

# UNOFFICIAL COPY

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#: 0835331052 Fee: \$46.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 12/18/2008 11:32 AM Pg: 1 of 6

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

**FILED**

**DEC 15 2008**

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 #

5039-523-7

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> ~~exchange shares~~ <sup>to consolidate</sup>, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Parker-Origa Corporation</u>	<u>Illinois</u>	<u>56395237</u>
<u>Parker-Hannifin Corporation</u>	<u>Ohio</u>	<u>10501636</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: Parker-Hannifin Corporation  
~~acquiring~~

(b) it shall be governed by the laws of: Ohio

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:

SEE EXHIBIT A, ATTACHED

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5. 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 — 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

<u>Name of Corporation</u>	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
_____	<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
Parker-Origa Corporation	10	10

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 December 10, 2008  
(Month & Day) (Year)

Parker-Origa Corporation  
(Exact Name of Corporation)

*Thomas A. Piraino, Jr.*  
(Any authorized officer's signature)

Thomas A. Piraino, Jr., Secretary  
(Type or Print Name and Title)

Dated December 10, 2008  
(Month & Day) (Year)

Parker-Hannifin Corporation  
(Exact Name of Corporation)

*Thomas A. Piraino, Jr.*  
(Any authorized officer's signature)

Thomas A. Piraino, Jr., Vice President and Secretary  
(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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EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 10<sup>th</sup> day of December, 2008, by and between Parker-Hannifin Corporation, an Ohio corporation (the "Surviving Corporation") and Parker-Origa Corporation, an Illinois corporation ("Parker-Origa"), said corporations herein collectively referred to as the "Constituent Corporations."

WHEREAS, Parker-Origa presently has authorized One Thousand (1,000) shares of common stock at no par value, of which Ten (10) shares are outstanding and owned by the Surviving Corporation,

WHEREAS, the respective Board of Directors of each of the Constituent Corporations deem it advisable that the Merging Corporations be merged into the Surviving Corporation in accordance with the applicable provisions of the Illinois Business Corporation Act.

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: The Surviving Corporation, owning at least 90% of each class of the outstanding shares of each of Parker-Origa, and Parker-Origa agrees that it shall be merged with and into the Surviving Corporation.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until they shall be amended or repealed as provided therein.

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THIRD: The manner of converting the outstanding shares of common stock of the Merging Corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) At the Effective Time (hereinafter defined), the issued and outstanding shares of the common stock of the Merging Corporations shall be deemed cancelled.

(b) The present holders of the Surviving Corporation's common stock shall continue to hold the same share certificates in the Surviving Corporation that they now hold, and such share certificates shall continue to represent the like number of shares of the Surviving Corporation from and after the Effective Time.

FOURTH: The terms and conditions of the merger are as follows:

(a) The Articles of Incorporation of the Surviving Corporation as it shall exist on the effective date of this Agreement shall be and remain the Articles of Incorporation 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 Shareholders and until their successors shall have been elected and qualified.

(c) This merger shall be effective on January 1, 2009 (the "Effective Date") (the "Effective Time").

(d) On the Effective Date at the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Parker-Origa 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 Parker-Origa shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and Parker-Origa, respectively. Parker-

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Origa 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 to the Surviving Corporation title to and possession of any property of Parker-Origa acquired or to be acquired by reason of 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 Parker-Origa and the proper officers and Directors of the Surviving Corporation are fully authorized in the name of Parker-Origa or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Constituent Corporations have each caused their respective corporate names to be signed hereto by their respective vice presidents, duly authorized by the respective Boards of Directors of the Constituent Corporations.

## PARKER-HANNIFIN CORPORATION

By: Thomas A. Piraino, Jr.  
Thomas A. Piraino, Jr.  
Vice President and Secretary

## PARKER-ORIGA CORPORATION

By: Thomas A. Piraino, Jr.  
Thomas A. Piraino, Jr.  
Vice President