



Whereas, ARTICLES OF MERGER OF

STECO PRODUCTS 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* 31st *day of* DECEMBER *AD. 19* 86 *and of the Independence of the United States the two hundred and* 11th.



Jim Edgar

 SECRETARY OF STATE

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BCA:11.25/1.30 (Rev. Jul. 1984)

File # 2923-710-7

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space for Use By Secretary of State	
Date	12-31-86
Filing Fee	\$140.00
Clerk	<i>[Signature]</i>

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

DO NOT SEND CASH!

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

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

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} ~~exchange~~ and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
<u>Stebco Products Corporation</u>	<u>Illinois</u>
<u>Stebco Industries, 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 Stebco Products CORPORATION and it shall be governed by the laws of Illinois

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

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

SEE ATTACHED EXHIBIT A

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5. The plan of ^{merger} consolidation/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:

n/a

(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"/>
_____	<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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EXHIBIT A

To the Articles of Merger

For Stebco Products Corporation

File No. 2923-710-7

WHEREAS, Stebco Products Corporation ("Parent Corporation") owns all of the issued stock of Stebco Industries, Inc., an Illinois corporation ("Subsidiary"); and

WHEREAS, the board of directors deems it advisable to merge Subsidiary into the Parent Corporation;

NOW, THEREFORE, BE IT RESOLVED: That Parent Corporation shall merge into itself said Subsidiary and assume all of its obligations.

FURTHER RESOLVED: That the appropriate officers of the Parent Corporation be and they hereby are authorized and directed for and on behalf of the Parent Corporation, to make, execute and file in the proper public offices, Articles of Merger, setting forth a copy of these resolutions.

FURTHER RESOLVED: That the merger shall become effective on the date on which the Articles of Merger are filed ("Effective Date").

FURTHER RESOLVED: That immediately upon the Effective Date all issued shares of Subsidiary shall be deemed cancelled and no shares of the Parent Corporation shall be issued in exchange therefor.

FURTHER RESOLVED: That the appropriate officers of the Parent Corporation are hereby authorized and directed, for and in the name of the Parent Corporation, to take all steps and do all acts and things, including the execution, delivery and filing of any documents, and to take such further actions as they shall deem necessary or convenient to effectuate the intents and purposes of the foregoing recitals and resolutions.

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Page 1

IN SENATE

January 10, 1906

REPORT

OF THE

COMMISSIONERS OF THE LAND OFFICE

IN RESPONSE TO A RESOLUTION PASSED BY THE SENATE

ON JANUARY 10, 1906, RELATIVE TO THE

LANDS BELONGING TO THE STATE OF ILLINOIS

AND THE PROCEEDINGS OF THE BOARD OF LAND COMMISSIONERS

FOR THE YEAR 1905

AND THE PROCEEDINGS OF THE BOARD OF LAND COMMISSIONERS

FOR THE YEAR 1904

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7. * (Complete this item if reporting a merger under § 11.30 — 80% 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
<u>Stebco Industries, Inc.</u>	<u>600</u>	<u>600</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 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 December 30, 19 86 Stebco Products Corporation

attested by Mildred Stein by Edward B. Stein
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Mildred Stein, Secretary Edward B. Stein, President
(Type or Print Name and Title) (Type or Print Name and Title)

Dated _____, 19 _____ Stebco Products Corporation
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

(Type or Print Name and Title) (Type or Print Name and Title)

Dated _____, 19 _____ Stebco Products Corporation
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

(Type or Print Name and Title) (Type or Print Name and Title)

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Form BCA-11.25/11.30

File No.

2983-710-7

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 31 1986

CORPORATION DEPT.
SECRETARY OF STATE

RETURN TO:

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

CS-195

RETURN Box 6
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