

File Number 0567-540-5



State of Illinois
Office of
The Secretary of State

Property of Cook County Clerk's Office

5-19

Whereas,

ARTICLES OF MERGER OF
EVANSTON NORTHWESTERN HEALTHCARE CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

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 27TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

BOX 170

UNOFFICIAL COPY

NFP-111.25
(Rev. Jan. 1999)

JESSE WHITE
Secretary of State
State of Illinois

File # 0567-540-5

Submit in Duplicate

Remit payment in check or money
order, payable to "Secretary of
State."

ARTICLES OF MERGER
OR CONSOLIDATION

under the

General Not For Profit Corporation Act

DO NOT SEND CASH!
Filing Fee \$25.00

This Space For Use By Secretary of State	
Date	12-27-99
Filing Fee	\$25.-
Approved	<i>[Signature]</i>

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby adopt the following Articles of Merger ~~or Consolidation~~. (Strike inapplicable word.)

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

Name of Corporation	State or Country of Incorporation	File Number
Lakeland Health Services, Inc.	Illinois	5264-381-3
Highland Park Hospital	Illinois	2498-217-3
Evanston Northwestern Healthcare Corporation	Illinois	0567-540-5

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

3. The name of the ~~new~~ ^{surviving} corporation: Evanston Northwestern Healthcare Corporation

and it shall be governed by the laws of: Illinois

4. The plan of ~~consolidation~~ ^{merger} is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

Please see Plan of Merger attached.

EXPEDITED

DEC 27 1999

SECRETARY OF STATE

FILED

DEC 27 1999

JESSE WHITE
SECRETARY OF STATE

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PLAN OF MERGER

The Merger. On the Effective Date (as hereinafter defined) each of Lakeland Health Services, Inc. ("LHS") and Highland Park Hospital ("HPH") shall be merged (the "Merger") with and into Evanston Northwestern Healthcare Corporation ("ENH") and the separate corporate existence of each of LHS and HPH shall thereupon cease. ENH shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Illinois, and the separate corporate existence of ENH, with all its rights, privileges, immunities, powers and franchises, shall continue unaffected by the Merger. The Merger shall have the effects specified in the Illinois General Not For Profit Corporation Act of 1986, as amended.

Effective Date. The Merger shall become effective at 12:01 a.m. on January 1, 2000 (the "Effective Date").

Articles of Incorporation. The articles of incorporation of ENH as in effect immediately prior to the Effective Date shall be the articles of incorporation of the Surviving Corporation, until duly amended as provided therein or by applicable law.

By-laws. The by-laws of ENH, as amended and approved by ENH, LHS and HPH, shall be the By-laws of the Surviving Corporation, until thereafter amended as provided therein or by applicable law.

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5. The plan of ~~consolidation~~^{merger} was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

Lakeland Health Services, Inc.

D

Highland Park Hospital

D

Evanston Northwestern Healthcare Corporation

D

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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 or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

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7. 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 17, 1999
(Month & Day) (Year)

attested by James C. Styles
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

Lakeland Health Services, Inc.
(Exact Name of Corporation)

by Ronald G. Spaeth
(Signature of President or Vice President)

Ronald G. Spaeth
(Type or Print Name and Title)

Dated December 17, 1999
(Month & Day) (Year)

attested by James C. Styles
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

Highland Park Hospital
(Exact Name of Corporation)

by Ronald G. Spaeth
(Signature of President or Vice President)

Ronald G. Spaeth
(Type or Print Name and Title)

Dated December 17, 1999
(Month & Day) (Year)

attested by David C. Loveland
(Signature of Secretary or Assistant Secretary)

David C. Loveland
(Type or Print Name and Title)

Evanston Northwestern Healthcare Corporation
(Exact Name of Corporation)

by Mark R. Neaman
(Signature of President or Vice President)

Mark R. Neaman
(Type or Print Name and Title)

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FORM NFP-111.25

File No. _____

ARTICLES OF MERGER,
OR CONSOLIDATION

under the

GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25.00

BOX 111

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-9921
<http://www.sos.state.il.us>

C-227.4

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BOX 170

BY: Richard Chase
DATED: January 5, 2000

SECRETARY OF STATE
JAN 11 1981

Richard White

STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of SM
pages, as taken from the original on file in
this office.



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