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2003-01-09 12:23:53  
Cook County Recorder  
File # 5298-4068

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

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

**FILED**

DEC 26 2002


JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 12-26-02

Filing Fee \$ 100<sup>00</sup>

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~~ <sup>merge</sup> ~~exchange shares~~ , and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
K & K Welding Products, Inc.	Illinois	5298-4068
Illinois Tool Works Inc.	Delaware	F-1489-1781



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 ~~now~~ <sup>surviving</sup> ~~acquiring~~ corporation: Illinois Tool Works 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~~ <sup>merger</sup> ~~exchange~~ is as follows:

See Attached  
To become effective at the close of business, December 31, 2002.

**BOX 170**

5. Plan of <sup>merger</sup> 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

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"/>
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_____	<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.

BOX 170

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
K & K Welding Products, Inc.	2,000	2,000
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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 December 16, 2002 (Month & Day) (Year)  
attested by Margaret S. Giordano (Signature of Secretary or Assistant Secretary)

Margaret S. Giordano, Asst. Corp. Secretary (Type or Print Name and Title)

Illinois Tool Works Inc. (Exact Name of Corporation)  
by Stewart S. Hudnut (Signature of President or Vice President)

Stewart S. Hudnut, Sr. Vice President (Type or Print Name and Title)

Dated December 16, 2002 (Month & Day) (Year)  
attested by Margaret S. Giordano (Signature of Secretary or Assistant Secretary)

Margaret S. Giordano, Asst. Secretary (Type or Print Name and Title)

K & K Welding Products, Inc. (Exact Name of Corporation)  
by Stewart S. Hudnut (Signature of President or Vice President)

Stewart S. Hudnut, Vice 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)

\_\_\_\_\_  
by \_\_\_\_\_ (Signature of President or Vice President)

(Type or Print Name and Title)

BOX 170

AGREEMENT OF MERGER

MERGING

K & K WELDING PRODUCTS, INC.  
An Illinois Corporation

INTO

ILLINOIS TOOL WORKS INC.  
A Delaware Corporation

AGREEMENT OF MERGER, dated this 11<sup>th</sup> day of December 2002, made by and between K & K Welding Products, Inc., a corporation organized and existing under the laws of the State of Illinois ("K&K"), and Illinois Tool Works Inc. ("ITW"), a corporation organized and existing under and by virtue of the laws of the State of Delaware.

WITNESSETH that:

WHEREAS, the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that K&K be merged into ITW;

WHEREAS, the provisions of Section 253 of the Delaware Corporation Law and Section 5/11.30 of the Illinois Business Corporation Act authorizes a parent-subsidary merger.

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: K&K, organized and existing under the laws of the State of Illinois, shall be and hereby is merged into ITW, organized and existing under the laws of the State of Delaware, and said ITW hereby merges into itself said K&K (hereinafter in this agreement referred to as the "Disappearing Corporation"); said ITW shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "Surviving Corporation") and shall be governed by Delaware Corporation Law.

SECOND: The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding and the surviving corporation shall receive no compensation for the canceled shares.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

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

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws 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 stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective at the close of business, December 31, 2002.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corporation 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 Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees 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 Disappearing Corporation 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 Disappearing Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of K&K shall cease and the said, K&K shall be merged into the surviving corporation in accordance with this agreement of merger.

The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

The surviving corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

IN WITNESS WHEREOF, the parties to this agreement have caused this agreement to be executed by the authorized officers of each of the corporations, by authority of the directors of each corporation, as the respective agreement of each of said corporations, on this 11<sup>th</sup> day of December 2002.

K & K Welding Products, Inc.

Illinois Tool Works Inc.

By: Stewart S. Hudnut  
Stewart S. Hudnut  
Vice President & Secretary

By: Stewart S. Hudnut  
Stewart S. Hudnut  
Sr. Vice President & Secretary

By: Margaret S. Giordano  
Margaret S. Giordano  
Assistant Secretary

By: Margaret S. Giordano  
Margaret S. Giordano  
Assistant Corporate Secretary

BOX 170