

# UNOFFICIAL COPY

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



Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com

Doc#: **0735403075** Fee: **\$36.00**  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 12/20/2007 04:09 PM Pg: 1 of 7

**FILED**

**DEC 18 2007**

**JESSE WHITE**  
SECRETARY OF STATE

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

Filing fee is \$100, but if merger or  
consolidation involves more than two  
corporations, submit \$50 for each  
additional corporation.

File # 53715869 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, 4 and 5.

1 Names of Corporations proposing to ~~consolidate~~ <sup>merge</sup> and State or Country of incorporation  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Sunrise Electric Supply, Inc.</u>	<u>Illinois</u>	<u>53715869</u>
<u>Sunrise Portfolio Merger Subsidiary, Inc.</u>	<u>Delaware</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 ~~acquiring~~ <sup>surviving</sup> ~~new~~ corporation: Sunrise Portfolio Merger Subsidiary, Inc.

b. Corporation shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~

Attached hereto as Exhibit A.

367057-15

# UNOFFICIAL COPY

merger  
 5 The ~~consolidation~~ 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 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only 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 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
<u>Sunrise Electric Supply, Inc.</u>	<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 filing of the Articles 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.

# UNOFFICIAL COPY

**7 Complete if reporting a merger under §11.30 -- 90 percent-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:

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 percent-owned subsidiaries.

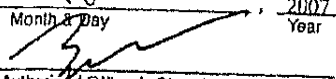
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month & Day      Year

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 "No," 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 the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

**8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK**

Dated December 18, 2007      Sunrise Electric Supply, Inc.  
Month & Day      Year      Exact Name of Corporation

  
 Any Authorized Officer's Signature

Roy K. Landgren, President  
 Name and Title (type or print)

Dated December, 2007      Sunrise Portfolio Merger Subsidiary, Inc.  
Month & Day      Year      Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature

\_\_\_\_\_  
 Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_      \_\_\_\_\_  
Month & Day      Year      Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature

\_\_\_\_\_  
 Name and Title (type or print)

# UNOFFICIAL COPY

**7. Complete if reporting a merger under §11.30 — 90 percent-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:

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 percent-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 "No," 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 the notice of the right to dissent to the shareholders of each merging subsidiary Corporation )

**8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.**

Dated December \_\_\_\_\_, 2007 Sunrise Electric Supply, Inc.  
Month & Day Year Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature

\_\_\_\_\_  
 Name and Title (type or print)

Dated December \_\_\_\_\_, 2007 Sunrise Portfolio Merger Subsidiary, Inc.  
Month & Day Year Exact Name of Corporation

*[Handwritten Signature]*  
 Any Authorized Officer's Signature

Michael B. Evans, President  
 Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature

\_\_\_\_\_  
 Name and Title (type or print)

# UNOFFICIAL COPY

## EXHIBIT A

PLAN OF MERGER approved on December 18, 2007, by SUNRISE ELECTRIC SUPPLY, INC., a corporation of the State of Illinois, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date, and approved on December 18, 2007, by SUNRISE PORTFOLIO MERGER SUBSIDIARY, INC., a corporation organized under the laws of the State of Delaware, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. Sunrise Electric Supply, Inc. and Sunrise Portfolio Merger Subsidiary, Inc. shall, pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois and of the laws of the jurisdiction of organization of Sunrise Portfolio Merger Subsidiary, Inc., be merged with and into a single corporation, to wit, Sunrise Portfolio Merger Subsidiary, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "Sunrise Electric Supply, Inc." pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Sunrise Electric Supply, Inc., an Illinois corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the Business Corporation Act of 1983 of the State of Illinois.

2. The Certificate of Incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation except that Article 1 thereof relating to the name of the corporation is hereby amended and changed so as to read as follows upon the effective date of the merger:

"1. The name of the Corporation is Sunrise Electric Supply, Inc. (the "Corporation")."

and said Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said surviving corporation.

4. The outstanding shares of the terminating corporation shall, upon the effective date of the merger, be converted into the right to receive from the surviving corporation \$61,730,800.99 in cash and 173,086 shares of Common Stock of Sunrise Portfolio, Inc., a Delaware corporation, which immediately before and after the merger is the owner of all the outstanding voting securities of the surviving corporation. The issued shares of the surviving

# UNOFFICIAL COPY

corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

5. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization

6. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois and by the shareholders of the surviving corporation in compliance with the laws of the jurisdiction of its organization, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois and by the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Dallas County Clerk's Office