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Eugene "Gene" Moore Fee: \$32.50
Cook County Recorder of Deeds
Date: 04/08/2004 02:23 PM Pg: 1 of 5

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED

MAR 17 2004

**JESSE WHITE
SECRETARY OF STATE**

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 5620-946-8 Filing Fee: \$ 100.00 Approved: It
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge}, and the state or country of their incorporation:
~~exchange~~ ^{as 100 shares}

Name of Corporation	State or Country of Incorporation	Corporation File Number
SALMON S. GOLDBERG, M.D. AND DAVID CHUDWIN, M.D., SC.	ILLINOIS	D5620-946-8
ALLERGY & ASTHMA ASSOCIATES, LTD.	ILLINOIS	D5509-363-6

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: SALMON S. GOLDBERG MD, AND DAVID CHUDWIN MD, SC.
~~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~~

SEE ATTACHED EXHIBIT "A"

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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 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

SALMON S. GOLDBERG, M.D.

AND DAVID CHUDWIN MD, SC.

ALLERGY & ASTHMA ASSOCIATES, LTD.

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.

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

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 JANUARY 30 , 2004
(Month & Day) (Year)

SALMON S. GOLDBERG, M.D. AND
DAVID CHUDWIN, M.D., S.C.

(Exact Name of Corporation)

x *Salmon S. Goldberg MD*
(Any authorized officer's signature)

x SALMON S. GOLDBERG, PRES
(Type or Print Name and Title)

Dated JANUARY 30 , 2004
(Month & Day) (Year)

ALLERGY & ASTHMA ASSOCIATES, LTD.

(Exact Name of Corporation)

x *Salmon S. Goldberg*
(Any authorized officer's signature)

x SALMON S. GOLDBERG MD, PRES
(Type or Print Name and Title)

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

(Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

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PLAN OF MERGER

ALLERGY & ASTHMA ASSOCIATES, LTD. (hereinafter sometimes called “the Merging Company”), a corporation incorporated under the laws of the State of Illinois, and **SALMON S. GOLDBERG, M.D. AND DAVID CHUDWIN, M.D., S.C.** (hereinafter sometimes called “Goldberg and Chudwin, S.C.”), a corporation incorporated under the laws of the State of Illinois, agree that:

1. The Merging Company shall be merged into Goldberg and Chudwin, S.C., the surviving company.
2. The terms and conditions of this merger and the mode of carrying same into effect are set forth in the Plan of Merger. The Certificate of Incorporation of Salmon S. Goldberg, M.D. and David Chudwin, M.D., S.C. shall not be amended by this merger, and Goldberg and Chudwin, S.C. shall continue to exist as a corporation incorporated under the laws of the State of Illinois but shall adopt the assumed name of Allergy and Asthma Associates, LTD.
3. All the issued and outstanding shares of stock of the Merging Company are owned by Goldberg and Chudwin, S.C. and shall, upon consummation of the merger, be surrendered for cancellation. The merger shall make no change in the shares of stock of Goldberg and Chudwin, S.C. issued and outstanding on the effective date of the merger.
4. This Plan of Merger and the merger herein provided for may be terminated by the Board of Directors of the Merging Company and Goldberg and Chudwin, S.C. at any time prior to the filing of this document.

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5. The action taken to effect the merger is intended to satisfy the requirements of the Internal Revenue Code for Federal income tax purposes and the transfer of all property of the Merging Company to Goldberg and Chudwin, S.C. shall be made within the taxable year on the effective date of the merger as provided for in the Articles of Merger.

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