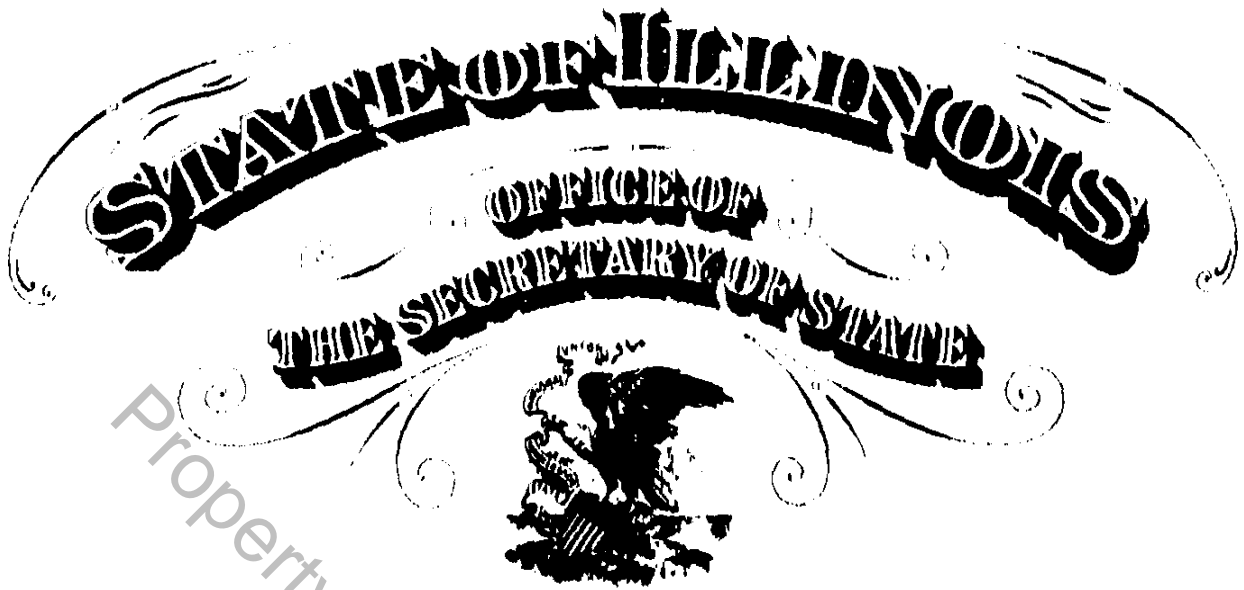


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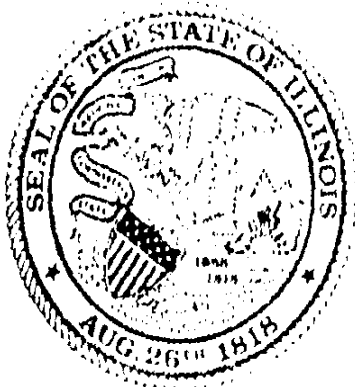
Whereas, ARTICLES OF MERGER OF  
JENIECO, INC.

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 have set my hand and, also, to  
be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 26TH  
day of NOVEMBER AD 1986 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 (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	11/26/86
Filing Fee \$	100.00
Clerk	<i>[Signature]</i>

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~~ <sup>merge</sup> ~~consolidate~~ ~~exchange shares~~, and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Genieco, Inc.	Illinois
Hindu Incense, 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~~ <sup>surviving</sup> corporation is Genieco, Inc. and it shall be governed by the laws of Illinois

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

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

See attached Schedule A.

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

merger

(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)	<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. Shareholders of all the shares entitled to vote on the action, in accordance with § 7.10 & § 11.20.	<input type="checkbox"/>

Name of Corporation

Genesco, Inc.

Hindu Incentive, Inc.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

<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"/>	<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. 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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## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated this \_\_\_\_\_ day of October, 1986, between Genieco, Inc., an Illinois corporation ("Genieco"), and Hindu Incense, Inc., an Illinois corporation ("Hindu");

### WITNESSETH:

WHEREAS, the Boards of Directors of Genieco and Hindu deem it advisable, in order to simplify and consolidate the operations of Genieco and Hindu and to provide for various economies of operation, that the businesses of Genieco and Hindu be carried on by a single corporation:

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, the parties hereto agree as follows:

1. Merger and Surviving Corporation. Pursuant to Section 11.30 of The Business Corporation Act of 1983 of the State of Illinois ("BCA") and Section 368(a)(1)(A) of the Internal Revenue Code, Hindu shall merge with and into Genieco effective on the date when a Certificate of Merger is issued by the Secretary of State of Illinois ("Effective Date"). Upon the merger becoming effective, the separate existence of Hindu, except insofar as such existence may be continued by statute, shall cease, and Genieco shall continue thereafter as the surviving corporation ("Surviving Corporation"), existing by virtue of and governed by the BCA.

2. Name and Identity. The name, corporate identity, existence, purposes and powers of Genieco shall continue after the

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Effective Date as the corporate identity, existence, purposes and powers of the Surviving Corporation, unaffected and unimpaired by the merger.

3. Rights and Duties. From and after the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, claims, causes of action, franchises and immunities and all assets and property, whether tangible, intangible, real, personal or mixed, formerly owned or possessed by Hindu, or in which Hindu had any interest; all debts due to Hindu on whatever account, including but not limited to, Hindu income tax refund claims and all other choses-in-action, and all and every other interest of, belonging to or due to Hindu shall be deemed to be granted and transferred to and vested in Genieco without further act or deed. The Surviving Corporation shall from and after the Effective Date be responsible and liable for all of the liabilities and obligations of Hindu, both existing and contingent. Any claim existing or action or proceeding pending by or against Hindu may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of Hindu shall be impaired by the merger.

4. Articles of Incorporation. The Articles of Incorporation of Genieco in effect immediately prior to the Effective Date shall remain in effect after the merger as the Articles of Incorporation of the Surviving Corporation unless and until further altered or amended.

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ENCLOSURE



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5. By-Laws of Surviving Corporation. The By-Laws of Genieco in effect immediately prior to the Effective Date shall remain in effect after the merger as the By-Laws of the Surviving Corporation unless and until further altered or amended.

6. Officers and Directors. The officers and directors of Genieco immediately prior to the Effective Date shall remain in office after the merger as the officers and directors of the Surviving Corporation until their respective successors shall have been duly elected and qualified, as provided in the By-Laws.

7. Duration. The duration of the Surviving Corporation shall remain perpetual.

8. Outstanding Stock. On the Effective Date of the merger, all of the 10, \$100.00 par value shares of common stock of Hindu issued and outstanding shall be surrendered for cancellation to the Secretary of the Surviving Corporation and the same shall be cancelled and no shares of the Surviving Corporation shall be issued therefor since all said cancelled shares are owned by the Surviving Corporation. All of the shares of stock of Genieco issued and outstanding just prior to the Effective Date of Merger shall, upon said Effective Date, be and remain issued and outstanding as the shares of the stock of the Surviving Corporation.

9. Further Acts and Filings. Before, during and after the Effective Date, Hindu and Genieco shall do all acts and make all filings necessary and appropriate to effectuate the provisions of this Agreement and to consummate the merger contemplated herein and may do all other acts incident to the merger as they shall deem appropriate.

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10. Termination. This Agreement and the transactions contemplated herein may be terminated, by action by the Board of Directors of Hindu or by the Board of Directors of Genieco at any time prior to the Effective Date.

11. Headings. The headings of paragraphs have been inserted for convenience only, and shall have no bearing on the interpretation or meaning of the language therein contained.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers.

HINDU INCENSE, INC.

By: Andrew P. Radkins  
Andrew P. Radkins,  
President

ATTEST:

By: James A. Radkins  
Secretary

GENIECO, INC.

By: Andrew P. Radkins  
Andrew P. Radkins,  
President

ATTEST:

By: James A. Radkins  
Secretary

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**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
Hindu Incense, Inc.	10 Common Shares	10 Common Shares

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\_\_\_\_.

N/A

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

N/A

*(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 October 10, 1986

attested by *James A. Radkins*  
(Signature of Secretary or Assistant Secretary)  
James A. Radkins, Secretary  
(Type or Print Name and Title)

Genieco, Inc.

(Exact Name of Corporation)  
 by *Andrew P. Radkins*  
(Signature of President or Vice President)  
Andrew P. Radkins, President  
(Type or Print Name and Title)

Dated October, 1986

attested by *James A. Radkins*  
(Signature of Secretary or Assistant Secretary)  
James A. Radkins, Secretary  
(Type or Print Name and Title)

Hindu Incense, Inc.

(Exact Name of Corporation)  
 by *Andrew P. Radkins*  
(Signature of President or Vice President)  
Andrew P. Radkins, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19\_\_\_\_

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

\_\_\_\_\_

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

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Form BCA-11.25

File No. 5225-777-8

## ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

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

FILED

DAVID J. EDGAR  
Secretary of State

DEC 08 1988

PLEASE RETURN TO:  
HON. DAVID J. EDGAR  
SUITE 4100, 55 EAST CHICAGO STREETS  
CHICAGO, ILLINOIS 60601  
RETURN TO:

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

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COOK COUNTY RECORDER

#5337 # 9 \* 07-058353

1#3333 TRAN 6750 01/29/87 11:23:00

DEPT-01 RECORDING

\$18.25

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