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09/08/00 16:00 Page 1 of 5
2000-09-08 16:31:18
Cook County Recorder: 29.00

File Number 5709-484-2



State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
ELECTRIC CITY ACQUISITION 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.

PLEASE RETURN RECORDED
DOCUMENT TO BOX 341
Attn: Janice Cohen

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 1ST day of SEPTEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

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Form **BCA-11.25**

(Rev. Jan. 1999)

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5709-484-2

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

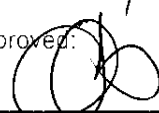
SEP - 1 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 9/11/00

Filing Fee \$ 100.⁰⁰

Approved: 

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.

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
Electric City Acquisition Corporation	Delaware	6113-852-8
Switchboard Apparatus, Inc.	Illinois	D57094842

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: Electric City Acquisition 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

See Exhibit A attached hereto

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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"/>
Switchboard Apparatus, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

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 August 31 _____, 2000
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

Greg Rice, Secretary
(Type or Print Name and Title)

Electric City Acquisition Corporation
(Exact Name of Corporation)

by x _____
(Signature of President or Vice President)

John Mitola, President
(Type or Print Name and Title)

Dated August 31 _____, 2000
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

Peter E. Gosch, Assn. Secy.
(Type or Print Name and Title)

Switchboard Apparatus, Inc.
(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

Dale Hoppensteadt, President
(Type or Print Name and Title)

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

attested by _____
(Signature of Secretary or Assistant Secretary)

C-195.8 _____
(Type or Print Name and Title)

by _____
(Signature of President or Vice President)

_____ **00299683**
(Type or Print Name and Title)

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August 31, 2000

Exhibit A
to
Articles of Merger
filed by
Electric City Acquisition Corporation, a Delaware corporation
and
Switchboard Apparatus, Inc., an Illinois corporation

Item 4. Plan of Merger is as follows:

1. The merger shall become effective upon the issuance of a certificate of merger by the Secretary of State
2. At the Effective Date, Electric City Acquisition Corporation (hereinafter referred to as "Acquisition" or the "Surviving Corporation") shall become the surviving corporation, and the separate existence of Switchboard Apparatus, Inc. (hereinafter referred to as "Switchboard") shall cease, except to the extent provided by the laws of the State of Illinois in the case of a corporation after its merger with and into another corporation.
3. At the Effective Date, the Certificate of Incorporation of Acquisition as then in effect shall be the Certificate of Incorporation of the Surviving Corporation until amended as provided therein or as otherwise permitted by the Delaware General Corporation Law (the "DGCL").
4. At the Effective Date, the By-laws of Acquisition as then in effect shall be the By-laws of the Surviving Corporation until amended as provided therein, or in the Certificate of Incorporation or as otherwise permitted by the DGCL.
5. At the Effective Date, each outstanding share of Switchboard common stock shall cease to be outstanding and shall cease to exist.
6. After the Effective Date, holders of certificates representing outstanding shares of Switchboard stock, upon surrender of such certificates, shall be entitled to receive certificates for 44,0981 shares of Electric City Corp., a Delaware corporation, for each share of Switchboard stock surrendered.
7. At the Effective Date, the name of the Surviving Corporation shall be changed to "Switchboard Apparatus, Inc."