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Cook County Recorder 29.50

File Number 6085-647-8



State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
NATIONAL LAND TITLE INSURANCE COMPANY
INCORPORATED 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 31ST day of MAY A.D. 2001 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**

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File #

(Rev. Jan. 1999)

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

MAY 31 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 5/31/01

Filing Fee \$ 100-

Approved: [Signature]

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 ~~consolidate~~ ^{merge} ~~exchange~~ ^{exchange} shares, and the state or country of their incorporation:

| Name of Corporation | State or Country of Incorporation | Corporation File Number |
|--|-----------------------------------|-------------------------|
| <u>NLTIC Land Title Insurance Company</u> | <u>Illinois</u> | <u>60856478</u> |
| <u>National Land Title Insurance Company</u> | <u>Ohio</u> | <u>5603-049-2</u> |
| | | |
| | | |

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~~ ^{surviving} corporation: NLTIC Land Title Insurance Company
- (b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of 11 size.

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

(A) NAMES. National Land Title Insurance Company, an Ohio corporation ("NLT"), shall be merged into NLTIC Land Title Insurance Company, an Illinois corporation ("NLTIC").

(B) TERMS AND CONDITIONS. The terms and conditions of the merger and the mode of carrying the same into effect are as follows.

1. NLT and NLTIC shall become a single corporation which shall be NLTIC, the surviving corporation. The separate existence of NLT shall cease but the existence of NLTIC shall continue as the survivor and successor and shall be in all respects the continuation of NLT.

(Continuation - See attached continuation of Summary Plan of Merger)

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5. Plan of ~~consolidation~~ ^{merger} was approved, 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:

(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 | 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 |
|---------------------------------------|--|--|--|
| NLTIC Land Title Insurance Company | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| National Land Title Insurance Company | <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"/> |

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 <u>May 29</u> , 2001 <small>(Month & Day) (Year)</small> | NLTIC Land Title Insurance Company <small>(Exact Name of Corporation)</small> |
| attested by <u>Jerry D. Nixon</u> <small>(Signature of Secretary or Assistant Secretary)</small> Jerry D. Nixon, Secretary <small>(Type or Print Name and Title)</small> | by <u>Thomas J. Sagehorn</u> <small>(Signature of President or Vice President)</small> Thomas J. Sagehorn, President <small>(Type or Print Name and Title)</small> |

| | |
|---|---|
| Dated <u>May 29</u> , 2001 <small>(Month & Day) (Year)</small> | National Land Title Insurance Company <small>(Exact Name of Corporation)</small> |
| attested by <u>Jerry D. Nixon</u> <small>(Signature of Secretary or Assistant Secretary)</small> Jerry D. Nixon, Secretary <small>(Type or Print Name and Title)</small> | by <u>Thomas J. Sagehorn</u> <small>(Signature of President or Vice President)</small> Thomas J. Sagehorn, President <small>(Type or Print Name and Title)</small> |

| | |
|---|---|
| Dated _____, _____ <small>(Month & Day) (Year)</small> | _____ <small>(Exact Name of Corporation)</small> |
| attested by _____ <small>(Signature of Secretary or Assistant Secretary)</small> _____ <small>(Type or Print Name and Title)</small> | by _____ <small>(Signature of President or Vice President)</small> _____ <small>(Type or Print Name and Title)</small> |

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(Cont'd from Articles of Merger Consolidation or Exchange, Form BCA-11.25, Item 4.)

SUMMARY PLAN OF MERGER
of
NATIONAL LAND TITLE INSURANCE COMPANY
an Ohio corporation

WITH AND INTO

NLTIC LAND TITLE INSURANCE COMPANY,
an Illinois corporation

2. NLTIC shall possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of NLTIC and of NLT. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest, of or belonging to or due to NLT shall be taken and deemed to be transferred to and vested in NLTIC without further act. The title to any real estate, or any interest therein, vested in NLT shall be taken and deemed to be transferred to NLTIC and shall not revert or be in any way impaired by reason of the merger. NLT hereby agrees, from time to time as and when requested by NLTIC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as may deem necessary to vest in and confirm to NLTIC title to and possession of any property of NLT acquired or to be acquired by reason of or as a result of this merger and otherwise to carry out the intents and purposes hereof, and each of the officers and directors of NLT and of NLTIC is fully authorized to take any and all such action in the name of NLT.

3. NLTIC shall be responsible and liable for all the liabilities and obligations of NLT.

(C) **CONVERSION OF SHARES.** The manner and basis of converting the outstanding shares of the capital stock of NLT into shares of the capital stock of NLTIC shall be as follows:

1. Each share of Common Stock and Preferred Stock of NLT which is issued and outstanding on the effective date of this merger shall be changed and converted into one fully paid and non-assessable share of Common Stock _____ respectively, of NLTIC. The Common Capital of NLT shall be transferred to the Common Capital _____ of NLTIC.

2. The paid-in capital of NLT shall be transferred to the paid-in capital of NLTIC.

3. Certificates for the shares of NLTIC shall be issued to the holders of all of the outstanding shares of NLT as of the merger date, in place and upon surrender of previously issued stock certificates, on the aforesaid basis. Stock certificates of NLT shall be surrendered to NLTIC at its office located at 1250 Grove Avenue, Suite 200, Barrington, Illinois 60010. However, upon the merger becoming effective, the holders of the shares of NLT outstanding immediately prior to the merger shall thereupon cease to be holders of said shares and shall be and become holders of shares of NLTIC upon the basis herein above specified notwithstanding any failure to surrender the certificates for the shares of NLT.

(D) **ARTICLES OF INCORPORATION.** The Articles of Incorporation of NLTIC shall be the Articles of Incorporation of the surviving corporation, provided NLTIC's name shall be changed to National Land Title Insurance Company. The authorized stock of the corporation is hereby amended to 40,000 shares of Common stock, at no par value.

(E) **TERMINATION.** This merger may be terminated by the mutual consent of each of NLTIC and NLT at any time prior to the date of filing.

(E) **EFFECTIVE TIME.** The effective time of the merger shall be at the close of business on May 31, 2001.

Return To: Premier Corporate Services
208 So. LaSalle St., Ste 1855
Chicago, IL 60604

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