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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



Doc#: **0636331051** Fee: **\$34.00**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 12/29/2006 11:41 AM Pg: 1 of 6

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

FILED

DEC 21 2006

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.

245-8

File # 6246-012-1 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 ^{merge} ~~consolidate~~ and the state or country of their incorporation:
~~exchange~~ shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
Brimm's Tax Service Inc.	Illinois	62460121
H&R Block Enterprises, Inc.	Missouri	60702306

2. The laws of the state or country under which each corporation is incorporated pertain to such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} ~~new~~ corporation: H&R Block Enterprises, Inc.
~~acquiring~~
(b) it shall be governed by the laws of: Missouri

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

4. Plan of ^{merger} ~~consolidation~~ is as follows:
~~exchange~~

See attached.

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6. Plan of ~~consolidation~~ ^{merger} 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:

(The following items are not applicable to mergers under § 11.30 — 99% 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

_____	<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.

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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
Brimm's Tax Service Inc.	100	100

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 12/20, 2006
(Month & Day) (Year)
 x Brian Schmidt
(Any authorized officer's signature)

Brimm's Tax Service Inc.
(Exact Name of Corporation)

Brian Schmidt, Secretary
(Type or Print Name and Title)

Dated 12/20, 2006
(Month & Day) (Year)
 x Brian Schmidt
(Any authorized officer's signature)

H&R Block Enterprises, Inc.
(Exact Name of Corporation)

Brian Schmidt, Vice President
(Type or Print Name and Title)

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

(Any authorized officer's signature)

(Exact Name of Corporation)

(Type or Print Name and Title)

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AGREEMENT OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), is made and entered into as of the 16th day of October, 2006, pursuant to Section 805 I.L.C.S. 5/11.30, by and between:

Brimm's Tax Service Inc., an Illinois corporation
(the "Merging Corporation"); and

H&R Block Enterprises, Inc., a Missouri Corporation
(the "Surviving Corporation").

Collectively, the Merging Corporation and the Surviving Corporation are referred to herein as the "Constituent Corporations".

WITNESSETH that:

WHEREAS, the Surviving Corporation is the sole shareholder of the Merging Corporation, being the owner of 100% of the issued and outstanding shares of Common Stock of the Merging Corporation, having acquired such shares on October 11, 2006; and

WHEREAS, the Surviving Corporation has assumed all operations, assets and liabilities of the Merging Corporation effective October 11, 2006; and

WHEREAS, the Boards of Directors of the Constituent Corporations believe it is in the best interests of the corporations and their stockholder to merge into a single corporation, as hereinafter specified; and

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: H&R Block Enterprises, Inc. hereby merges into itself Brimm's Tax Service Inc., an Illinois corporation, and said Merging Corporation shall be and hereby is merged into H&R Block Enterprises, Inc., which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: There shall be no conversion of outstanding shares of capital stock of any of the Constituent Corporations. On the effective date of the merger, the issued and outstanding shares of capital stock of the Merging Corporation shall thereupon, and without the surrender of stock certificates or any other action, be cancelled. On the

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effective date of the merger, the issued and outstanding shares of capital stock of the Surviving Corporation shall not be converted, and each share that is issued and outstanding on such date shall continue to represent one issued and outstanding share of the Surviving Corporation capital stock. Each share shall continue to possess the same rights and limitations as it possessed prior to the effective date of the merger.

FOURTH: 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 the 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 be effective on December 31, 2006.
- (d) Upon the effective date of the merger, the separate existence and corporate organization of the Merging Corporation shall be terminated and shall cease.
- (e) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging 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 Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively. The Merging 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 as to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason 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 Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

FIFTH: The terms and conditions shall be carried into effect as follows:

- (a) This Agreement shall be submitted to the Board of Directors of each of the Constituent Corporations for its consideration and subsequent adoption, authorization and approval in accordance with applicable state law.

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- (b) Subsequent to the adoption, authorization and approval by the Board of Directors of the Constituent Corporations, the appropriate officers of each Constituent Corporation shall execute, acknowledge, and deliver this Agreement.
- (c) The appropriate officers of each Constituent Corporation shall execute, acknowledge, certify, record and file a Certificate of Merger or Articles of Merger, and do all other acts, sign all other documents, and pay all fees in connection with the merger, as required by applicable state law.

SIXTH. This Agreement shall be governed by the laws of the State of Missouri.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused this Agreement to be executed by their duly authorized officers as the respective act, deed and agreement of each of said corporations, and have caused their respective seals to be affixed hereto as of the day and year first above written.

Brimm's Tax Service Inc.
(an Illinois corporation)

Timothy C. Gokey
President

[Corporate Seal]

Attest:

Brian H. Schmidt, Secretary

H&R Block Enterprises, Inc.
(a Missouri corporation)

Timothy C. Gokey
President

[Corporate Seal]

Attest:

Brian H. Schmidt, Secretary

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