

UNOFFICIAL COPY

ILLINOIS QUITCLAIM DEED

THIS DOCUMENT WAS
PREPARED BY:

Craig T. Boyd

Butler Rubin Saltarelli & Boyd LLP
70 West Madison Street, Suite 1800
Chicago, IL 60602

AFTER RECORDING, RETURN
DOCUMENT TO:

Craig T. Boyd

Butler Rubin Saltarelli & Boyd LLP
70 West Madison Street, Suite 1800
Chicago, IL 60602

MAIL SUBSEQUENT TAX BILLS
TO:

Gary S. Beres

4810 West Oakton
Skokie, IL 60077



Doc#: 0402144041
Eugene "Gene" Moore Fee: \$70.50
Cook County Recorder of Deeds
Date: 01/21/2004 11:06 AM Pg: 1 of 24

Above Space for Recorder's Use Only

QUITCLAIM DEED

The Grantor, Crafty Beaver Home Center No. 1, Inc., an Illinois corporation, Successor-by-Merger to Skokie Lumber Co. Inc., 4810 West Oakton, Skokie, Illinois 60077, for and in consideration of the sum of TEN DOLLARS (\$10.00) in hand paid and other good and valuable consideration, CONVEYS AND QUITCLAIMS to the Grantee, HCGK 4811 LLC, an Illinois limited liability company, of 4810 West Oakton, Skokie, Illinois 60077, the interest of Grantor in and to the following described real estate situated in the County of Cook and State of Illinois, to wit:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN.

VILLAGE OF SKOKIE, ILLINOIS
Economic Development Tax
Village Code Chapter 10
EXEMPT Transaction
Skokie Office 01/20/04

UNOFFICIAL COPY

IN WITNESS WHEREOF, Crafty Beaver Home Center No. 1, Inc., the Grantor, has caused its name to be signed to these presents by its President, as of this 1st day of January, 2004.

**CRAFTY BEAVER HOME CENTER
NO. 1, INC.**

By: *Paul Puttrich*
Paul Puttrich, President

ACKNOWLEDGMENT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that Paul Puttrich, personally known to me to be the President of **CRAFTY BEAVER HOME CENTER NO. 1, INC.** and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged under oath that as such President, he signed and delivered the said instrument as President, pursuant to authority given by the Board of Directors of said corporation, as his free and voluntary act, and as the free and voluntary act and deed of the corporation, for the uses and purposes therein set forth.

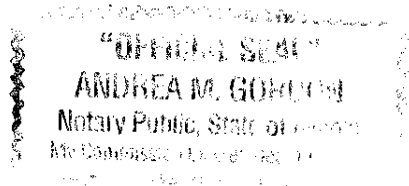
Given under my hand and seal this 1st day of January, 2004.

Print Name: *Andrea M. Gordon*
NOTARY PUBLIC

Exempt under provisions of Paragraph E, Section 31-45, of the Real Estate Transfer Act
Date: January 1, 2004

Crafty Beaver Home Center No. 1, Inc.

By: *Paul Puttrich*
Paul Puttrich, President



UNOFFICIAL COPY

EXHIBIT A

LEGAL DESCRIPTION

Property Address: 4811 West Oakton, Skokie, Illinois 60077

Permanent Real Estate Tax Number(s): 10-28-204-003-0000
10-28-204-005-0000

W:\C\Crafty Beaver\Real Estate\4811 Deed.doc

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Legal Description:

PARCEL 1:

THAT PART OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTH LINE OF SAID SECTION 28, 158.0 FEET WEST OF THE NORTHEAST CORNER OF SAID SECTION 28, SAID POINT ALSO BEING ON THE ORIGINAL EASTERLY RIGHT OF WAY LINE OF THE CHICAGO AND NORTH WESTERN RAILWAY COMPANY; THENCE SOUTHERLY ALONG SAID EASTERLY RIGHT OF WAY LINE, 557.43 FEET; THENCE WEST PARALLEL WITH THE NORTH LINE OF SAID SECTION 18.55 FEET TO A POINT 18.0 FEET WESTERLY OF AND AT RIGHT ANGLES TO SAID EASTERLY RIGHT OF WAY LINE; THENCE NORTHERLY PARALLEL WITH SAID EASTERLY RIGHT OF WAY LINE 557.43 FEET TO THE NORTH LINE OF SAID SECTION 28; THENCE EAST ON THE NORTH LINE OF SAID SECTION 28, 18.55 FEET TO THE PLACE OF BEGINNING, EXCEPTING THEREFROM THE NORTH 40 FEET TAKEN FOR OAKTON STREET, ALL IN COOK COUNTY, ILLINOIS (10-28-204-005-0000)

ALSO

PARCEL 2:

ALL THAT PART OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT A POINT IN THE NORTH LINE OF SAID SECTION 28, WHICH POINT IS 19.98 FEET WEST OF THE NORTHEAST CORNER OF SAID SECTION; THENCE WEST ON THE NORTH LINE OF SAID SECTION 138.20 FEET TO A POINT, WHICH POINT IS IN THE ORIGINAL EASTERLY RIGHT OF WAY LINE OF THE CHICAGO AND NORTHWESTERN RAILROAD COMPANY, THENCE SOUTHEASTERLY ALONG SAID ORIGINAL EASTERLY RIGHT OF WAY LINE, 557.43 FEET TO A POINT; THENCE SOUTHEASTERLY ALONG A LINE WHICH MAKES AN ANGLE TO THE LEFT OF 10 DEGREES 54 MINUTES 30 SECONDS WITH THE PROLONGATION OF SAID ORIGINAL EASTERLY RIGHT OF WAY LINE, 31.89 FEET TO A POINT, WHICH POINT IS 3.70 FEET WEST OF, MEASURED AT RIGHT ANGLES TO THE EAST LINE OF SAID SECTION 28; THENCE NORTH ON A LINE PARALLEL WITH AND 3.70 FEET WEST OF, MEASURED AT RIGHT ANGLES TO THE EAST LINE OF SAID SECTION 28, 329.80 FEET TO A POINT; THENCE NORTHWESTERLY ALONG A CURVED LINE CONVEX EASTERLY HAVING A RADIUS OF 1658.67 FEET AND TANGENT TO SAID LAST DESCRIBED LINE, 179 FEET TO A POINT; THENCE NORTHWESTERLY ALONG A LINE TANGENT TO SAID LAST DESCRIBED LINE, 61.48 FEET, TO THE PLACE OF BEGINNING, EXCEPTING THEREFROM THAT PART TAKEN FOR OAKTON STREET, IN THE VILLAGE OF SKOKIE, TOWNSHIP OF NILES, IN COOK COUNTY, ILLINOIS (10-28-204-003-0000)

UNOFFICIAL COPY

File Number ~~5365-216-5~~



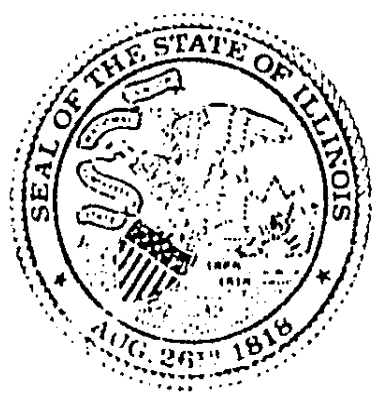
Whereas,

ARTICLES OF INCORPORATION OF
CRAFTY BEAVER HOME CENTER NO. 1, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS 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. 1934.

*Now Therefore, I, Jim Edgar, 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 have set my hand and cause to
be affixed the Great Seal of the State of Illinois,*



at the City of Springfield, this 17th *day of* MAY *AD 19*85 *and*
of the Independence of the United States
the two hundred and 9th

Jim Edgar
SECRETARY OF STATE

UNOFFICIAL COPY

BCA-2.10 (Rev. Jul. 1984)

Submit in Duplicate

Payment must be made by Certified Check, Cashier's Check or a Money Order, payable to "Secretary of State".

DO NOT SEND CASH

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF INCORPORATION

File #

This Space For Use By
Secretary of State

Date 5-22-85

License Fee \$ 35.00

Franchise Tax \$ 25.00

Filing Fee \$ 125.00

Clerk CO-100-157

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is Crafty Beaver Home Center No. 1, Inc.
(It shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent	<u>C.</u>	<u>F.</u>	<u>Marquis</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>5000</u>	<u>One First National Plaza</u>	
	<small>Number</small>	<small>Street</small>	
	<u>Chicago</u>	<u>60603</u>	<u>Cook</u>
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

The transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
<u>Common</u>	<u>\$1</u>	<u>1000</u>

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
If not sufficient space to cover this point, add one or more sheets of this size.

N/A

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
<u>Common</u>	<u>\$1</u>	<u>1000</u>	<u>\$ 1000</u>
			\$
			\$
			\$
TOTAL			\$ 1000

*A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

ARTICLE SIX

UNOFFICIAL COPY

The number of directors constituting the initial board of directors of the corporation is _____, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address
C. F. Marquis	1339 Monroe, River Forest, IL 60305

ARTICLE SEVEN *OPTIONAL*

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

ARTICLE EIGHT *OTHER PROVISIONS*

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated May 10, 19 85

Signature and Names	Post Office Address
1. <u>Skokie Lumber Co., Inc.</u> By <u>Walter H. [Signature]</u> Attest: <u>Richard R. [Signature]</u>	1. <u>c/o C.F. Marquis</u> <u>5000 One First National Plaza</u> Street <u>Chicago, IL 60603</u> City/Town State Zip
2. _____ Signature _____ Name (please print) _____	2. _____ Street _____ City/Town State Zip
3. _____ Signature _____ Name (please print) _____	3. _____ Street _____ City/Town State Zip

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on confirmed copies)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2.18

File No. _____

ARTICLES OF INCORPORATION

Crafty Business Center **FILED** INC.

MAY 17 1985

CORPORATION DEPT. SECRETARY OF STATE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (see Art. 5), MINIMUM \$5.00; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares (see Art. 5), MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE*
up to \$1,000	\$100.00
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6961

UNOFFICIAL COPY

File Number 5385 216 5



Whereas, ARTICLES OF MERGER OF

CRAFTY BEAVER HOME CENTER NO. 1, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS 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, Jim Edgar, 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 30th
day of DECEMBER *AD 1985 and*
of the Independence of the United States
the two hundred and 10th



Jim Edgar
SECRETARY OF STATE

015610154

UNOFFICIAL COPY

BCA-11.25 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in Check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR Secretary of State State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File # 5915-216.5

This Space For Use By Secretary of State

Date 12-3-85

Filing Fee \$100.00

Clerk

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

1. The names of the corporations proposing to merge, consolidate or exchange, and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Skokie Lumber Co., Inc.	Delaware
Crafty Beaver Home Center No. 1, Inc.	Illinois

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. The name of the surviving new corporation is Crafty Beaver Home Center No. 1, Inc. and it shall be governed by the laws of Illinois

4. The plan of merger consolidation or exchange is as follows:

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

See Attached Statement

015610154

Property of Cook County Clerk's Office

UNOFFICIAL COPY

5. The plan of ^{merger} consolidation was approved, as to each corporation, as follows:
exchange

(Only "X" one box for each corporation)

Name of 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. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 & §11.20.
Skokie Lumber Co., Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Crafty Beaver Home Center No. 1, 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 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.

015610154

UNOFFICIAL COPY

7. (Complete this item if reporting a merger of subsidiary corporations.)

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
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. 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 _____, 19 _____.

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.)

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated Dec 10 ~~Nov 10~~, 19 85
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
Richard R. Olwang, Secretary
 (Type or Print Name and Title)

Skokie Lumber Co., Inc.
 (Exact Name of Corporation)
 by [Signature]
 (Signature of President or Vice President)
Walter H. Borg, Jr., President
 (Type or Print Name and Title)

Dated Dec 10 ~~Nov 10~~, 19 85
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
Richard R. Olwang, ASST. SECRETARY
 (Type or Print Name and Title)

Crafty Beaver Home Center No. 1, Inc.
 (Exact Name of Corporation)
 by [Signature]
 (Signature of President or Vice President)
Walter H. Borg, Jr., President
 (Type or Print Name and Title)

Dated _____, 19 _____
 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)

0154

UNOFFICIAL COPY

0 1 5 5 1 0 1 5 4

Property of Cook County Clerk's Office

Form BCA-11.25

File No. _____

**ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE**

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations, \$50 for each additional corporation

FILED

DEC 30 1985

**CORPORATION DEPT.
SECRETARY OF STATE**

RETURN TO:

**Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6861**

UNOFFICIAL COPY**PLAN AND AGREEMENT OF MERGER BETWEEN**

SKOKIE LUMBER CO., INC.
(a Delaware corporation)

AND

CRAFTY BEAVER HOME CENTER NO. 1, INC.
(an Illinois corporation)

THIS PLAN AND AGREEMENT OF MERGER made and entered into on December 10, 1985, by and between SKOKIE LUMBER CO., INC., a Delaware corporation (herein sometimes called the Delaware Corporation) and CRAFTY BEAVER HOME CENTER NO. 1, INC., an Illinois corporation (herein sometimes called the Illinois Corporation or the Surviving Corporation), said corporations hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS, the Delaware Corporation, by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on December 8, 1967, and recorded in the office of the Recorder of Deeds for the County of New Castle on December 8, 1967, has an authorized capital stock consisting of 125,000 shares \$1 par common stock of which 125,000 have been issued. 61,250 shares of the issued stock have been re-acquired by the Delaware Corporation and are held by its treasury, leaving 63,750 issued and outstanding. The cost to the Delaware Corporation of the 61,250 reacquired shares was \$61,250.

WHEREAS, the Illinois Corporation, a corporation organized under the laws of the State of Illinois by its certificate of incorporation which was filed in the office of the Secretary of State of Illinois on May 17, 1985, and recorded in the office of the Recorder of Deeds for the County of Cook on May 21, 1985 has authorized capital stock consisting of one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) each, all of one class, amounting in the aggregate to One Thousand Dollars (\$1,000), all of which are issued and outstanding and are owned by the Delaware Corporation.

WHEREAS, the principal office of the Delaware Corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, and the name and address of its resident agent is The Corporation Trust Company, and the principal office of the Illinois Corporation in the State of Illinois is located at Suite 5000 One First National Plaza, Chicago, Illinois 60603, County of Cook, and the name and address of its resident agent is Donald R. Beres, 4810 Oakton St., Skokie, IL 60076, Cook County.

015510154

UNOFFICIAL COPY

WHEREAS, the board of directors of the Delaware Corporation and the Illinois Corporation have determined that it is advisable that the Delaware Corporation be merged into the Illinois Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Illinois which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the Illinois Corporation, by their respective boards of directors, have agreed and hereby agree each with the other as follows:

ARTICLE I

The Illinois Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with the applicable provision of the laws of the State of Illinois and of the State of Delaware, by the Delaware Corporation merging into the Illinois Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective, as provided in the applicable laws of the State of Illinois and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "effective date of merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Illinois Corporation as the Surviving Corporation, and the separate existence of the Delaware Corporation shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation;

2. The corporate name of the Illinois Corporation shall not be changed;

3. The Illinois Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, as well of a public 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, including subscriptions to shares, 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 vested in the Surviving Corporation

0154 | 0154

UNOFFICIAL COPY

without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall vest in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger;

4. The Illinois Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations, and be subject to all of the restrictions, disabilities and duties, 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 to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and the rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved and unimpaired by the merger, and all debts, liabilities and duties of the Delaware Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been contracted or incurred by it.

5. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation;

6. The By-Laws of the Delaware Corporation as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Corporation;

7. The board of directors and the members thereof, and the officers of the Delaware Corporation immediately prior to the effective date of merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

ARTICLE III

The Certificate of Incorporation of the Illinois Corporation, as existing and constituted immediately prior to the effective time of merger, shall constitute the Certificate of Incorporation of the Surviving Corporation, except that Article Four, Paragraph 1 shall be changed to read as follows:

013610154

Property

UNOFFICIAL COPY

The authorized shares shall be:

<u>Class</u>	<u>Par value Per Share</u>	<u>Number of shares Authorized</u>
Common	\$1	125,000

ARTICLE IV

The manner and basis of converting the share of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

1. The one thousand (1,000) shares of common stock of the Illinois Corporation now owned and held by the Delaware Corporation shall be cancelled and no shares of stock of the Illinois Corporation shall be issued in respect thereof, and the capital of the Illinois Corporation shall be deemed to be reduced by the amount of One Thousand Dollars (\$1,000), the amount represented by said one thousand (1,000) shares of common stock.

2. The 61,250 shares of issued common stock of the Delaware Corporation held in its treasury prior to the effective time of merger shall be cancelled and shall constitute authorized but unissued shares.

3. Each of the 63,750 shares of common stock of the Delaware Corporation issued and outstanding immediately prior to the effective time of the merger shall be changed into and become a share of the common stock, \$1.00 par value, of the Surviving Corporation.

ARTICLE V

The Illinois Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Delaware Corporation, the proper officers and directors of the Delaware Corporation shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of the Plan and Agreement of Merger.

UNOFFICIAL COPY

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders or stockholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders or stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Illinois and of the State of Delaware respectively and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Illinois and of the State of Delaware, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders or stockholders thereof, or by mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective board of directors at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, THE Delaware Corporation and the Illinois Corporation have caused this Plan and Agreement of Merger to be signed in their respective corporate names by their respective Presidents, and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries and a majority of the directors of each of said corporations have hereunto set their hands, all as of the day and year first above written.

SKOKIE LUMBER CO., INC.
(a Delaware Corporation)

By Walter H. Boring
President

D. B. Boring

Shirley W. Boring
Richard R. Boring

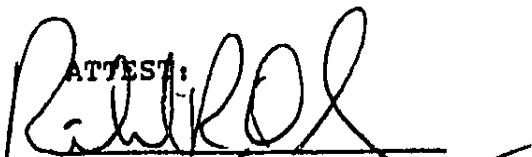
(All of the directors of Skokie Lumber Co., Inc. (a Delaware corporation))

ATTEST:
Richard R. Boring
Secretary

015610154

UNOFFICIAL COPY

CRAFTY BEAVER HOME CENTER
NO. 1, INC.
(an Illinois corporation)

ATTEST:

Assist. Secretary

By 
President

(the sole director of Crafty Beaver
Home Center No. 1, Inc.)

015610154

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Certificate of the Secretary of SKOKIE LUMBER CO., INC.

I, Richard R. Olwang, Secretary of SKOKIE LUMBER CO., INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify as such secretary and under the seal of said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by the president and all of the directors thereof and having been signed by the president and the sole director of CRAFTY BEAVER HOME CENTER NO. 1, INC., a corporation of the State of Illinois, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding sixty three thousand seven hundred fifty (63,750) shares of common stock of the corporation, being all the shares of the corporation issued and outstanding.

WITNESS my hand and seal of said SKOKIE LUMBER CO., INC. on this 10th day of Dec., 1985.

Richard R. Olwang

 Secretary

015610154

DeKalb County Clerk's Office

UNOFFICIAL COPY

Certificate of the Secretary of CRAFTY BEAVER HOME CENTER NO. 1, INC.

I, C. F. Marquis, Secretary of CRAFTY BEAVER HOME CENTER NO. 1, INC., a corporation organized and existing under the laws of the State of Illinois, hereby certify as such secretary and under the seal of said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by the president and all of the directors thereof, and having been signed by the president and all the directors of SKOKIE LUMBER CO., INC., a corporation of the State of Delaware, was duly adopted pursuant to Sections 11.20 and 7.10 of the Illinois Business Corporation Act of 1983, by the unanimous written consent of the shareholders holding one thousand (1,000) common shares of the par value of One Dollar (\$1.00) each of the corporation, being all of the shares of the corporation issued and outstanding.

WITNESS MY HAND AND SEAL of said CRAFTY BEAVER HOME CENTER NO. 1, INC. on this 10th day of ~~July~~ Dec., 1985.

C. F. Marquis
Secretary

013610154

UNOFFICIAL COPY

BCA 5.10/5.20 (Rev. Jul. 1984)

Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State".
DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

File # 155 276

This Space For Use By Secretary of State	
Date	
Filing Fee	\$5.00
Clerk	

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following statement.

- The name of the corporation is CRAFTY BEAVER HOME CENTER NO. 1, INC.
- The State or Country of incorporation is ILLINOIS
- The name and address of its registered agent and its registered office as they appear on the records of the office of the Secretary of State (Before Change) are:

Registered Agent	<u>RICHARD</u>	<u>R.</u>	<u>OLSWANG</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>ONE FIRST NATIONAL PLAZA</u>		<u>SUITE 5000</u>
	<small>Number</small>	<small>Street</small>	<small>Suite No. (A P.O. Box alone is not acceptable)</small>
	<u>CHICAGO</u>	<u>60603</u>	<u>COOK</u>
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

The name and address of its registered agent and its registered office shall be (After All Changes Herein Reported):

Registered Agent	<u>RICHARD</u>	<u>R.</u>	<u>OLSWANG</u>
	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>
Registered Office	<u>4811</u>	<u>OAKTON BOULEVARD</u>	
	<small>Number</small>	<small>Street</small>	<small>Suite No. (A P.O. Box alone is not acceptable)</small>
	<u>SKOKIE</u>	<u>60076</u>	<u>COOK</u>
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

- By resolution duly adopted by the board of directors. (Note 5)
- By action of the registered agent. (Note 6)

(If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19____ (Exact Name of Corporation)

attested by _____ by _____ (Signature of Secretary or Assistant Secretary) (Signature of President or vice president)

(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agents, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated MAY 14, 1987 _____ (Signature of Registered Agent of Record)

FILED
MAY 19 1987
Secretary of State
Corporate Department

1 9 1 7 | 0 2 3 5

UNOFFICIAL COPY

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the President (or vice-president) and by the Secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

1 8 1 7 1 9 2 3 5

Form BCA-5.10/5.20

File No. D-5785-6000

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

Filing Fee \$5.00

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-7808

UNOFFICIAL COPY

Property of Cook County Clerk's Office

STATE OF ILLINOIS
I hereby certify that the within and
correct copy of the within and
page as shown to me by
this date

Eighteen

DATED: January 15, 2004
BY: John P. Kelly, Jr.

EXPEDITED
SECRETARY OF STATE

JAN 15 2004

EXP. FEES 50.00

COPY FEES 25.00

UNOFFICIAL COPY

STATEMENT BY GRANTOR AND GRANTEE

The grantor or his agent affirms that, to the best of his knowledge, the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

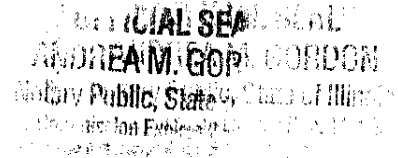
Date: January 1, 2004.

Signature: *Paul Puthack*

SUBSCRIBED AND SWORN
TO BEFORE ME ON THIS

1st DAY OF
January, 2004.

Andrea M. Gord
NOTARY PUBLIC



The grantee or his agent affirms and verifies that the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

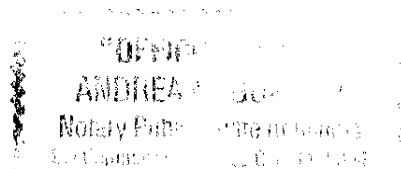
Date: January 1, 2004.

Signature: *Hayes Ben*

SUBSCRIBED AND SWORN
TO BEFORE ME ON THIS

1st DAY OF
January, 2004.

Andrea M. Gord
NOTARY PUBLIC



(Attach to deed or ABI to be recorded in Cook County, Illinois, if exempt under the provisions of Section 4 of the Illinois Real Estate Transfer Tax Act).