

# 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

**FILED**

**DEC 17 2008**

**JESSE WHITE  
SECRETARY OF STATE**



Doc#: **0836545177** Fee: \$42.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 12/30/2008 03:54 PM Pg: 1 of 4

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 # 6031-5213 Filing Fee: \$ 100.00 Approved: [Signature]

----- 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> ~~or exchange~~ and State or Country of Incorporation.

Name of Corporation	State or Country of Incorporation	Corporation File Number
Capital Associates Development Corp.	Illinois	60315213
Capital Associates Group Inc.	Illinois	60219664

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: Capital Associates Development Corp.

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

**For more space, attach additional sheets of this size.**

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

See attached Exhibit A.

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

Mark an "X" in one box only for each Illinois Corporation.

	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to 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.
Name of Corporation: Capital Associates Development Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Capital Associates Group, Inc.	<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"/>

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.

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**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
n/a		

**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 12 \_\_\_\_\_, 2008      Capital Associates Development Corp.  
Month & Day      Year      Exact Name of Corporation

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

Terry A. McKay, Chairman  
Name and Title (type or print)

Dated December 12 \_\_\_\_\_, 2008      Capital Associates Group, Inc.  
Month & Day      Year      Exact Name of Corporation

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

Terry A. McKay, Chairman  
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)

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EXHIBIT A  
to  
**Articles of Merger**  
for merger of  
**Capital Associates Group Inc.** (File No. 60219664)  
with and into  
**Capital Associates Development Corp.** (File No. 60315213)

4. Description of the Merger:

Pursuant to these Articles of Merger, Capital Associates Group Inc., an Illinois corporation ("CAG") is merging with and into Capital Associates Development Corp., an Illinois corporation ("CADC"), with CADC as the surviving corporation (the "Merger"), effective as of the close of business on December 31, 2008 (the "Effective Time"). Pursuant to resolutions adopted by the board of directors and the shareholders of each of CADC and CAG, at the Effective Time, the conversion of the capital stock of CADC and CAG shall be as follows:

- (a) each share of the common stock of CADC, \$100.00 par value per share, issued and outstanding immediately prior to the Effective Time, shall remain unchanged and unaffected by the Merger; and
- (b) each share of the common stock of CAG, \$1.00 par value per share, issued and outstanding immediately prior to the Effective Time shall be cancelled in exchange for 1/100<sup>th</sup> of a share of the common stock of CADC, \$100.00 par value per share.