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File Number

86155041

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



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Whereas, ARTICLES OF MERGER OF

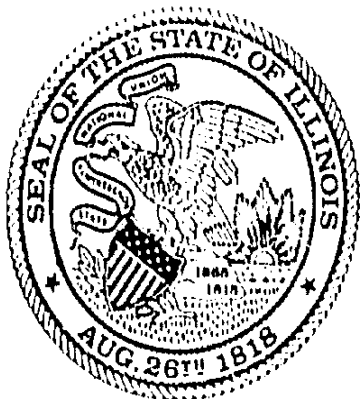
UNITED STATIONERS SUPPLY CO.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I heretofore set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 3rd day of APRIL AD 1986 and of the Independence of the United States the two hundred and 10th



Jim Edgar

SECRETARY OF STATE

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BCA-11.25/11.30 (Rev. Jul. 1984)

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Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR  
Secretary of State  
State of Illinois

ARTICLES OF MERGER,  
CONSOLIDATION, EXCHANGE

This Space for Use By Secretary of State	
Date	4/2/86
Filing Fee \$	100.00
Clock	H

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

1 The names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> and the State or Country of their incorporation, are; ~~exchange shares~~

Name of Corporation	State or Country of Incorporation
United Stationers Supply Co.	Illinois
Johnson & Staley, Inc.	Delaware

2 The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3 The name of the ~~new~~ <sup>surviving</sup> corporation is United Stationers Supply Co. and it shall be governed by the laws of Illinois ~~acquiring~~

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

If not sufficient space to cover this point, add one or more sheets of this size

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**ARTICLES OF MERGER,  
CONSOLIDATION, EXCHANGE**

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations, \$50 for each additional corporation.

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**FILED**

APR 2 1988

**JIM EDGAR**  
Secretary of State

8071

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 — 782-6961



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OTIS H. HALLER  
United Stationers  
2300 E. Golf Road  
Des Plaines IL 60016

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7. (Complete this item if reporting a merger under § 17.30, 90 or 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, are:

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

- b. 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 \_\_\_\_\_, 19 \_\_\_\_\_.

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 the answer is "No", the 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 of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated March 31, 19 86 of United Stationers Supply Co.

attested by Jerald A. Hecktman (Signature of Secretary or Assistant Secretary) Jerald A. Hecktman, Secretary (Type or Print Name and Title)

by Allen B. Kravis (Signature of President or Vice President) Allen B. Kravis, Vice President (Type or Print Name and Title)

Dated March 31, 19 86 of Johnson & Stanley, Inc.

attested by Jerald A. Hecktman (Signature of Secretary or Assistant Secretary) Jerald A. Hecktman, Secretary (Type or Print Name and Title)

by Allen B. Kravis (Signature of President or Vice President) Allen B. Kravis, Vice President (Type or Print Name and Title)

Dated March 31, 19 86 of \_\_\_\_\_ (Exact Name of Corporation)

attested by \_\_\_\_\_ (Signature of Secretary or Assistant Secretary) \_\_\_\_\_ (Type or Print Name and Title)

by \_\_\_\_\_ (Signature of President or Vice President) \_\_\_\_\_ (Type or Print Name and Title)

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5. The plan of merger and exchange-consolidation was approved, (a) 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% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each 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 or articles of incorporation. Shareholders who have voted in favor of the action taken.	<input type="checkbox"/>	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation or articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10, (§ 11.20)	<input type="checkbox"/>	By written consent of all the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20	<input type="checkbox"/>
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Name of Corporation

United Stationers Supply Co.  
Johnson & Staley, Inc.

<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"/>
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<input checked="" 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 issuance of a certificate of merger, consolidation or exchange by the Secretary of 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 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 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.
- c. The surviving, new, or acquiring corporation 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 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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PLAN AND AGREEMENT OF MERGER 0 4 1

THIS AGREEMENT dated March 28, 1986 by and between:

JOHNSON & STALFY, INC., a Delaware corporation ("J&S")

and

UNITED STATIONERS SUPPLY CO., an Illinois corporation ("USSCo.")

Said corporations are hereinafter sometimes called "Constituent Corporations".

- A. J&S is a corporation organized and existing under the laws of the State of Delaware. The authorized capital stock of J&S consists of 1,000 shares of common stock, \$1.00 par value per share, all of which shares are issued and outstanding.
- B. USSCo. is a corporation organized and existing under the laws of the State of Illinois. The authorized capital stock of USSCo. consists of 890,000 shares of common stock, \$1.00 par value per share, of which 847,250 shares are issued and outstanding.
- C. All of the issued and outstanding shares of both Constituent Corporations are held by United Stationers, Inc.
- D. The parties desire to provide for the merger of J&S into USSCo. by a statutory merger of the parties intended to qualify as a tax-free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1954 as amended.

WHEREFORE, in consideration of the mutual covenants and agreements herein, the parties agree to the following terms and conditions of merger and the mode of carrying it into effect:

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1. Merger Pursuant to and in accordance with this Agreement, J&S shall be merged into USSCo., which shall be the surviving corporation, and the separate existence of J&S shall cease upon the effectiveness of its merger with and into USSCo.

Upon the merger becoming effective, USSCo. shall possess all the rights and privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of the Constituent Corporations; and all property, real, personal and mixed and all debts due to either of the Constituent Corporations on whatever account and all other things in action or belonging to either of the Constituent Corporations shall be vested in USSCo., and all and every other interest shall be thereafter as effectively the property of USSCo as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall attach to USSCo. and may be entered against it to the same extent as if the debts, liabilities, obligations and duties had been contracted by it.

2. Effective Date. The merger shall be effective March 31, 1986 for accounting purposes only.

3. Name. The name of the surviving corporation shall continue to be United Stationers Supply Co.

4. Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of USSCo. in effect on the effective date of the merger shall be the Articles of Incorporation and By-Laws of the surviving corporation.

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5. Office and Registered Agent. The principal office, the registered office and the registered agent of USSCo, on the effective date of the merger shall remain the same.

6. Officers and Directors. The persons who are officers and/or directors of USSCo, on the effective date of the merger shall continue to be the respective directors and officers of the surviving corporation until the next annual meeting of the shareholder and directors of USSCo, and until their successors are elected and qualified.

7. Conversion of Shares. The manner and basis of converting the shares of the Constituent Corporations into shares of USSCo, shall be as follows:

As of the effective date and without any action by the holders of such shares, each share of stock of J&S outstanding on the effective date of the merger shall be converted into 31,750 of shares of USSCo. Each of the parties hereto agree that, at anytime after the effective time of the merger the surviving corporation shall issue, or shall have returned to it, such number of shares of USSCo., if any, as are necessary to correct the foregoing exchange ratio such that the holders of the shares of stock of J&S, outstanding, at the effective time of the merger shall have received that number of shares of USSCo, which will have the fair market value equivalent to the fair market value of J&S immediately prior to the merger, determined on the basis of the respective "tangible net book value" of each Constituent Corporation. "Tangible net book value" shall mean the excess of the value of the tangible assets of the corporation over all liabilities of the corporation as of the effective date.

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