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This affidavit is sworn to and executed in the presence of the undersigned notary public on the date printed below the affiant's signature.

Luke P. Haller

Luke P. Haller of Winston & Strawn LLP,
as attorney for Vee Properties, LLC,
a Delaware limited liability company

Subscribed and sworn to before me on this 8th day of March, 2017, by

Maria C. Gomez

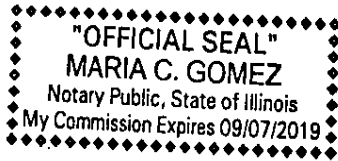
Maria C. Gomez

Notary Public, State of Illinois, County of Cook

Printed Name: Maria C. Gomez

Commission Expires: 9-7-19

Seal:



Cook County Clerk's Office

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Exhibit A

See Attached.

Property of Cook County Clerk's Office

COOK COUNTY
RECORDER OF DEEDS

COOK COUNTY
RECORDER OF DEEDS

COOK COUNTY
RECORDER OF DEEDS

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Delaware

Page 1

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:

"VEE PROPERTIES, INC.", AN ILLINOIS CORPORATION,
WITH AND INTO "VEE PROPERTIES, LLC" UNDER THE NAME OF "VEE PROPERTIES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2017, AT 3:37 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6318340 8100M
SR# 20171328931

Authentication: 202109490
Date: 02-27-17

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

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:37 PM 02/27/2017
FILED 03:37 PM 02/27/2017
SR 20171328931 - File Number 6318340

**CERTIFICATE OF MERGER
OF
VEE PROPERTIES, INC.
(an Illinois corporation)
INTO
VEE PROPERTIES, LLC
(a Delaware limited liability company)**

February 27, 2017.

Pursuant to Section 209 of the Delaware Limited Liability Company Act, the undersigned limited liability company has executed the following Certificate of Merger:

FIRST: The name of the surviving company is **Vee Properties, LLC**, a Delaware limited liability company, and the name of the corporation being merged into this surviving company is **Vee Properties, Inc.**, an Illinois corporation.

SECOND: An Agreement and Plan of Merger providing for the merger of Vee Properties, Inc. into Vee Properties, LLC (the "**Agreement and Plan of Merger**") has been approved, adopted, certified, executed and acknowledged by the merging corporation and the surviving limited liability company.

THIRD: The name of the surviving company is **Vee Properties, LLC**.

FOURTH: The Certificate of Formation of Vee Properties, LLC, as in effect immediately prior to the merger, shall be the Certificate of Formation of the surviving company.

FIFTH: The merger is to become effective immediately upon filing.

SIXTH: The executed Agreement and Plan of Merger is on file at the office of the surviving company at 6710 River Rd., Hodgkins, IL 60525.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving company on request, without cost, to any member of the constituent limited liability company or any stockholder of the constituent corporation.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger as of the date first set forth above.

Vee Properties, LLC

By: Brandon Bayston

Name: Brandon Bayston

Title: Vice President & Treasurer

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 27, 2017

6044-118-9

C T CORPORATION SYSTEM
118 W EDWARDS ST STE 200
SPRINGFIELD IL 62704

RE VEE PROPERTIES, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

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

Secretary of State
Department of Business Services
501 S. Second St., Rm. 380
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

FEB 27 2017

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 # 6044-118-9 Filing Fee: \$ 100.00 Approved: lt

----- 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 or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Ves Properties, Inc.</u>	<u>Illinois</u>	<u>60441189</u>
<u>Ves Properties, LLC</u>	<u>Delaware</u>	<u>NR</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: Ves Properties, LLC

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

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:
See attached.

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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.
Vee Properties, 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"/>
_____	<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 is hereby 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**.

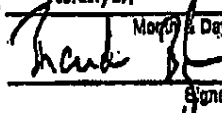
Dated February 27 2017 Vee Properties, Inc.
 .. Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
 Katherine M. Vennetti, President
 Name and Title (type or print)

Dated _____ Year _____ Exact Name of Corporation _____

 Any Authorized Officer's Signature

 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 February 27 2017 Vee Properties, LLC
 .. Month & Day Year Exact Name of Limited Liability Company

 Signature
 Brandon Bayston, Vice President & Treasurer
 Name and Title (type or print)

Dated _____ Year _____ Exact Name of Limited Liability Company _____

 Signature

 Name and Title (type or print)

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of February 27, 2017, by and between Vee Properties, LLC, a Delaware limited liability company ("Vee Properties" or, after the Merger (as defined below), the "Surviving Entity"), a wholly owned subsidiary of Vee Holdings II, Inc. ("Holdings"), and Vee Properties, Inc., an Illinois corporation (the "Merging Entity"), also a wholly owned subsidiary of Holdings.

WITNESSETH that:

WHEREAS, Vee Properties is a limited liability company organized under the laws of the State of Delaware;

WHEREAS, the Merging Entity is a corporation organized under the laws of the State of Illinois;

WHEREAS, the Delaware Limited Liability Company Act (the "Delaware LLC Act") permits a foreign entity to merge with and into a limited liability company organized and existing under the Delaware LLC Act, and the Business Corporation Act of Illinois (the "BCAI") permits the merger of a domestic corporation into a foreign limited liability company;

WHEREAS, the sole member and manager of each of Vee Properties and the board of directors and sole stockholder of the Merging Entity, have duly authorized the merger of the Merging Entity with and into Vee Properties pursuant to the terms of this Plan of Merger, and have adopted and approved this Plan of Merger; and

WHEREAS, all other conditions precedent to the merger of the Merging Entity with and into the Surviving Entity have been, or prior to the Merger will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the Delaware LLC Act and the BCAI, the Merging Entity shall be, and hereby are, merged with and into Vee Properties (the "Merger"), with Vee Properties to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

FIRST: The Merging Entity shall merge itself with and into Vee Properties with Vee Properties as the Surviving Entity.

SECOND: The Certificate of Formation and Operating Agreement of the Surviving Entity shall continue in full force and effect as the Certificate of Formation and Operating Agreement of the company surviving the Merger.

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THIRD: Prior to the Merger, all of the issued shares of the Merging Entity and all of the issued membership interests of the Surviving Entity are owned by Holdings. Upon effectiveness of the Merger, each outstanding share of stock of the Merging Entity shall by virtue of the Merger and without any further action on the part of the holders of said shares or on the part of the Merging Entity be canceled without consideration.

FOURTH: Upon effectiveness of the Merger, the directors and officers of the Surviving Entity shall continue as directors and officers of the limited liability company surviving the Merger until their successors shall have been duly elected and qualified as provided in the Certificate of Formation and Operating Agreement of the Surviving Entity.

FIFTH: Upon effectiveness of the Merger, the Merger shall have the effects set forth in this Agreement and in the applicable provisions of the Delaware LLC Act. Without limiting the generality of the foregoing, and subject thereto, all of the assets, rights, privileges and powers and franchises, including all intellectual property, of each of the Merging Entity and Vee Properties shall vest in the Surviving Entity, and all debts, liabilities and duties of the Merging Entity and Vee Properties shall become the debts, liabilities and duties of the Surviving Entity.

SIXTH: This Plan of Merger may be executed in counterparts, each of which shall be deemed an original but which together shall constitute one and the same agreement.


[Signature Page Follows]

Proprietor of Cook County Clerk's Office


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IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be duly executed and delivered by its respective officers thereunto duly authorized, all as of the day and year first written above.

VEE HOLDINGS II, INC., as the sole member of the Merging Entity:

By: 
Name: Ralph A. Vennetti
Title: President

VEE PROPERTIES, LLC

By: 
Name: Brandon Bayston
Title: Vice President & Treasurer

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Exhibit B

Legal Description of the Affected Property

The following described Real Estate situated in the County of Cook, in the State of Illinois, to wit:

PARCEL 1

LOT "D" OF THE PLAT OF RESUBDIVISION OF LOT 4 IN TRACT 2 OF DANSHER INDUSTRIAL PARK, BEING A SUBDIVISION IN THE EAST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 38 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2

LOT "E" OF THE PLAT OF THE RESUBDIVISION OF LOT 4 IN TRACT 2 OF DANSHER INDUSTRIAL PARK, BEING A SUBDIVISION IN THE EAST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 38 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Permanent Index Number(s): 18-09-416-025-0000 (Parcel 1) and 18-09-416-026-0000 (Parcel 2)

Address(es) of Real Estate: 5321 Dansher Road, Countryside, Illinois 60525 and 5331 Dansher Road, Countryside, Illinois 60525