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

Doc#: **0530622079** Fee: **\$32.00**  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 11/02/2005 12:33 PM Pg: 1 of 5

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**

**OCT 31 2005**

**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.

205-5  
File # 6445-995-3 Filing Fee: \$ 100.00 Approved: lt  
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~~ <sup>merge</sup> ~~or exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Northway Acquisition Corp.</u>	<u>Illinois</u>	<u>6445-995-3</u>
<u>Northway State Bank</u>	<u>Illinois</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~~ <sup>surviving</sup> corporation: Northway State Bank  
~~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~~ <sup>merger</sup> ~~exchange~~ is as follows:

Please see attached Agreement and Plan of Merger between Northway Acquisition Corp. and Northway State Bank.

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BOX 170

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5. Plan of <sup>merger</sup>~~consolidation~~ <sup>exchange</sup> 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)

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
Northway Acquisition Corp.	<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"/>
_____	<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:

- 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.
- 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
- 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 \_\_\_\_\_

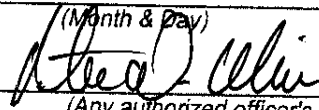
(Month & Day) (Year)

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**.)

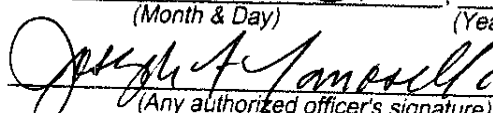
Dated October 31, 2005  
(Month & Day) (Year)

  
(Any authorized officer's signature)

Peter D. Wimmer, President  
(Type or Print Name and Title)

Northway Acquisition Corp.  
(Exact Name of Corporation)

Dated October 31, 2005  
(Month & Day) (Year)

  
(Any authorized officer's signature)

Joseph F. Tomasello, President  
(Type or Print Name and Title)

Northway State Bank  
(Exact Name of Corporation)

Dated October, 2005  
(Month & Day) (Year)

   
(Any authorized officer's signature)

   
(Type or Print Name and Title)

   
(Exact Name of Corporation)

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**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
NORTHWAY ACQUISITION CORP.  
AND  
NORTHWAY STATE BANK**

This Agreement and Plan of Merger (the "Agreement") is entered into between Northway Acquisition Corp., an Illinois corporation ("Merging Corporation"), and Northway State Bank, an Illinois state chartered bank ("Surviving Bank").

1. Merging Corporation shall be merged with and into Surviving Bank. The separate corporate existence of Merging Corporation shall cease on consummation of the merger and be combined in Surviving Bank.
2. At the Effective Time (as that term is defined in Paragraph 5), each share of common stock of Surviving Bank outstanding immediately prior to the Effective Time shall cease to be outstanding and will be cancelled and certificates previously representing shares of common stock of Surviving Bank shall represent solely the right to receive cash consideration in the amount of \$14.80 per share subject to adjustment.
3. At the Effective Time, each share of common stock of Merging Corporation outstanding immediately prior to the Effective Time shall be converted into an equal number of shares of common stock of Surviving Bank such that immediately following the merger, the number of outstanding shares of common stock of Surviving Bank shall be equal to the number of outstanding shares of common stock of Merging Corporation immediately prior to the merger.
4. From and after the Effective Time, until amended in accordance with applicable law, the Charter and Bylaws of Surviving Bank shall remain the same as those of Surviving Bank immediately prior to the merger.
5. The merger shall have all of the effects provided by the Business Corporation Act of 1983, as amended, of the State of Illinois, and this Agreement. The merger shall be effective upon the issuance of a certificate of merger by the Secretary of State of the State of Illinois in accordance with applicable law (the "Effective Time").
6. This Agreement may be terminated by either party hereto at any time prior to the Effective Time by delivery of written notice of termination to the other party. Such termination shall be effective immediately upon delivery of such notice.
7. This Agreement shall be governed by the laws of the State of Illinois.

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- IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of October 26, 2005.

NORTHWAY STATE BANK

**Joseph F. Tomasello**  
**President**

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[illegible]