

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

Whereas,

ARTICLES OF MERGER OF IRMCO PROPERTIES & MANAGEMENT CORPORATION 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.

87454250

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 hereto set my hand and voice to be affixed the Great Seal of the State of Illinois.

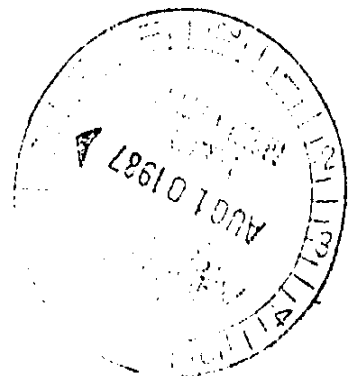
at the City of Springfield, this 23TH day of JULY AD 19 87 and of the Independence of the United States the two hundred and 12TH.



Jim Edgar SECRETARY OF STATE

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

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

File #

This Space for Use By Secretary of State	
Date	7/28/87
Filing Fee \$	150 ⁰⁰
Clerk	Hc

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 merge ~~consolidate~~ and the State or Country of their incorporation, are;

Name of Corporation	State or Country of Incorporation
IRMCO Properties & Management Corp.	Illinois
IRMCO-BERMAN, INC.	Illinois
IRMCO-RICHMAN Insurance Agency, Inc.	Illinois

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 surviving ~~new~~ corporation is Irmco Properties & Management Corp. and it shall be governed by the laws of Illinois

4. The plan of merger ~~consolidation~~ is as follows:
exchange

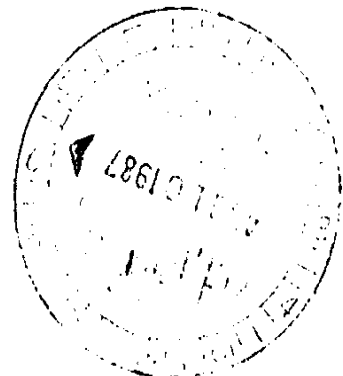
If not sufficient space to cover this point, add one or more sheets of this size

100 shares of IRMCO BERMAN, INC. and 100 shares of IRMCO RICHMAN Insurance Agency, Inc. representing all the issued and outstanding stock and will be received by the respective corporations and retired in exchange for 100% of their assets.

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5. The plan of exchange 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 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 & § 11.20

Name of Corporation

	<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"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

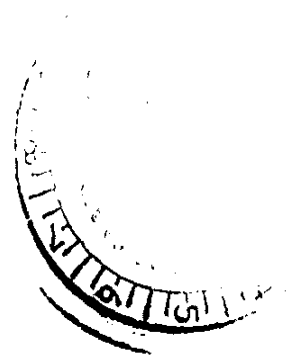
It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- 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 the 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
- c. 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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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
IRMCO BERMAN, INC.	100	100
IRMCO RICHMAN Insurance Agency, Inc.	100	100

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 June 15, 19 87.

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 July 17, 19 87

IRMCO BERMAN, INC.

attested by

Russell O'Dwyer
(Signature of Secretary or Assistant Secretary)

by

James B. Brennan
(Signature of President or Vice President)

RUSSSELL O'DWYER, ASST. SECRETARY
(Type or Print Name and Title)

JAMES B. BRENNAN, PRESIDENT
(Type or Print Name and Title)

Dated July 17, 19 87

IRMCO RICHMAN Insurance Agency, Inc.

attested by

Carol M. Kearney
(Signature of Secretary or Assistant Secretary)

by

Russell O'Dwyer
(Signature of President or Vice President)

CAROL M. KEARNEY, SECRETARY
(Type or Print Name and Title)

RUSSSELL O'DWYER, VICE PRESIDENT
(Type or Print Name and Title)

Dated July 17, 19 87

IRMCO Properties & Management Corporation

attested by

Carol M. Kearney
(Signature of Secretary or Assistant Secretary)

by

Russell O'Dwyer
(Signature of President or Vice President)

CAROL M. KEARNEY, SECRETARY
(Type or Print Name and Title)

RUSSSELL O'DWYER, VICE PRESIDENT
(Type or Print Name and Title)

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No. _____

Form BCA-11.25/11.30

ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE

ing Fee \$100.00, but if a merger or a con-
-dation of more than two corporations,
00 for each additional corporation.

FILED

PAID
JUL 28 1987

JUL 28 1987
JIM EDGAR
Secretary of State

RETURN TO:

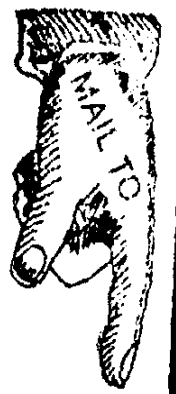
Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

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COOK COUNTY RECORDER

#9191 * 97-454250

DEPT-01 RECORDING
FROM 875 09/17/87 11:00
\$16.00

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