

UNOFFICIAL COPY

Form **BCA-11.25**

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 3580-369-6

(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

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.

FILED

OCT - 9 2002

**JESSE WHITE
SECRETARY OF STATE**

This space for use by Secretary of State

Date 10/9/02

Filing Fee \$ 100.00

Approved 

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

Name of Corporation	State or Country of Incorporation	Corporation File Number
Uno Restaurant Holdings Corporation	Delaware	N/A
Sewell Corporation	Illinois	35803696

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} ~~acquiring~~ corporation: Uno Restaurant Holdings Corporation

(b) it shall be governed by the laws of: Delaware

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

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

See Exhibit attached hereto

0021128325

2333/0133 33 001 Page 1 of 7
2002-10-15 14:40:35
Cook County Recorder 36.00



0021128325

BOX 170

UNOFFICIAL COPY

5. Plan of ^{merger} ~~consolidation~~ 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

Sewell Corporation

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.

BOX 170

UNOFFICIAL COPY

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
N/A		
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

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 September 30, 2002
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

George W. Herz, II, Secretary
(Type or Print Name and Title)

UNO RESTAURANT HOLDINGS CORPORATION
(Exact Name of Corporation)

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

Robert M. Vincent, Executive Vice President - Finance
(Type or Print Name and Title)

Dated September 30, 2002
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

George W. Herz, II, Secretary
(Type or Print Name and Title)

SEWELL CORPORATION
(Exact Name of Corporation)

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

Robert M. Vincent, Executive Vice President - Finance
(Type or Print Name and Title)

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

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

0021128325

BOX 170

UNOFFICIAL COPY

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 30th, day of September, 2002, pursuant to Section 253 of the General Corporation Law of the State of Delaware, between Uno Restaurant Holdings Corporation, a Delaware corporation and Sewell Corporation, an Illinois corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, 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:

FIRST: Uno Restaurant Holdings Corporation (the "Parent"), hereby merges into itself Sewell Corporation (the "Subsidiary") and said Subsidiary, shall be and hereby is merged into the Parent, which shall be the surviving corporation.

SECOND: The Restated Certificate of Incorporation, as amended, of the Parent, as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Restated Certificate of Incorporation, as amended, of the corporation surviving this merger.

THIRD: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement that Shares Are without Par Value</u>
Sewell Corporation	Common Stock	2,000	\$500.00

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows: each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement and all rights in respect thereto shall be canceled without any further action of the parties.

BOX 170

0021128325

Page 4 of 7

UNOFFICIAL COPY

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

(a) The By-Laws of the Parent as they shall exist on the effective date of this Agreement shall be and remain the By-Laws of the Parent until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Parent shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon the date of filing with the Secretary of State of Delaware and the date of filing with the Secretary of State of Illinois.

(d) When the merger becomes effective under Section 253 of the DGCL, for all purposes of the laws of the State of Delaware the separate existence of the Subsidiary shall cease and shall be merged into the Parent possessing all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of the Subsidiary; and all and singular, the rights, privileges, powers and franchises of the Subsidiary, and all property, real, personal and mixed, and all debts due to the Subsidiary on whatever account, as well for stock subscriptions as all other things in action or belonging to the Subsidiary shall be vested in the Parent; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Parent as they were of the Subsidiary, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in the Subsidiary, shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiary shall thenceforth attach to the Parent, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

[Remainder of page intentionally left blank]

UNOFFICIAL COPY

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Executive Vice President – Finance of each party hereto as the respective act, deed and agreement of said corporations on this _____ day of September, 2002.

UNO RESTAURANT HOLDINGS
CORPORATION

By _____
Robert M. Vincent
Executive Vice President – Finance

SEWELL CORPORATION

By: _____
Robert M. Vincent
Executive Vice President – Finance

Property of Cook County Clerk's Office

UNOFFICIAL COPY

I, George W. Herz, II, the Secretary of Uno Restaurant Holdings Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of Sewell Corporation, a corporation of the State of Illinois, was duly adopted pursuant to subsection (f) of Section 251 of the General Corporation Law of the State of Delaware without any vote of the stockholders of the surviving corporation; and that the Agreement and Plan of Merger does not amend in any respect the Certificate of Incorporation of the surviving corporation, and no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Agreement and Plan of Merger; and that the outstanding shares of the Corporation were such as to render subsection (f) of Section 251 applicable; and that the Agreement and Plan of Merger was thereby adopted by action of the Board of Directors of said Corporation, and is the duly adopted agreement and act of the said Corporation.

WITNESS my hand on this _____ day of September, 2002.

George W. Herz, II Secretary

#1141887 v\2 - tolerrmm□ - h33021.doc□ - 4845/1

EX-170