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2000-08-23 14:13:49
Cook County Recorder 35.00

File Number 5537-777-4



00652060

State of Illinois
Office of
The Secretary of State

128-19

Whereas,

ARTICLES OF MERGER OF
NORTHRAIL CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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, Jesse White, 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 21ST
day of JUNE A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

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Form **BCA-11.25**

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 5537-777-4

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 6-21-00

Filing Fee \$ 250.-

Approved: keo ✓

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

JUN 21 2000

**JESSE WHITE
SECRETARY OF STATE**

1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
_{exchange shares}

Name of Corporation	State or Country of Incorporation	Corporation File Number
Northrail Corporation	Delaware	NR
MMC, Inc.	Illinois	5537-777-4
CLPRD Corporation	Alabama	NR
FS Railcars, Inc.	Delaware	NR
UMPL, Co.	Delaware	NR

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: Northrail Corporation
_{acquiring}
(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
_{exchange}

Please see attached

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5. Plan of merger consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the 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 § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>Northrail Corporation</u>	<u>1,000</u>	<u>1,000</u>
<u>MMC, Inc.</u>	<u>1,000</u>	<u>1,000</u>
<u>CLPRD Corporation</u>	<u>1,000</u>	<u>1,000</u>
<u>FS Railcars, Inc.</u>	<u>1,000</u>	<u>1,000</u>
<u>UMPL, Co.</u>	<u>1,000</u>	<u>1,000</u>

- b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____

(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 1, 2000
(Month & Day) (Year)

attested by Karen M. O'Mahoney
(Signature of Secretary or Assistant Secretary)

Karen M. O'Mahoney Secretary
(Type or Print Name and Title)

Northrail Corporation
(Exact Name of Corporation)

by Paul C. Nielsen
(Signature of President or Vice President)

Paul C. Nielsen President
(Type or Print Name and Title)

Dated June 1 2000
(Month & Day) (Year)

attested by Karen M. O'Mahoney
(Signature of Secretary or Assistant Secretary)

Karen M. O'Mahoney Secretary
(Type or Print Name and Title)

MMC, Inc.
(Exact Name of Corporation)

by Paul C. Nielsen
(Signature of President or Vice President)

Paul C. Nielsen President
(Type or Print Name and Title)

Dated June 1 2000
(Month & Day) (Year)

attested by Karen M. O'Mahoney
(Signature of Secretary or Assistant Secretary)

Karen M. O'Mahoney Secretary
(Type or Print Name and Title)

CLPRD Corporation
(Exact Name of Corporation)

by Paul C. Nielsen
(Signature of President or Vice President)

Paul C. Nielsen President
(Type or Print Name and Title)

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7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.

(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 1, 2000
(Month & Day) (Year)

attested by Karen M. O'Mahoney
(Signature of Secretary or Assistant Secretary)

Karen M. O'Mahoney Secretary
(Type or Print Name and Title)

FS Railcars, Inc.
(Exact Name of Corporation)

by Paul C. Nielsen
(Signature of President or Vice President)

Paul C. Nielsen President
(Type or Print Name and Title)

Dated June 1, 2000
(Month & Day) (Year)

attested by Karen M. O'Mahoney
(Signature of Secretary or Assistant Secretary)

Karen M. O'Mahoney Secretary
(Type or Print Name and Title)

UMPL, Co.
(Exact Name of Corporation)

by Paul C. Nielsen
(Signature of President or Vice President)

Paul C. Nielsen President
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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**PLAN AND AGREEMENT OF MERGER
MERCING
CLPRD CORPORATION
FS RAILCARS, INC.
MMC, INC.
UMPL CO.
WITH AND INTO
NORTHRAIL CORPORATION**

This Plan and Agreement of Merger, dated this 1st day of June, 2000, pursuant to Section 251 of the General Corporation Law of the State of Delaware ("Delaware Law"), between CLPRD Corporation, an Alabama corporation ("CLPRD"), FS Railcars, Inc., a Delaware corporation ("Railcars"), MMC, Inc., an Illinois corporation ("MMC"), UMPL Co., a Delaware corporation ("UMPL") and Northrail Corporation, a Delaware corporation ("Northrail") has been approved by Written Consent by each of its Board of Directors on said date and approved by Northbrook Corporation, a Delaware corporation, holding all of the issued and outstanding shares of stock in CLPRD, Railcars, MMC, UMPL and Northrail.

FIRST: Pursuant to the provisions of the Delaware Law, CLPRD, Railcars, MMC and UMPL shall be merged with and into Northrail with Northrail being the surviving corporation (the "Merger"). The Merger shall become effective upon the filing of the ~~Articles~~ of Merger in accordance with the ~~Illinois Business Corporation Act~~. At the Effective Time Northrail shall continue its corporate existence as a business corporation formed under the Delaware Law (sometimes hereinafter referred to as the "Surviving Corporation"). The separate existence of CLPRD, Railcars, MMC and UMPL shall cease at the Effective Time.

SECOND: The Certificate of Incorporation of the Surviving Corporation from and after the Effective Time shall be the Certificate of Incorporation of Northrail in effect immediately prior to the Effective Time and said Certificate of Incorporation shall continue in full force and effect as provided under the Delaware Law.

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THIRD: The bylaws of the Surviving Corporation from and after the Effective Time will be the bylaws of Northrail in effect immediately prior to the Effective Time and will continue in full force and effect until thereafter amended as provided herein and under the Delaware Law.

FOURTH: Until their successors are duly elected and shall have qualified, the officers and directors of Northrail immediately

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prior to the Effective Time shall be the initial officers and directors of the Surviving Corporation from and after the Effective Time.

FIFTH: The presently issued and outstanding shares of stock of CLPRD, Railcars, MMC and UMPL, all of which are owned by Northbrook shall by virtue of the Merger and without any action on the part of Northbrook, will cease to be outstanding, be cancelled and retired without payment of any consideration therefor and cease to exist.

SIXTH: Each officer of CLPRD, Railcars, MMC, UMPL and Northrail are hereby authorized to execute and file a Certificate of Merger on behalf of said corporations in conformity with the Delaware Law and the Board of Directors or the proper officers of CLPRD, Railcars, MMC, UMPL and Northrail are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions contained in this Plan and Agreement of Merger or to otherwise effectuate the Merger including, without limitation, the qualification of this Corporation to transact business as a foreign corporation in such jurisdictions he, she or they may deem advisable.

SEVENTH: At and after the Effective Time, Northrail shall possess all the rights, privileges, powers and franchises, of both a public and private nature, and be subject to all the restrictions, disabilities and duties of CLPRD, Railcars, MMC and UMPL and all property real, personal and mixed, and all debts due on whatever account, and all other things in action or belonging to CLPRD, Railcars, MMC and UMPL shall be vested in Northrail; and all debts, liabilities, duties and obligations of CLPRD, Railcars, MMC and UMPL shall thenceforth attach to Northrail and may be enforced against Northrail to the same extent as if said debts, liabilities, duties and obligations have been incurred or contracted by Northrail in the same manner and to the same extent as enforceable against CLPRD, Railcars, MMC and UMPL.

EIGHTH: The Merger shall not be deemed to constitute an assignment or transfer to Northrail of any interest in any property, lease or other contract; it being understood that any and all such interests shall be vested in Northrail without revision or

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impairment by virtue of the Merger and without any further action by any person whatsoever.

IN WITNESS WHEREOF, the undersigned corporations have caused this Plan and Agreement of Merger to be executed by their duly authorized officers this 1st day of June, 2000.

CLPRD Corporation
an Alabama corporation

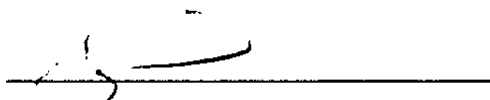


Northrail Corporation
a Delaware corporation

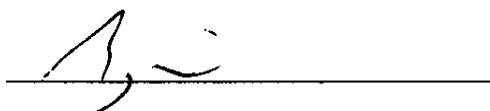
By: 

PRESIDENT

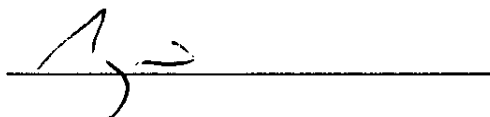
FS Railcars, Inc.
a Delaware corporation



MMC, Inc.
an Illinois corporation



UMPL Co.
a Delaware corporation



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