

File Number 5180-150-4



00253507

1-1-1

Property of Cook County Clerk's Office

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF MERGER OF
ANDERSON INDUSTRIES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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 9TH day of MARCH A.D. 2000 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

BOX 170

UNOFFICIAL COPY

Form **BCA-11.25**

(Rev. Jan. 1999)

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5180-150-4

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

FILED

MAR 9 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 3/9/00

Filing Fee \$ 100.00

Approved: 

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
<u>Atwood Industries, Inc.</u>	<u>Illinois</u>	<u>5180-150-4</u>
<u>Anderson Industries, Inc.</u>	<u>Delaware</u>	<u>5177-432-9</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 ~~new~~ ^{surviving} ~~acquiring~~ corporation: Anderson Industries, Inc.
- (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 A attached.

00253507

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 exchange state under which it is organized, and (b) as to each Illinois corporation, as follows: N/A

(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

_____	<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:

- 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.

00253507

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
<u>Atwood Industries, Inc.</u>	<u>1,333,333 common</u>	<u>1,333,333 common</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries) N/A

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 February 3, 2000
(Month & Day) (Year)

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

Stephen E.K. Graham, Asst. Secy.
(Type or Print Name and Title)

Anderson Industries, Inc.
(Exact Name of Corporation)

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

David R. Bovee, President
(Type or Print Name and Title)

Dated February 3, 2000
(Month & Day) (Year)

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

Stephen E.K. Graham, Asst. Secy.
(Type or Print Name and Title)

Atwood Industries, Inc.
(Exact Name of Corporation)

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

David R. Bovee, President
(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)

BOX 170

UNOFFICIAL COPY

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER dated as of the 3rd day of February, 2000 of ATWOOD INDUSTRIES, INC. an Illinois corporation ("Subsidiary") with and into ANDERSON INDUSTRIES, INC., a Delaware corporation ("Parent"). Subsidiary and Parent are hereinafter sometimes called the "Constituent Corporations" and Parent is hereinafter sometimes called the "Surviving Corporation".

Parent is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital stock consisting of 1,000 shares of Common Stock, \$0.01 par value ("Parent Common Stock"). As of the date hereof, 1,000 shares of Parent Common Stock were issued and outstanding.

Subsidiary is a corporation duly organized and existing under the laws of the State of Illinois having an authorized capital stock consisting of 3,000,000 shares of Common Stock, no par value ("Subsidiary Common Stock"). As of the date hereof, 1,333,333 shares of Subsidiary Common Stock were issued and outstanding.

Parent owns all of the outstanding shares of Subsidiary Common Stock.

The directors of Parent deem it advisable for the welfare and best interests of the Constituent Corporations and for the best interest of the respective shareholders of said corporations that Subsidiary be merged with and into Parent on the terms and conditions hereinafter set forth in accordance with the provisions of Section 11.30 of the Illinois Business Corporation Act (the "Illinois Act") and Section 253 of the General Corporation Law of the State of Delaware (the "Delaware Act") which permit such merger (the "Merger").

ARTICLE I

The Merger

Section 1.1 Merger of Subsidiary into Parent. At the Effective Time of the Merger (as defined in Section 1.2 hereof), Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall thereupon cease, and Parent shall continue its corporate existence as the Surviving Corporation under the laws of the State of Delaware under the name of Anderson Industries, Inc.

Section 1.2 Effective Time of the Merger. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Illinois in accordance with the Illinois Act. The date and time of such effectiveness are referred to herein as the "Effective Time of the Merger."

00253507

BOX 170

UNOFFICIAL COPY

Section 1.3 Effects of the Merger. At the Effective Time of the Merger:

(i) the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into Parent, which shall be the Surviving Corporation;

(ii) the Certificate of Incorporation of Parent as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until it shall thereafter be amended in accordance with its terms and as provided by law;

(iii) the By-Laws of Parent as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect and be the By-Laws of the Surviving Corporation until they shall thereafter be amended in accordance with their terms and as provided by law;

(iv) the directors of Parent in office at the Effective Time of the Merger shall be the directors of the Surviving Corporation, each of such directors to hold office, subject to the applicable provisions of the By-Laws of the Surviving Corporation and the Delaware Act, until his or her successor shall be elected and shall duly qualify;

(v) the officers of Parent in office at the Effective Time of the Merger shall be the officers of the Surviving Corporation, each of such officers to hold office, subject to the applicable provisions of the By-Laws of the Surviving Corporation and the Delaware Act, at the pleasure of the Board of Directors and until his or her successor is appointed or elected and shall duly qualify;

(vi) the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and

(vii) the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

00253507

UNOFFICIAL COPY

ARTICLE II

Effect of Merger on Common Stock of the Constituent Corporations

Section 2.1 Subsidiary Common Stock. At the Effective Time of the Merger each share of Subsidiary Common Stock, all of which are owned by Parent, shall be cancelled and no consideration shall be issuable with respect thereto.

Section 2.2 Parent Common Stock. At the Effective Time of the Merger each share of Parent Common Stock which is issued and outstanding immediately prior to the Effective Time of the Merger shall continue to be outstanding without any change therein.

ARTICLE III

General

Section 3.1 Termination. This Plan of Merger and the transactions contemplated hereby may be terminated at any time by the Board of Directors of Parent before the filing of evidence of the Merger with the States of Illinois and Delaware.

Section 3.2 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware.

BLOOMFIELD 14707-1 316638

BOX 178

00253507