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FORM **BCA 11.39** (rev. Dec. 2003)
**ARTICLES OF MERGER
BETWEEN ILLINOIS CORPORATIONS
AND LIMITED LIABILITY COMPANIES**
Business Corporation Act

Doc#: **0934116010** Fee: **\$48.25**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 12/07/2009 09:24 AM Pg: 1 of 6

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED
OCT 15 2009
JESSE WHITE
SECRETARY OF STATE

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

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

File # 6271-440-9 Filing Fee: \$ 150.00 Approved: KK

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Aetna Bearing Company</u>	<u>Illinois</u>	<u>62714409</u>
<u>ABC Illinois Holding Co.</u>	<u>Illinois</u>	<u>62797347</u>
<u>Aetna Bearing Acquisition Company, LLC</u>	<u>Michigan</u>	<u>D2758G</u>

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: Aetna Bearing Company

b. Corporation or Limited Liability Company shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

See attached Plan of Merger

Handwritten notes:
syes
p b
-
m yes
fr

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5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows

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 (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
<u>Aetna Bearing Company</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>ABC Illinois Holding Co.</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"/>

6. **Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.**

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- a. The surviving Limited Liability Company 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 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 Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company 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 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. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated June 30, 2009 Aetna Bearing Company
Month & Day Year Exact Name of Corporation

[Signature]
Any Authorized Officer's Signature

James Trauscht, President
Name and Title (type or print)

Dated June 30, 2009 ABC Illinois Holding Co.
Month & Day Year Exact Name of Corporation

[Signature]
Any Authorized Officer's Signature

James Trauscht, President
Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated June 30, 2009 Aetna Bearing Acquisition Company, LLC
Month & Day Year Exact Name of Limited Liability Company

[Signature]
Signature

Raymond Gunn, Manager
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)



WHEN RECORDED, RETURN TO:
 John E. Jacobs, Esq.
 Maddin, Hauser, et al.
 28400 Northwestern Hwy., 3rd Floor
 Southfield, MI 48034

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PLAN OF MERGER OF ABC ACQUISITION CO., ABC ILLINOIS HOLDING CO. AND AETNA BEARING ACQUISITION CO., LLC

This Plan of Merger ("Plan") entered into as of June 30, 2009, between Aetna Bearing Company, an Illinois corporation ("ABC"), ABC Illinois Holding Co., an Illinois corporation ("Holdco") and Aetna Bearing Acquisition Company, LLC, a Michigan limited liability company ("Aetna") (collectively referred to as the "Constituent Companies").

RECITALS

The respective boards of directors and board of managers of the Constituent Companies deem it advisable and in the best interests of each company and its respective owners that the merger take place in the manner contemplated in this Plan, have adopted resolutions approving this Plan and have recommended that the merger of the Constituent Companies ("Merger") be approved and adopted by the owners of the Constituent Companies.

For purposes of stating the terms and conditions of the Merger; the mode of carrying it into effect; the manner of converting the shares of common stock of Holdco and membership interest of Aetna outstanding immediately before the effective time of the Merger, into stock of ABC; and the details and provisions that are deemed desirable, the Constituent Companies agree as follows:

ARTICLE I

In accordance with the laws of the State of Illinois and Michigan, Holdco and Aetna shall be merged with and into ABC, which shall sometimes be referred to in this Plan as the "Surviving Company." The Surviving Company, under the name Aetna Bearing Company, shall continue to be governed by the laws of the State of Illinois.

ARTICLE II

The Merger shall become effective upon filing with the Secretary of State.

ARTICLE III

Holdco has issued and outstanding 900 shares of common stock held by the former members of Aetna, Aetna has outstanding 90% membership interests in the limited liability company now held by Holdco and ABC has issued and outstanding 100 shares of common stock held by Holdco. All the owners of Constituent Companies are entitled to vote on the Merger.

ARTICLE IV

At the effective time of the Merger, by virtue of the Merger and without any action on the part of

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the owners, all common stock of ABC, Holdco and membership interest of Aetna shall be cancelled and 900 shares of common stock of ABC shall be issued to the shareholders of Holdco in the same proportions they own common stock in Holdco.

ARTICLE V

Except as specifically set forth in this Plan, the identity, existence, purposes, powers, objects, franchises, privileges, rights, and immunities of ABC shall continue unaffected and unimpaired by the Merger, and the limited liability company and corporate franchises, existence, and rights of Aetna and Holdco shall be merged into ABC and ABC shall, as the Surviving Company, be fully vested therewith. At the effective time of the merger, the separate existence of Aetna and Holdco shall cease, and in accordance with the terms of this Plan, the Surviving Company shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Companies. All rights, privileges, powers, and franchises of each of the Constituent Companies, all property, real, personal, and mixed, all debts due to either of the Constituent Companies on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Constituent Company shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be as effectually the property of the Surviving Company as they were of the respective Constituent Companies.

The Surviving Company shall be responsible and liable for all the liabilities and obligations of the Constituent Companies, and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted as if the Merger had not taken place, or the Surviving Company may be substituted in its place. Neither the rights of creditors nor any liens on the property of either of the Constituent Companies shall be impaired by the Merger, and all debts, liabilities, and duties of each of the Constituent Companies shall attach to the Surviving Company, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

ARTICLE VI

From time to time, as and when requested by the Surviving Company or by its successors or assigns, Holdco and Aetna shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Company, or its successors or assigns, may deem necessary or desirable to vest in and confirm to the Surviving Company and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in ARTICLE V of this Plan and otherwise to carry out the intent and purposes of this Plan.

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ARTICLE VII

For the convenience of the parties to this Plan and to facilitate the filing and recording of this Plan, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.

Authorized agents of ABC, Holdco and Aetna have duly executed this Plan below.

Aetna Bearing Company, an Illinois corporation

By: *David P. Johnson*

Its: CEO

ABC Illinois Holding Co., an Illinois corporation

By: *David P. Johnson*

Its: CEO

Aetna Bearing Acquisition Co., LLC, a Michigan limited liability company

By: *[Signature]*

Its: Manager