oetter			
Officer Name				Officer Name			
5200 Prairie Stone Pkwy				5200 Prairie Stone Pkwy			
Address 1				Address 1			
Address 2 (optional)		IL		Address 2 (optional)		IL	60192
City		State or Province	Zip	City		State or Province	Zip
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		OTHER				OTHER	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	

- 14. FOR-PROFITS ONLY – SHARES AUTHORIZED** – see Instructions C018i – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Voting Series: \_\_\_\_\_ Total: 20  
 Class: Common Non-Voting Series: \_\_\_\_\_ Total: 980

- 15. FOR-PROFITS ONLY – SHARES ISSUED** – see Instructions C018i – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Voting Series: \_\_\_\_\_ Total: 2  
 Class: Common Non-Voting Series: \_\_\_\_\_ Total: 98

- 16. NONPROFITS ONLY – MEMBERS – check one box only:**

Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

**18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of law that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

**SIGNATURE:**

By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

DocuSigned by:

☒ I ACCEPT

*Joe Oetter*

Joseph Oetter

7/7/2021

BB1B0D02B260469  
Signature

Printed Name

Date

**REQUIRED – check only one:**

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
I am the <b>Chairman of the Board of Director</b> of the corporation filing this document.	I am a duly-authorized <b>Officer</b> of the corporation filing this document.	I am a duly authorized <b>Bankruptcy trustee</b> , receiver, or other court-appointed fiduciary for the corporation filing this document.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: \$175.00 (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission – Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



Clear Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**STATUTORY AGENT ACCEPTANCE***Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Leopardo Companies Inc.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

**3. STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

*Laura R Broderick*

Laura Broderick

7/12/2021

Signature

Printed Name

Date

**REQUIRED** – check only one:

- |  |  |
|--|--|
| <input type="checkbox"/> <b>Individual as statutory agent:</b> I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input checked="" type="checkbox"/> <b>Entity as statutory agent:</b> I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--|--|

**Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: none (regular processing)

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section  
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

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**CERTIFICATE OF DISCLOSURE***Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Leopardo Companies Inc.

**2. FELONY/JUDGMENT QUESTIONS:**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

<b>2.1</b>	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>2.2</b>	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>2.3</b>	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>2.4</b>	If any of the answers to numbers 2.1, 2.2, or 2.3 are <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**3. BANKRUPTCY QUESTION:**

<b>3.1</b>	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership <b>of the other corporation</b> ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>3.2</b>	If the answer to number 3.1 is <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

<b>SIGNATURE REQUIREMENTS:</b>	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Joseph Oetter

Name

5200 Prairie Stone Parkway

Address 1

Address 2

Hoffman Estates

IL

60192

City

UNITED STATES

State

Zip

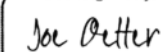
Country

**SIGNATURE** – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

DocuSigned by:



B61B0D02B260460

Signature

Joseph Oetter

7/15/2021

Printed Name

Date

**REQUIRED – check only one:**

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** – I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

**SIGNATURE** – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

**REQUIRED – check only one:**

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: None

All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Examination Section  
1300 W. Washington St., Phoenix, Arizona 85007

Fax (for Regular or Expedite Service ONLY): 602-542-4100

Fax (for Same Day/Next Day Service ONLY): 602-542-0900

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File Number

5187-531-1



***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*

LEOPARDO COMPANIES INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON OCTOBER 10, 1979, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set***  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois, this 12TH*  
*day of JULY A.D. 2021 .*

*Jesse White*

SECRETARY OF STATE

Authentication #: 2119303554 verifiable until 07/12/2022

Authenticate at: <http://www.cyberdriveillinois.com>



File Number

5187-531-1



***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 17 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR LEOPARDO COMPANIES INC..



***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 JULY A.D. 2021 .

*Jesse White*

SECRETARY OF STATE

Certificate Nº 19785

**To all to whom these Presents Shall Come, Greeting:**

**Whereas,** ARTICLES OF INCORPORATION, duly signed and verified of LEOPARDO DESIGN AND CONSTRUCTION, INC. incorporated under the laws of the State of ILLINOIS have been filed in the Office of the Secretary of State as provided by The "Business Corporation Act" of Illinois, in force July 13, A.D. 1933.

*Now Therefore, I, ALAN J. DIXON, Secretary of State of the State of Illinois by virtue of the powers vested in me by law, do hereby issue this certificate and attach thereto a copy of the Application 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 10th*

*day of October AD. 19 79 and*

*of the Independence of the United States*

*the two hundred and 4th*

(SEAL)

*Alan J. Dixon*

SECRETARY OF STATE

## FORM B C A-47

BEFORE ATTEMPTING TO EXECUTE THESE BLANKS BE SURE TO READ CAREFULLY  
THE INSTRUCTIONS ON THE BACK THEREOF.

(THESE ARTICLES MUST BE FILED IN DUPLICATE)

STATE OF ILLINOIS,

Cook

COUNTY

ss.

TO ALAN J. DIXON, Secretary of State

The undersigned,

(Do not write in this space)

Date Paid

10-10-79

Initial License Fee \$

150

Franchise Tax \$

20.83

Filing Fee \$

7.50

Clerk

*[Signature]*

\$ 96.33

Name	Number	Street	Address City	State
James A. Leopardo	898 Wellington, Suite 119,	Elk Grove,	Illinois	

being one or more natural persons of the age of twenty-one years or more or a corporation, and having subscribed to shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

### ARTICLE ONE

The name of the corporation hereby incorporated is: LEOPARDO DESIGN AND CONSTRUCTION, INC.

### ARTICLE TWO

The address of its initial registered office in the State of Illinois is: 898 Wellington, Suite 119  
Street, in the Village of Elk Grove (60007) County of Cook and  
(Zip Code)  
the name of its initial Registered Agent at said address is: James A. Leopardo

### ARTICLE THREE

The duration of the corporation is: Perpetual

## ARTICLE FOUR

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



1. To engage in the business of general contracting, general construction, repair, subcontracting, and construction maintenance, of every kind and variety.
2. To acquire, use, own, convey and otherwise dispose and deal in real property or any interest therein.
3. To manufacture, buy, sell and generally deal in goods, wares, merchandise, or services of every class and description, both real and personal and tangible and intangible.
4. In general to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
5. To engage in any business which may lawfully be conducted within the State of Illinois in connection with the above four (4) purposes as deemed by the Board of Directors of this corporation to be related to the foregoing purposes.

## ARTICLE FIVE

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is 1,000, divided into one (1) classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Class	Series (If any)	Number of Shares	Par value per share or statement that shares are without par value
Common	--	1,000	No Par Value

PARAGRAPH 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:



## ARTICLE SIX

The class and number of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration (expressed in dollars) to be received by the corporation therefor, are:

Class of shares	Number of shares	Total consideration to be received therefor:
Common	100	\$ 1,000.00
		\$

## ARTICLE SEVEN

The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

## ARTICLE EIGHT

The number of directors to be elected at the first meeting of the shareholders is: 1

## ARTICLE NINE

PARAGRAPH 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$\_\_\_\_\_

PARAGRAPH 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$\_\_\_\_\_

PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$\_\_\_\_\_

PARAGRAPH 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$\_\_\_\_\_

NOTE: If all the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or if the incorporators elect to pay the initial franchise tax on the basis of its entire stated capital and paid-in surplus, then the information called for in Article Nine need not be stated.

*James A. Leopardo*

Incorporators

NOTE: There may be one or more incorporators. Each incorporator shall be either a corporation, domestic or foreign, or a natural person of the age of twenty-one years or more. If a corporation acts as incorporator, the name of the corporation and state of incorporation shall be shown and the execution must be by its President or Vice-President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an Assistant Secretary.

### OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS

Cook County } ss.

I, *Martin J. Bauer* A Notary Public, do hereby certify that on the 14th day of Sept 1979

*James A. Leopardo*

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

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

Place  
(NOTARIAL SEAL)  
Here

*Martin J. Bauer*  
Notary Public

## ARTICLES OF INCORPORATION

The following fees are required to be paid at the time of issuing Certificate of Incorporation: Filing fee \$75.00; Initial license fee of 50¢ per \$1,000.00 or 1/20th of 1% of the amount of stated capital and paid-in surplus the corporation proposes to issue without further report (Article Six); Initial franchise tax of 1/10th of 1% of the issued, as above noted. However, the minimum initial franchise tax is \$25.00 and varies monthly on \$25,000, or less, as follows: January, \$37.50; February, \$35.42; March, \$33.33; April, \$31.25; May, \$29.17; June, \$27.08; July, \$25.00; August, \$22.92; September, \$20.83; October, \$18.75; November, \$16.67; December, \$14.58; (See Sec. 133 BCA).

In excess of \$25,000, the franchise tax per \$1,000.00 is as follows: Jan., \$1.50; Feb., 1.4167; March, 1.3334; April, 1.25; May, 1.1667; June, 1.0834; July, 1.00; Aug., .9167; Sept., .8334; Oct., .75; Nov., .6667; Dec., .5834.

All shares issued in excess of the amount mentioned in article Six of this application must be reported within 60 days from date of issuance thereof, and franchise tax and license fee paid thereon; otherwise, the corporation is subject to a penalty of 1% for each month on the amount until reported and subject to a fine of not to exceed \$500.00.

The same fees are required for a subsequent issue of shares except the filing fee is \$1.00 instead of \$75.00.

**FILED**

OCT 10 1979

18359-50M-8-761 16 Secretary of State

FORM B C A-47

5181 531-1

File Number 5187-531-1



**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF LEOPARDO DESIGN AND CONSTRUCTION, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application 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, at the City of Springfield, this 9TH day of DECEMBER AD. 19 85 and of the Independence of the United States the two hundred and 10TH.*



*Jim Edgar*  
\_\_\_\_\_  
SECRETARY OF STATE



3CA-10.30 (Rev. Jul. 1984)

Submit in Duplicate  
Remit payment in Check or Money  
Order, payable to "Secretary of  
State".

DO NOT SEND CASH!

JIM EDGAR  
Secretary of State  
State of Illinois

## ARTICLES OF AMENDMENT

Secretary of State	
Date	12-9-85
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	BJ

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Leopardo Design and Construction  
Inc. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on October 17,  
19 85 in the manner indicated below. ("X" one box only.)

- ☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- ☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- ☒ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

## (INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows:)

RESOLVED, that the Articles of Incorporation be amended by changing the corporate name to the following:

LEOPARDO CONSTRUCTION INC.

(New Name)



All changes other than name, include on page 2  
(over)



## Page 3

## ARTICLE THREE

The manner, if not set forth in the amendment, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No change

## ARTICLE FOUR

(a) The manner, if not set forth in the amendment, in which said amendment effects a change in the amount of paid-in capital\* is as follows: (If not applicable, insert "No change")

No change

(b) The amount of paid-in capital\* as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated October 17, 19 85

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

Sal Leopardo, Secretary  
(Type or Print Name and Title)

LEOPARDO CONSTRUCTION INC.

(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

James Leopardo, President  
(Type or Print Name and Title)

\* "Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.

# NOTES and INSTRUCTIONS

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NOTE 1: State the true exact corporate name as it appears on the records of the of \_\_\_\_\_ of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.15 is also filed;
- (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitles to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

PAID

DEC 11 1985

Form BCA-10.30

File No. \_\_\_\_\_

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stated Articles \$100.00

FILED

DEC - 9 1985

JIM EDGAR  
Secretary of State

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 - 782-6961

C-173.2

File Number 5187-531-1

**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF

LEOPARDO CONSTRUCTION INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the  
State of Illinois, by virtue of the powers vested in me by law, do  
hereby issue this certificate and attach hereto a copy of the  
Application 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,  
at the City of Springfield, this 24TH  
day of AUGUST A.D. 19 93 and  
of the Independence of the United States  
the two hundred and 18TH.



*George H. Ryan*  
SECRETARY OF STATE



P

Form <b>BCA-10.30</b> (Rev. Jan. 1991)	<b>ARTICLES OF AMENDMENT</b>	<b>AUG 26 1993</b> File # <u>5187-531-1</u>
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1832	<div style="text-align: center;"> <b>FILED</b>  <b>AUG 24 1993</b>  <b>GEORGE H. RYAN</b>  <b>SECRETARY OF STATE</b> </div>	SUBMIT IN DUPLICATE
Remit payment in check or money order, payable to "Secretary of State."		This space for use by Secretary of State Date <u>8-24-93</u> Franchise Tax \$ Filing Fee* \$ <u>25<sup>00</sup></u> Penalty \$ Approved: <u>[Signature]</u>

1. CORPORATE NAME: Leopardo Construction, Inc. (Note 1)
2. MANNER OF ADOPTION: August 3  
 19 93 in the manner indicated below. ("X" one box only)
- ☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- ☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of the amendment; (Note 3)
- ☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- ☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is RESOLVED, that the Articles of Incorporation be amended to read as follows:)

Leopardo Companies Inc.

(NEW NAME)



**Resolution**

That the corporate name be changed from Leopardo Construction Inc. to Leopardo Companies Inc.

## NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

The filing fee for articles of amendment - \$25.00

The filing fee for restated articles - \$100.00.

3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

No change.

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No change.

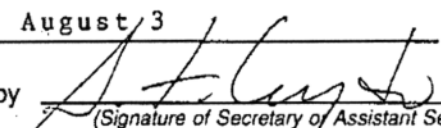
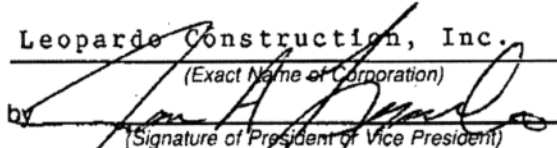
(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

No change.

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>August 3</u> , 19 <u>93</u>	<u>Leopardo Construction, Inc.</u> (Exact Name of Corporation)
attested by <u></u> (Signature of Secretary or Assistant Secretary)	by <u></u> (Signature of President or Vice President)
<u>Sal T. Leopardo, Secretary</u> (Type or Print Name and Title)	<u>James A. Leopardo, President</u> (Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

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

Dated \_\_\_\_\_, 19 \_\_\_\_\_

_____	_____
_____	_____
_____	_____
_____	_____



FORM **BCA 10.30** (rev. Dec. 2003)  
**ARTICLES OF AMENDMENT**  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-1832  
 www.cyberdriveillinois.com

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



CD0266595

**PAID**

JUN 20 2016

EX-111  
 SECRETARY OF STATE

**FILED**

JUN 17 2016

JESSE WHITE  
 SECRETARY OF STATE

File # 5187-5311 Filing Fee: \$50 Approved: 16

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

1. Corporate Name (See Note 1 on page 4.): Leopardo Companies Inc.

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on May 27 2016  
 in the manner indicated below: Month Day Year

Mark an "X" in one box only.

- ☐ By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- ☐ By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- ☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- ☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- ☒ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:

- a. When amendment effects a name change, Insert the New Corporate Name below. Use page 2 for all other amendments.

Article 1: Name of the Corporation: No change

New Name

(All changes other than name include on page 2.)

## Text of Amendment

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.

For more space, attach additional sheets of this size.

The corporation currently has one (1) class of no par shares (Common), and is authorized to issue 1,000 shares. The corporation currently has 100 shares of such common stock issued and outstanding. Paid in Capital is \$176,000.00.

This Amendment amends the existing shares to create two (2) classes of common shares, Voting Common and Non-Voting Common. Shareholders will exchange the existing 100 issued shares for 100 newly issued shares. Par Value remains unchanged. Paid in Capital will remain unchanged at \$176,000.00.

Except as expressly provided in this Article, all common shares have identical rights and privileges, including specifically regarding distribution and liquidation, except Non-Voting Common shares are not entitled to vote.

The total number of authorized shares remains unchanged at 1,000. The authorized shares are as follows:

Class	Number of Shares	Par Value
Voting Common	20	None
Non-Voting Common	980	None
Total	1000	

The corporation has issued 100 shares of common stock. The corporation's Articles are hereby amended to reflect issuance by the corporation of Voting Common and Non-Voting Common as set forth below. The issued shares are as follows:

Class	Number of Shares	Consideration
Voting Common	2	\$3,520.00
Non-Voting Common	98	\$172,480.00
Total	100	\$176,000.00

The holder of each share of the 100 existing issued common shares of the corporation shall receive, in exchange for each such share of common stock: (i) 98/100 of a share of Non-Voting Common, and (ii) 2/100 of a share of Voting Common, such that 98 shares of Non-Voting Common and 2 shares of Voting Common will be issued and outstanding after this Amendment.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows (If not applicable, insert "No change"):

The holder of each share of the 100 existing issued common shares of the corporation shall receive, in exchange for each such share of common stock: (i) 98/100 of a share of Non-Voting Common, and (ii) 2/100 of a share of Voting Common, such that 98 shares of Non-Voting Common and 2 shares of Voting Common will be issued and outstanding after this Amendment.

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (If not applicable, insert "No change"):  
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

No change

- b. The amount of paid-in capital as changed by this amendment is as follows (If not applicable, insert "No change"):  
(Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)  
(See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-In Capital:	\$ <u>No change</u>	\$ <u>No change</u>

Complete either Item 6 or Item 7 below. All signatures must be in BLACK INK.

6. 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 May 27

Month & Day

2016

Year

Leopardo Companies Inc.

Exact Name of Corporation

Any Authorized Officer's Signature

James A. Leopardo, CEO

Name and Title (type or print)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, a majority of the directors, or such directors as may be designated by the board, must sign below, and type or print name and title.

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

Dated \_\_\_\_\_

Month & Day

Year