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5/01/02 18 25 001 Page 1 of 8
2001-07-18 14:48:14
Cook County Recorder 35.00

File Number 0849-371-5



State of Illinois
Office of
The Secretary of State

Property of Cook County Clerk's Office

120-35
Whereas,

ARTICLES OF MERGER OF
PARKER-HANIFFIN CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF OHIO 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 27TH
day of JUNE 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 # 0849 371 5

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

JUN 27 2001

Date 6/27/01

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.

Filing Fee \$ 150.00

JESSE WHITE
SECRETARY OF STATE

Approved: 

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
CKD-Createc Corporation	Illinois	0849-371-5
Wynn's International, Inc.	Delaware	0789910
Parker-Hannifin Corporation	Ohio	

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: Parker-Hannifin Corporation
_{acquiring}
(b) it shall be governed by the laws of: State of Ohio

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.

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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 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:

- 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.
- 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
- 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
CKD-Createc Corporation	58,000,000 shares of common stock	58,000,000 shares of common stock
CKD-Createc Corporation	15,000,000 shares of 6% cum. pref.	15,000,000 shares of 6% cum. pref.
Wynn's International, Inc.	1 share of common stock	1 share of common stock

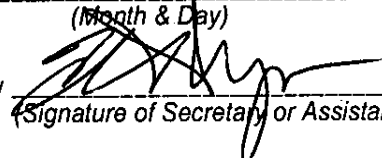
b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

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 15 _____, 2001

 (Month & Day) (Year)
 attested by 

 (Signature of Secretary or Assistant Secretary)
 Thomas L. Meyer, Assistant Secretary

 (Type or Print Name and Title)

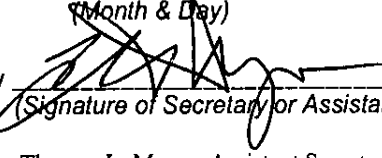
CKD-CREATEC CORPORATION

 (Exact Name of Corporation)
 by 

 (Signature of President or Vice President)
 Thomas A. Piraino, Jr., Vice President

 (Type or Print Name and Title)

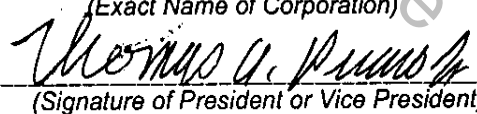
Dated June 15 _____, 2001

 (Month & Day) (Year)
 attested by 

 (Signature of Secretary or Assistant Secretary)
 Thomas L. Meyer, Assistant Secretary

 (Type or Print Name and Title)

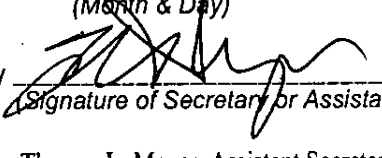
WYNN'S INTERNATIONAL, INC.

 (Exact Name of Corporation)
 by 

 (Signature of President or Vice President)
 Thomas A. Piraino, Jr., Vice President

 (Type or Print Name and Title)

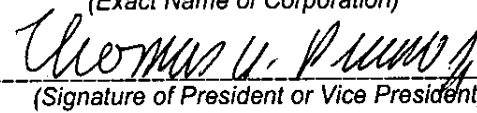
Dated June 15 _____, 2001

 (Month & Day) (Year)
 attested by 

 (Signature of Secretary or Assistant Secretary)
 Thomas L. Meyer, Assistant Secretary

 (Type or Print Name and Title)

PARKER-HANNIFIN CORPORATION

 (Exact Name of Corporation)
 by 

 (Signature of President or Vice President)
 Thomas A. Piraino, Jr., Vice President

 (Type or Print Name and Title)

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EXHIBIT A

10636268

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 15th day of June, 2001, by and among Parker-Hannifin Corporation, an Ohio corporation (the "Surviving Corporation") and CKD-Createc Corporation, an Illinois corporation ("CKD"), and Wynn's International, Inc., a Delaware corporation ("WII"), (the "Merging Corporations"), said corporations hereinafter collectively referred to as the "Constituent Corporations."

WHEREAS, CKD-Createc Corporation presently has authorized: (i) Sixty Million (60,000,000) shares of common stock, \$1.00 par value, of which Fifty-eight Million (58,000,000) shares are outstanding and owned by the Surviving Corporation, (ii) Fifteen Million (15,000,000) non-voting common shares, none of which are outstanding; and (iii) Fifteen Million (15,000,000) 6% non-cumulative preferred stock, \$1.00 par value, of which Fifteen Million (15,000,000) shares are outstanding and owned by the Surviving Corporation;

WHEREAS, WII presently has authorized One Thousand Five Hundred (1,500) shares of common stock, \$0.01 par value, of which One (1) share of common stock is outstanding and owned by the Surviving Corporation;

WHEREAS, the respective Board of Directors of each of the Constituent Corporations deem it advisable that the Merging Corporations be merged into the Surviving Corporation in accordance with the applicable provisions of the Ohio Revised Code, the Illinois Business Corporation Act and the General-Corporation Law of Delaware.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

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FIRST: The Surviving Corporation, owning at least 90% of each class of the outstanding shares of each of the Merging Corporations, and the Merging Corporations agree that the Merging Corporations shall be merged with and into the Surviving Corporation.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until they shall be amended or repealed as provided therein.

THIRD: The manner of converting the outstanding shares of common stock of the Merging Corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) At the Effective Time (hereinafter defined), the issued and outstanding shares of the common stock of the Merging Corporations shall be deemed cancelled.

(b) The present holders of the Surviving Corporation's common stock shall continue to hold the same share certificates in the Surviving Corporation that they now hold, and such share certificates shall continue to represent the like number of shares of the Surviving Corporation from and after the Effective Time.

FOURTH: The terms and conditions of the merger are as follows:

(a) The Articles of Incorporation of the Surviving Corporation as it shall exist on the effective date of this Agreement shall be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and officers of the Surviving Corporation shall continue in office until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified.

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(c) This merger shall be effective on June 30, 2001 (the "Effective Date") at 5:00 p.m. Eastern Daylight Time (the "Effective Time").

(d) On the Effective Date at the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations, respectively. The Merging Corporations hereby agree from time to time, as and when requested by the Surviving Corporation 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 the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and Directors of the Merging Corporations and the proper officers and Directors of the Surviving Corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused their respective corporate names to be signed hereto by their respective vice presidents, duly authorized by the respective Boards of Directors of the Constituent Corporations.

CKD-CREATEC CORPORATION

By: Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Vice President

WYNN'S INTERNATIONAL, INC.

By: Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Vice President

PARKER-HANNIFIN CORPORATION

By: Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Vice President

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