

(Rev. Jan. 1999)

CONSOLIDATION OR EXCHANGE

2002-01-23 11:54:00
Cook County, Ill. File # 5795-336-5

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us #14489



0020094236

SUBMIT IN DUPLICATE

FILED

DEC 26 2001

**JESSE WHITE
SECRETARY OF STATE**

This space for use by
Secretary of State

Date 12-26-01

Filing Fee \$ 2000

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 shares, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Wiscon Corp.	IL	57953365
Wisconsin Cheese, Inc.	IL	51520718
Wisconsin Cheese Boston, Inc.	MA	492016
Caputo Foods, Inc.	IL	57269081

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 ~~new~~ ^{surviving} corporation: Wiscon Corp.
~~acquiring~~

(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 consolidation ^{merger} is as follows:
exchange

Attached is Addenda to this Article

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5. Plan of consolidation was approved, as to each corporation not organized in Illinois, 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 1.30 — 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 & § 11.2

Name of Corporation

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Wiscon Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Wisconsin Cheese, 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"/>

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 a 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 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 shareholder

Two corporations, namely, WISCONSIN CHEESE BOSTON, INC., and CAPUTO FOODS, INC., have stock owned wholly by WISCON CORP. The other two corporations, namely, WISCON CORP. and WISCONSIN CHEESE, INC., have had their value determined and set, by equal standard, so that the value, exactly, of each share of stock in each such corporation has been determined. The stockholders interest in WISCON CORP. and WISCONSIN CHEESE, INC., have been computed pursuant to such value, so that their exact interest in such corporation will be reflected, amount and interest wise in stock ownership in the surviving corporation, WISCON CORP., identical to their former interest in WISCON CORP. and WISCONSIN CHEESE, INC.

All the corporations will be merged so that the surviving corporation shall be known as WISCON CORP. WISCON CORP. shall issue 1,000 additional shares. WISCON CORP. shall issue 280 of said additional shares to Pasquale Caputo in exchange for the 340 shares of Wisconsin Cheese, Inc. held by Pasquale Caputo. WISCON CORP. shall issue 238 of said additional shares to Rene Caputo in exchange for the 340 shares of Wisconsin Cheese Inc. held by Rene Caputo. WISCON CORP. shall issue 238 of said additional shares to Natale Caputo in exchange for the 160 shares of Wisconsin Cheese, Inc. held by Natale Caputo. WISCON CORP. shall issue the remaining 202 of said additional shares to Caterina Caputo in exchange for the 160 shares of Wisconsin Cheese, Inc. held by Caterina Caputo.

The officers and directors of the surviving corporation shall be the officers and directors as presently serve in WISCON CORP. They will serve until replaced, if at all, at a future annual meeting. The annual meeting date and registered agent of the surviving corporation, WISCON CORP., shall be as presently exists at the time of the filing of these articles of merger.

All assets and liabilities of all the four corporate entities being merged will be merged into made part of and be integral to the surviving corporation known and existing as WISCON CORP.

Each share of Wisconsin Cheese Boston, Inc. and each share of Caputo Foods, Inc. shall be cancelled.

7. (Complete this item in reporting a merger under § 17.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation,

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
Caputo Foods, Inc.	1,000	1,000
Wisconsin Cheese Boston, Inc.	100	100

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 S 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 **BLACK INK.**)

Dated December 21, 2001
(Month & Day) (Year)

attested by Caterina Caputo
(Signature of Secretary or Assistant Secretary)

Caterina Caputo - Sec.
(Type or Print Name and Title)

Wiscon Corp.
(Exact Name of Corporation)

by Natale Caputo
(Signature of President or Vice President)

Natale Caputo - Pres.
(Type or Print Name and Title)

Dated December 21, 2001
(Month & Day) (Year)

attested by Pasquale Caputo
(Signature of Secretary or Assistant Secretary)

Pasquale Caputo - Sec.
(Type or Print Name and Title)

Wisconsin Cheese, Inc.
(Exact Name of Corporation)

by Rene Caputo
(Signature of President or Vice President)

Rene Caputo - Pres.
(Type or Print Name and Title)

Dated December 21, 2001
(Month & Day) (Year)

attested by Natale Caputo
(Signature of Secretary or Assistant Secretary)

Natale Caputo - Sec.
(Type or Print Name and Title)

Wisconsin Cheese Boston, Inc.
(Exact Name of Corporation)

by Natale Caputo
(Signature of President or Vice President)

Natale Caputo - Pres.
(Type or Print Name and Title)

C-195.8
Dated December 21, 2001

attested by Caterina Caputo

Caputo Foods, Inc.
by Natale Caputo

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SPINA, MCGUIRE & OKAL, P.C.
7610 W. NORTH AVENUE
ELMWOOD PARK, IL 60127

Handwritten signature

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