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FORM NFP 111.25 (rev. Dec. 2003)

## ARTICLES OF MERGER OR CONSOLIDATION

General Not For Profit Corporation Act

Doc#: 1020422028 Fee: \$46.25  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 07/23/2010 10:14 AM Pg: 1 of 5

Jesse White, Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
Telephone (217) 782-6961  
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### FILED

MAY 06 2010

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a  
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File # 5320-108-3 Filing Fee: \$25.00 Approved: *lt*

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

NOTE: Strike inapplicable word in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup>, and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
New Moms	Illinois	53201083
Bright Endeavors	Illinois	65746247

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~surviving~~ <sup>surviving</sup> corporation: New Moms

and it shall be governed by the laws of: Illinois

4. The plan of ~~merger~~ <sup>merger</sup> is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See Attached

S   7    
P   5    
S   N    
M   7    
SC   N    
E   N    
INT   8/11  



NEW MOMS, INC.  
2845 W. McLean Avenue  
Chicago, IL 60647

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5. The plan of ~~consolidation~~ merger was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

New Moms \_\_\_\_\_

A

Bright Endeavors \_\_\_\_\_

A

\_\_\_\_\_

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6. (Not applicable if surviving or new corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

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7. 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 April 30, 2010  
 (Month & Day) (Year)

New Moms  
 (Exact Name of Corporation)

Audace McLaughlin  
 (Any Authorized Officer's Signature)

Audace McLaughlin President & CEO  
 (Type or Print Name and Title)

Dated 4/29/10, (Year)  
 (Month & Day)

Bright Endeavors  
 (Exact Name of Corporation)

[Signature]  
 (Any Authorized Officer's Signature)

Stephanie Wernet Co-founder  
 (Type or Print Name and Title)

Dated April 30, 2010  
 (Month & Day) (Year)

\_\_\_\_\_  
 (Exact Name of Corporation)

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

\_\_\_\_\_  
 (Type or Print Name and Title)

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## PLAN OF MERGER OF BRIGHT ENDEAVORS INTO NEW MOMS

Pursuant to the provisions of the Illinois General Not for Profit Corporation Act, the domestic corporations described below adopt the following Plan of Merger:

**FIRST:** The names of the corporations proposing to merge (the "Constituent Corporations") are New Moms, an Illinois not for profit corporation, and Bright Endeavors, an Illinois not for profit corporation.

**SECOND:** The name of the corporation into which the Constituent Corporations propose to merge, which is hereinafter designated as the "Surviving Corporation," is New Moms, an Illinois not for profit corporation.

**THIRD:** There shall be no amendments to the Articles of Incorporation of the Surviving Corporation.

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

1) **Merging Corporation.** Bright Endeavors shall merge, as of the Effective Date referenced below, with and into New Moms with New Moms being the surviving corporation (the "Merger").

2) **Merger Effective Date.** The Merger shall become effective on May 1, 2010, for accounting purposes only.

3) **Directors and Officers.** As of the Effective Date, the directors and officers of New Moms then in office shall be the Board of Directors and officers of the Surviving Corporation.

4) **Terms and Conditions of Merger.**

a) As of the Effective Date, the separate corporate existence of Bright Endeavors shall cease.

b) As of the Effective Date, title to all real estate and other property, or any interest therein, owned by either Bright Endeavors or New Moms immediately prior to the Effective Date shall be vested in New Moms, as the Surviving Corporation, without any reversion or impairment.

c) As of the Effective Date, New Moms, as the Surviving Corporation, shall be responsible for all of the liabilities and obligations of the Constituent Corporations.

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d) Any claim existing or action or proceeding pending by or against either Constituent Corporation may be continued as if the Merger did not occur, or New Moms, as the Surviving Corporation in the Merger, may be substituted in such proceeding in the place of Bright Endeavors.

e) Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

5) **Abandonment.** After this Plan is adopted, at any time prior to the filing of the Articles of Merger, the planned Merger may be abandoned (subject to any contractual rights) by a resolution duly adopted by the Board of Directors of either Bright Endeavors or New Moms.

**FIFTH:** New Moms does not have members. Bright Endeavors does not have members with voting rights. Approval of the plan of merger by members is not required.