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2000-12-29 16:11:38

Cook County Recorder 33.50

File Number 1873-311-1



0001021866

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
GENERAL AUTO SERVICE STATION, LLC
ORGANIZED 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, 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 22ND day of DECEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

Form **BCA-11.39**
(Rev. Jan. 1999)

ARTICLES OF MERGER
Between Illinois Corporations
and Limited Liability Companies

File # D-1873-311-1

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

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

FILED

DEC 22 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12/22/00

Filing Fee \$ 100.00

Approved: 

1. Names of the corporations and limited liability companies proposing to merge and the state or country of their organization:

Name of Corporation Limited Liability Company	State or Country of Organization	Corporation File Number
General Auto Service Station	Illinois	D-1873-311-1
General Auto Service Station, LLC	Illinois	0048-632-9

2. The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

3. (a) Name of the surviving party: General Auto Service Station, LLC
(b) it shall be governed by the laws of: Illinois

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

4. Plan of merger is as follows:

See The Plan of Merger attached hereto as Exhibit A and made a part hereof.

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5. Plan of merger was approved, as to each limited liability company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(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

General Auto Service Station

6. *(Not applicable if survivor is an Illinois corporation or an Illinois limited liability company)*

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

- a. The surviving, limited liability company 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 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 limited liability company.
- 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.(a.) 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 December 19, 2000
(Month & Day) (Year)

attested by Lillian T. Licheniak
(Signature of Secretary or Assistant Secretary)

Lillian T. Licheniak, Secretary
(Type or Print Name and Title)

General Auto Service Station
(Exact Name of Corporation)

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

Nathaniel I. Grey, 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)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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

Dated December 19, 2000
(Month & Day) (Year)

General Auto Service Station, LLC
(Exact Name of Limited Liability Company)

by [Signature]
(Signature)

Nathaniel I. Grey, Manager
(Type or Print Name and Title)

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

(Exact Name of Limited Liability Company)

by _____
(Signature)

(Type or Print Name and Title)

EXHIBIT A

PLAN OF MERGER
OF
GENERAL AUTO SERVICE STATION
an Illinois corporation
WITH AND INTO
GENERAL AUTO SERVICE STATION, LLC
an Illinois limited liability company

General Auto Service Station, an Illinois corporation (the "Corporation"), shall be merged with and into (the "Merger") General Auto Service Station, LLC, an Illinois limited liability company (the "LLC").

The terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as follows:

- (1) When the Merger takes effect, the Corporation and the LLC shall thereupon together be a single Illinois limited liability company, which shall be the LLC as the surviving entity in the Merger.
- (2) The separate existence of the Corporation shall thereupon cease, but the existence of the LLC shall continue thereafter.
- (3) The LLC shall thereupon have all the rights, privileges, immunities, and powers, and shall thereupon be subject to all the duties and liabilities, of a company organized under the Illinois Limited Liability Company Act, as amended.
- (4) The LLC shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as of a public or a private nature, of each of the LLC and the Corporation. All property, real, personal, and mixed, and all debts due on whatever account, including, without limitation, any subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the Corporation shall thereupon and thereafter be taken and deemed to be transferred to and vested in the LLC without further

act or deed. The title to any real estate, or any interest therein, vested in the Corporation or the LLC shall not revert or be in any way impaired by reason of the Merger.

- (5) The LLC shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Corporation and the LLC; and any claim existing or action or proceeding pending by or against either the Corporation or the LLC may be prosecuted to judgment as if the Merger had not taken place, or the LLC may be substituted in the place of the Corporation in any such action or proceeding pending by or against the Corporation. Neither the rights of creditors nor any liens upon the property of either the Corporation or the LLC shall be impaired by the Merger.

The manner and basis of converting the shares of the Corporation and the interests of the LLC into interests, obligations, or other securities of the LLC shall be as follows:

- (a) The Corporation has, and, until the merger takes effect, shall have, authority to issue 150 shares of common stock with a \$100.00 per share par value, of which 10 shares are, and, until the Merger takes effect, shall be, issued and outstanding.
- (b) The entire interest in the LLC is, and, at all times until the Merger takes effect, shall be, owned by a single member, which member also is, and at all such times shall also be, the holder of all 10 issued and outstanding shares of the Corporation (the "Sole Owner").
- (c) No additional interests in the LLC need or shall be issued or outstanding as a result of the Merger.
- (d) When the Merger takes effect:
- i. The Sole Owner shall thereupon continue to own the entire interest in the LLC.
 - ii. The issued and outstanding shares of the Corporation shall thereupon be cancelled,

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and no additional shares in the Corporation shall thereupon or thereafter be issued.

The Articles of Organization of the Company shall not be amended in any respect by reason of the Merger.

The effective date of the Merger shall be as of 12:01 a.m. Chicago time on January 1, 2001.

E:\GASS\Corporate Matters\Merger\Plan of Merger.doc

Property of Cook County Clerk's Office

Upon recording return to:

Jordan A. Grey
Grey, Grey & Baltz, P.C.
11 S. LaSalle Street, Suite 1320
Chicago, IL 60603