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Delaware

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Affidavit Fee:
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 04/01/2013 11:40 AM Pg: 1 of 3

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WISCONSIN CENTRAL LTD.", AN ILLINOIS CORPORATION,
WITH AND INTO "WISCONSIN CENTRAL TRANSPORTATION CORPORATION"
UNDER THE NAME OF "WISCONSIN CENTRAL LTD.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF
MARCH, A.D. 2013, AT 4:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
MARCH, A.D. 2013.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



2134758 8100M

130356111

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0314076

DATE: 03-26-13

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 03/25/2013
FILED 04:40 PM 03/25/2013
SRV 130356111 - 2134758 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
WISCONSIN CENTRAL LTD.
INTO
WISCONSIN CENTRAL TRANSPORTATION CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The names of each of the constituent corporations are Wisconsin Central Ltd., an Illinois corporation, and Wisconsin Central Transportation Corporation, a Delaware Corporation.
- SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.
- THIRD:** The name of the surviving corporation is Wisconsin Central Transportation Corporation, a Delaware corporation.
- FOURTH:** Wisconsin Central Ltd. is authorized to issue 1,000,000 common shares of no par value stock.
- FIFTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation upon consummation of the merger; provided, however, that Article First of the Certificate of Incorporation shall be amended to read as follows:
- First: The name of the Corporation is:
- Wisconsin Central Ltd.
- SIXTH:** The merger is to become effective on March 31, 2013.
- SEVENTH:** The Agreement of Merger is on file at 17641 South Ashland Avenue, Homewood, Illinois, 60430, the place of business of the surviving corporation.
- EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

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IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by its authorized officer, on the 25th day of March, 2013.

Wisconsin Central Transportation Corporation

By:  _____

Name: Sean Finn

Title: Executive Vice President, Corporate Services, Corporate Secretary and Chief Legal Officer

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