

UNOFFICIAL COPY

File Number

87024400 29

87024400

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerks Office

Whereas, ARTICLES OF MERGER OF

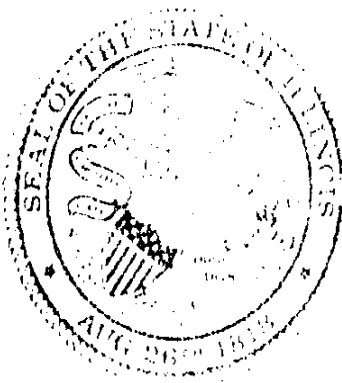
UNIVERSAL RECORDING CORPORATION

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

at the City of Springfield, this 29th day of DECEMBER AD 19 86 and of the Independence of the United States the two hundred and 11th.



Jim Edgar SECRETARY OF STATE

87024400

UNOFFICIAL COPY

BCA-11.25 (Rev. Jul. 1984)

8 7 0 2 4

File #

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	12-29-86
Filing Fee	\$150.00
Clerk	[Signature]

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~~ ^{merge} ~~and~~ the State or Country of their ~~exchange~~ shares corporation, are:

Name of Corporation	State or Country of Incorporation
<u>Universal Recording Corporation</u>	<u>Illinois</u>
<u>Universal Records, Inc.</u>	<u>Illinois</u>
<u>Studio Consultants, Inc.</u>	<u>Illinois</u>

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 Universal Recording Corporation and it shall be governed by the laws of Illinois ~~acquiring~~

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

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

See Exhibit A attached hereto and made a part hereof.

870224400

UNOFFICIAL COPY

5. The plan of consolidation was approved, as to each corporation, as follows:

(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. Shareholders who have not consented in writing have been given notice in accordance with § 7.10, (§ 11.20)	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. Shareholders who have not consented in writing have been given notice in accordance with § 7.10, (§ 11.20)	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. Shareholders who have not consented in writing have been given notice 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"/>	_____
<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 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
- 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.

04/18/2018 8:02:40 AM

UNOFFICIAL COPY

8 7 0 2 4 1 0 0

7. (Complete this item if reporting a merger of subsidiary corporations.)

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
<u>Universal Records, Inc.</u>	<u>Common - 100</u>	<u>Common - 100</u>
<u>Studio Consultants, Inc.</u>	<u>Common - 1000</u>	<u>Common - 1000</u>

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 N/A, 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 corporations have caused these articles to be signed by their duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated December 24, , 19 86

Universal Recording Corporation

attested by Herbert A. Wolfson A. Sec
(Signature of Secretary or Assistant Secretary)

by Murray R. Allen
(Signature of President or Vice President)

Herbert A. Wolfson A. Sec
(Type or Print Name and Title)

Murray R. Allen PRES.
(Type or Print Name and Title)

Dated , 19

(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)

by
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

Dated , 19

(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)

by
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

8702A100

100-1125-170

Form BCA-11.25

File No. _____

**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

FILED

DEC 29 1986

**CORPORATION DEPT.
SECRETARY OF STATE**

RETURN TO:

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

Property of Cook County Clerk's Office

87024400

UNOFFICIAL COPY

8 7 0 2 4 4 0 0

EXHIBIT A

The plan of merger is as follows:

1. URI and SCI shall be merged into the Corporation, which shall thereafter continue as the surviving corporation and as such is hereafter sometimes called the "Surviving Corporation."

2. On the effective date of the merger, all of the issued and outstanding shares of URI and SCI, respectively, shall be deemed cancelled and the Corporation, the sole shareholder of URI and SCI, shall surrender its certificates representing all of such issued and outstanding shares to URI and SCI, respectively, for cancellation. All of the issued and outstanding shares of the Corporation shall remain issued and outstanding.

3. On the effective date of the merger, URI, SCI and the Corporation shall become a single corporation which shall be the Corporation, and the separate existence of URI and SCI shall cease; the Surviving Corporation shall be entitled to all of the rights and assets and be subject to all the duties and liabilities of URI and SCI, respectively, and the Corporation to the full extent allowed by the law, and the Articles of Incorporation, By-laws, directors and officers of the Corporation on such effective date shall be the Articles of Incorporation, By-laws, directors and officers of the Surviving Corporation.

0413172
87024400



UNOFFICIAL COPY

29

87024400

Property of Cook County Clerk's Office

DEPT-91 RECORDING \$19.00
18444 TRAN 0207 10:11:00
#6219 #12 * 4900
COOK COUNTY RECORDING

87024400

14⁰⁰