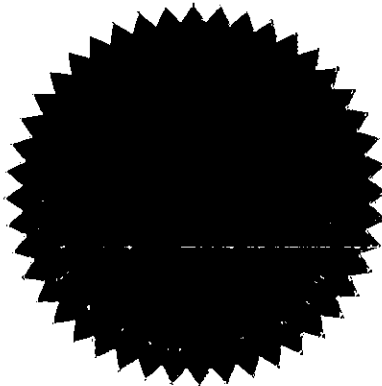


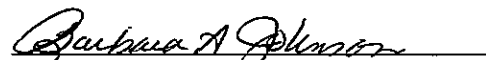
ORDINANCE 5351

PAMPHLET

ORDINANCE APPROVING THE
LOMBARD PUBLIC FACILITIES CORPORATION



PUBLISHED IN PAMPHLET FORM THIS 8th DAY OF September, 2003
BY ORDER OF THE CORPORATE AUTHORITIES OF THE VILLAGE OF LOMBARD,
DUPAGE COUNTY, ILLINOIS.


Barbara A. Johnson
Deputy Village Clerk

ORDINANCE NO. 5351

AN ORDINANCE APPROVING THE LOMBARD
PUBLIC FACILITIES CORPORATION

WHEREAS, the Lombard Public Facilities Corporation (the "PFC") is to be formed as a not-for-profit corporation to assist in the financing and construction of a convention hall and hotel facility in the Village of Lombard (the "Village");

NOW, THEREFORE, BE IT ORDAINED, by the President and Board of Trustees of the Village of Lombard, DuPage County, Illinois, as follows:

SECTION 1. That it is hereby determined to be proper and in the public interest of the citizens of the Village to approve the incorporation of the corporation known and designated as the Lombard Public Facilities Corporation for the purpose of financing, constructing and equipping a convention hall and hotel and related facilities in the Village.

SECTION 2. That the Articles of Incorporation and By-Laws of the PFC, presented to and now before this Board, are hereby approved, copies of same being attached hereto as Exhibits A and B, respectively, and made part hereof.

SECTION 3. That providing for the financing, constructing and equipping of such convention hall and hotel facilities by the PFC is in the public interest of the citizens of this Village and it is a proper public purpose in relation to which the President and Board of Trustees agree to cooperate with the PFC and to assist it in fulfilling the requirements of all agencies of the federal, state and local governments.

SECTION 4. That the issuance, sale and delivery by the PFC of one or more series of bonds designated Lombard Public Facilities Corporation Convention Hall and Hotel Revenue

Bonds, with such other notations to designate the specific series as needed, in the aggregate principal amount of not to exceed \$160,000,000 is hereby approved.

SECTION 5. That, upon the redemption or retirement of the bonds to be issued by the PFC, the Village will accept from the PFC title to such convention hall and hotel facilities, free and clear of any and all liens and encumbrances thereon.

SECTION 6. That the President and Board of Trustees hereby approve the following to act as initial Directors of the PFC: Michael Kennedy, Diane Kralicek, Jeff Mills, Toni Sherman, and Paul Powers.

SECTION 7. That the PFC may issue, sell and deliver its bonds, pursuant to the applicable laws of the State of Illinois, may encumber any real property or equipment acquired by it for the purpose of financing the construction and equipping of such convention hall and hotel facilities and may enter into contracts for the sale of the bonds and the construction and acquisition of such convention hall and hotel facilities.

SECTION 8. That this Ordinance shall be in full force and effect from and after its passage and approval as provided by law.

Passed on first reading this ___ day of _____, 2003.

First reading waived by action of the Board of Trustees this 4th day of September, 2003.

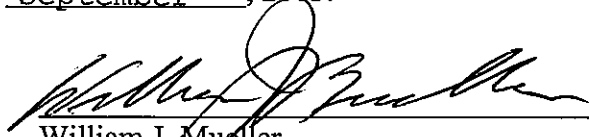
Passed on second reading this 4th day of September, 2003, pursuant to a roll call vote as follows:

AYES: Trustees Tross, Koenig, Florey, Soderstrom

NAYS: Trustee DeStephano

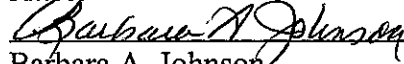
ABSENT: Trustee Sebby

APPROVED by me this 4th day of September, 2003.



William J. Mueller
Village President

Attest



Barbara A. Johnson
Deputy Village Clerk

ARTICLES OF INCORPORATION

File #

SUBMIT IN DUPLICATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois G.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

Submit in Duplicate

(Rev. Jan. 2003)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
www.cyberdriveillinois.com
Telephone: (217) 782-6961

This space for use by Secretary of State

Date

Filing Fee \$ 50.00

Approved:

TO: JESSE WHITE, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: Lombard Public Facilities Corporation

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent Leonard J. Flood
 First Name Middle Name Last Name
 Registered Office 255 East Wilson Street
 Number Street (Suite #) (A.P.O. Box alone is not acceptable)
Lombard IL 60148 DuPage
 City ZIP Code County

Article 3: The first Board of Directors shall be five in number, their names and addresses be as follows: (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
Diane Kralicek	934 S. Stewart Ave.	Lombard	IL	60148
Toni Sherman	1002 S. Lewis Ave.	Lombard	IL	60148
Mike Kennedy	90 S. Lombard Ave.	Lombard	IL	60148
Jeff Mills	124 S. Edgewood Ave.	Lombard	IL	60148
Paul Powers	545 Cedar Lane	Lombard	IL	60148

Article 4. The purposes for which the corporation is organized are:

SEE ATTACHED

Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page):


Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated Sept. 15, 2003
(Month & Day) (Year)

SIGNATURES AND NAMES

- 1. 
Signature
Leonard J. Flood
Name (please print)
- 2. _____
Signature

Name (please print)
- 3. _____
Signature

Name (please print)
- 4. _____
Signature

Name (please print)
- 5. _____
Signature

Name (please print)

POST OFFICE ADDRESS

- Village of Lombard
- 1. 255 E. Wilson Ave.
Street
Lombard IL 60148
City/Town State ZIP
- 2. _____
Street

City/Town State ZIP
- 3. _____
Street

City/Town State ZIP
- 4. _____
Street

City/Town State ZIP
- 5. _____
Street

City/Town State ZIP

*(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)*

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that **it will comply with the State and local laws and ordinances relating to alcoholic liquors.**

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

Attachment to the Article of Incorporation of Lombard Public Facilities Corporation

Article 4. The purposes for which the corporation is organized are: charitable and civic; the Corporation is organized solely for the purpose of acquiring a site or sites appropriate for a convention hall and hotel, and the necessary amenities thereto, including, but not limited to, restaurants, constructing, building, or equipping thereon a convention hall and hotel, including the necessary equipment and appurtenances thereto, including, but not limited thereto, restaurants and a parking facility, and collecting the revenues therefrom, entirely without profit to the Corporation, its officers and directors.

Article 5. Nonprofit Purposes.

- (a) The Corporation is organized exclusively for the promotion of social welfare and for not-for-profit purposes and to assist the Village of Lombard in its essential governmental purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4.
- (b) The Corporation shall not engage in carrying on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provision of these Article of Incorporation, the Corporation shall not carry on any activities or exercise any power or authority in any manner other than those which constitute essential governmental functions under Section 115 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.
- (d) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to the Village of Lombard or its successor.

BY-LAWS
OF
LOMBARD PUBLIC FACILITIES CORPORATION

ARTICLE I.

Name

Section 1.1. The name of the Corporation is Lombard Public Facilities Corporation ("Corporation").

ARTICLE II.

Fiscal Year

Section 2.1. The fiscal year of the Corporation shall begin each year on the first day of January and end on the last day of December of the same year.

ARTICLE III.

Members

Section 3.1. Membership. The Corporation shall have no members.

ARTICLE IV.

Board of Directors

Section 4.1. Appointment, Number and Term of Office. The Directors shall be appointed for terms of four (4) years, except for the filling of vacancies on the Board as provided in Section 4.2 of this Article.

The number of Directors of the Corporation shall be five (5) unless changed by amendment of this section. The initial Directors shall be appointed by the Village President with the advice and consent of the Board of Trustees of the Village of Lombard. A Director may be removed with or without cause by the majority vote of the members of the President and Board of Trustees of the Village of Lombard.

All Directors, except in the case of earlier resignation, removal or death, shall hold office until their respective successors are chosen and qualified in the same manner as the initial Board of Directors.

Section 4.2. Vacancies. Any vacancy on the Board of Directors caused by an increase in the number of Directors or the expiration of the term of a Director shall be filled in the same manner as the initial Board of Directors was appointed. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Any vacancy occurring in the Board of Directors caused by resignation, removal, death or other incapacity shall be filled in the same manner as the initial Board of Directors was appointed.

Section 4.3. Annual Meeting of Directors. The Board of Directors shall meet each year on the first Monday in June, at such place either within or without the State of Illinois as shall be set forth in the notice of the meeting, for the purpose of election of officers and consideration of any other business that may properly come before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 4.4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, either within or without the State of Illinois, as may be fixed by the Directors. Such regular meetings of the Board of Directors may be held without notice or upon such notice as may be fixed by the Directors.

Section 4.5. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Corporation, or by not less than one-third of the members of the Board of Directors of the Corporation. Notice of the time and place, either within or without the State of Illinois, of a special meeting shall be served upon, telephoned, mailed, telegraphed or cabled to each Director at his or her usual place of business or residence at least forty-eight (48) hours prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a director in person at any such special meeting shall constitute a waiver of notice.

Section 4.6. Quorum. A majority of the actual number of Directors in office immediately before a meeting begins, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the Directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by the Illinois General Not for Profit Corporation Act of 1986 (the "Act"), by the Articles of Incorporation, or by these By-Laws.

Section 4.7. Participation in Meetings. A Director, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless (a) his dissent shall be affirmatively stated by him at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

Section 4.8. Open Meetings Act. The Corporation shall at all times act as if the provisions of the Open Meetings Act (5 ILCS 120/1 *et seq.*) applied to it. For such purposes, the Corporation's office shall always be deemed to be in Lombard, Illinois.

ARTICLE V.

Officers

Section 5.1. Principal Officers. The officers of the Corporation shall be a President, a Treasurer, a Secretary, a Vice President and such assistant officers as may be determined from time to time by the Board of Directors. The same individual may simultaneously hold more than one (1) office of the Corporation.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until such officer shall resign, or shall have been removed in the manner hereinafter provided.

Section 5.3. Removal. Any officer may be removed, either with or without cause, at any time, by resolution adopted at any meeting of the President and Board of Trustees of the Village of Lombard.

Section 5.4. Subordinate Officers. The Corporation may have one or more assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence of the Secretary, attest the execution of all documents by the Corporation.

Section 5.5. Vacancies. Any vacancy in any office for any cause may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment to such office for such term.

Section 5.6. President. The President shall be chosen from among the Directors and shall have all such powers and duties as, from time to time, may be assigned to him by the Board of Directors.

Section 5.7. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

Section 5.8. Treasurer. Except as noted herein, the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. He or she shall upon request exhibit at all reasonable times

the books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the finances of the Corporation at any meeting of the Board of Directors; shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board of Directors. The Corporation may appoint a financial institution to serve as trustee for the proceeds of any bond issue and the receipt of any moneys pledged to the repayment of those bonds.

Section 5.9. Secretary. The Secretary shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

ARTICLE VI.

Miscellaneous

Section 6.1. Corporate Seal. The seal of the Corporation shall be circular in form with the name of the Corporation around its periphery, and the word "Seal" through the center.

Section 6.2. Execution of Contracts and Other Documents. Unless otherwise authorized or directed by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President and, if required, attested by the Secretary or an Assistant Secretary.

Section 6.3. Application of Other State Statutes. The officers and Directors of the Corporation shall act at all times as if the provisions of the State Gift Ban Act (5 ILCS 425/1 *et seq.*) and the conflict of interest statute (50 ILCS 105/3) applied to the Corporation.

ARTICLE VII.

Amendments

Section 7.1. Except as indicated in the Articles of Incorporation, the power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect any alteration, amendment or repeal of these By-Laws. However, no amendment to Article IV shall be effective without the approval of the President and Board of Trustees of the Village of Lombard.

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