

UNOFFICIAL COPY

File Number

5362 142 9

87511687

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

87511687

Whereas, ARTICLES OF MERGER OF

A. LAKIN & SONS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAS 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. 1934.

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 have set my hand and voice to*

be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this

day of

SEPTEMBER

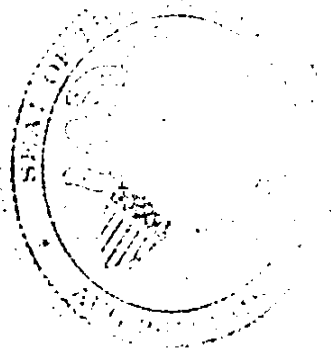
19

1934

of the Independence of the United States

the two hundred and

12th



Jim Edgar
SECRETARY OF STATE

UNOFFICIAL COPY

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	8/28/87
Filing Fee \$	100.00
Clerk	HE

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~~ ^{merge} ~~consolidate~~ ^{consolidate} and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Metro-Lakin Tire, Inc.	Alabama
A. Lakin & Sons, 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 ~~new~~ ^{surviving} corporation is A. Lakin & Sons, Inc.
and it shall be governed by the laws of Illinois

4. The plan of ~~consolidation~~ ^{merger} is as follows: See Exhibit A
~~exchange~~

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

87511987

UNOFFICIAL COPY

- merger
consolidation
exchange
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

A. Lakin & Sons, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Metro-Lakin Tire, 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"/>

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.

87511687

UNOFFICIAL COPY

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Agreement") dated this 27th day of August, 1987 by and between A. LAKIN & SONS, INC. ("Lakin" or "Surviving Corporation"), a Illinois corporation, and Metro-Lakin Tire, Inc. ("Metro"), an Alabama corporation, said corporations being hereinafter sometimes referred to as the "Constituent Corporations."

W I T N E S S E T H

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that METRO merge into LAKIN pursuant to this Agreement and the applicable laws of the States of Illinois and Alabama; and

WHEREAS, METRO is a corporation duly organized, validly existing and in good standing under the laws of the State of Alabama and has an authorized capital of Ten Thousand (10,000) shares of Common Stock, \$1.00 par value, of which Five Thousand (5,000) are presently issued and outstanding; and

WHEREAS, LAKIN is a corporation duly organized, validly existing and in good standing under the laws of the State of Illinois and has an authorized capital of Twenty Five Thousand (25,000) shares of Common Stock, \$100.00 par value, of which Nine Thousand Seven Hundred and One (9,781) are presently issued and outstanding;

H7511687

UNOFFICIAL COPY

NOW, THEREFORE, in consideration of the mutual covenants and conditions herein contained, the Constituent Corporations hereby agree with each other that METRO shall be merged with and into LAKIN and LAKIN shall be the Surviving Corporation in accordance with the applicable laws of the State of Illinois and that the terms and conditions of the merger and the mode of carrying it into effect are and shall be as hereinafter set forth.

Section 1. Effective Date.

The merger provided for in this Agreement shall become effective immediately upon the opening of business on September 1, 1987, ("Effective Date"), subject to the completion of the following:

(a) This Agreement shall have been approved by the Board of Directors and the shareholders of METRO and the Board of Directors and the shareholders of LAKIN pursuant to the Business Corporation Act of the State of Alabama and the Business Corporation Act of the State of Illinois respectively;

(b) The Articles of Merger required by Section 11-25 of the Illinois Business Corporation Act and the Articles of Merger required by Section 88 of the Alabama Business Corporation Act shall have been duly executed, acknowledged and filed on behalf of the constituent corporations. Such Articles of Merger shall set forth that the date of the merger shall be the, Effective Date.

47511687

UNOFFICIAL COPY

Section 2. Certificate of Incorporation and By-laws.

The Articles of Incorporation and By-laws of LAKIN shall be the Articles of Incorporation and By-laws of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Articles of Incorporation and By-laws in accordance with the laws of the State of Illinois.

Section 3. Manner of Converting Shares; Capitalization.

The mode of carrying the merger into effect and the manner and basis of converting the shares of the Constituent Corporations, upon the Effective Date, are as follows. The Five Thousand (5,000) shares of Common Stock, \$1.00 par value, of Metro which are issued and outstanding on the Effective Date shall be cancelled, without further action and by virtue of the merger. Two and one half (2.5) shares of the Surviving Corporation shall be issued in exchange for the cancelled shares, pro rata to the Shareholders of Metro.

Section 4. Board of Directors and Officers.

The members of the Board of Directors of LAKIN shall be the Board of Directors of the Surviving Corporation from and after the Effective Date until the election and qualification of their respective successors. The elected officers of LAKIN, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of the Surviving Corporation from and after the Effective Date, until the election and qualification of their respective successors.

17511657

UNOFFICIAL COPY

Section 5. Effect of the Merger.

Upon the Effective Date, METRO shall be merged with and into the Surviving Corporation and the separate existence of METRO shall cease. All rights, privileges, powers, immunities, and franchises, all real property and personal property, tangible and intangible, of every kind and description, and all obligations and liabilities of each of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

Section 6. Action by the Constituent Corporations.

If this Agreement shall have been adopted by the Board of Directors and the Shareholders of METRO and LAKIN and acknowledged in accordance with the applicable laws of the States of Alabama and Illinois, then, provided all other conditions herein contained shall have been fulfilled at such date, the Articles of Merger shall be filed in accordance with the laws of the States of Alabama and Illinois, respectively, as contemplated in Section 1 hereof. The Constituent Corporations shall do all such other acts and things as shall be necessary or desirable in order to effectuate the merger.

Section 7. Termination of Agreement.

Notwithstanding approval hereof by the Board of Directors and the shareholders of METRO and the Board of Directors and shareholders of LAKIN, this Agreement may be terminated at any time prior to the Effective Date by the Board of Directors of either of the Constituent Corporations.

42511687

UNOFFICIAL COPY

In the event of a termination of this Agreement pursuant to this Section 7, this Agreement shall become null and void and each party hereto shall pay its costs and expenses incurred by and in connection with this Agreement, and no party (or any of its directors, officers and shareholders) shall be liable to any other party for any costs, expenses, damage or loss of anticipated profits hereunder.

Section 8. General.

(a) Upon the Effective Date, all bank accounts and banking resolutions then in effect with respect to METRO shall continue and remain in effect as bank accounts and banking resolutions of the Surviving Corporation, until such time as they may be terminated or modified by the Surviving Corporation in accordance with law.

(b) All expenses of the merger contemplated hereby shall be borne and paid for by the Surviving Corporation.

(c) At any time, and from time to time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by any other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Agreement.

(d) This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

17511687

UNOFFICIAL COPY

(e) The section headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

(f) This Agreement shall not be assignable by any party hereto and shall be binding upon the parties and their respective successors.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the date and year first above written.

AA LAKIN & SONS, INC.
an Illinois corporation

By: *Lewis Lakin*
Lewis Lakin, President

ATTEST:

By: *Aaron Lakin*
Aaron Lakin, Secretary

METRO-LAKIN TIRE, INC.
an Alabama corporation

By: *Lewis Lakin*
Lewis Lakin, President

ATTEST:

By: *Ronald Lakin*
Ronald Lakin, Secretary

3389R

HY511687

UNOFFICIAL COPY

ACKNOWLEDGEMENTS

STATE OF ILLINOIS
COUNTY OF COOK

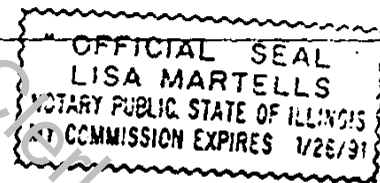
I, Lisa Martells, a Notary Public in and for said County and State aforesaid, do hereby certify that Lewis Lakin, personally known to me to be the President of METRO-LAKIN TIRE, INC., and Ronald Lakin, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary, they executed and delivered the said instrument as President and Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, as their free act and deed, and the free act and deed of said corporation, and that the facts stated herein are true.

Given under my hand and seal of office this 27th day of August, 1987.

Lisa Martells

My commission expires: _____

3389R



87511687

UNOFFICIAL COPY

ACKNOWLEDGEMENTS

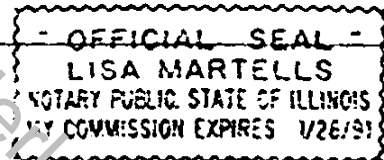
STATE OF ILLINOIS
COUNTY OF COOK

I, LISA MARTELLS, a Notary Public in and for said County and State aforesaid, do hereby certify that Lewis Lakin, personally known to me to be the President of A. LAKIN & SONS, INC., and Aaron Lakin, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary, they executed and delivered the said instrument as President and Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, as their free act and deed, and the free act and deed of said corporation, and that the facts stated herein are true.

Given under my hand and seal of office this 27th day of August, 1987.

Lisa Martells

My commission expires: _____



3389R

87511687

UNOFFICIAL COPY

7 (Complete this item if reporting a merger under § 11.30 — 90% 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 August 26, 1987

A. LAKIN & SONS, INC.

By: [Signature]
Lewis Lakin, President

ATTEST:

By: [Signature]
Aaron Lakin, Secretary

METRO-LAKIN TIRE, INC.

By: [Signature]
Lewis Lakin, President

ATTEST:

By: [Signature]
Ronald Lakin, Secretary

3389R

147511687

File No

Form BCA-11.25/11.30

**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.

UNOFFICIAL COPY

FILED

AUG 28 1987
JIM EDGAR
Secretary of State

RETURN TO:

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

Property of Cook County Clerk's Office

-87-511687

2400

DEPT-01

\$24.00

T40003 TRAN 8665 09/18/87 12:25:00

66453 # C *-87-511687

COOK COUNTY RECORDER

C 1984

BOX 122