Seller or Representative

Prepared by, and when recorded, return to:

87093526

Paul S. Maurer, Esq. Mayer, Brown & Platt 600 17th Street, #2800 Denver, Colorado 80202

QUIT CLAIM DEED

day of December, 1986, THIS CRED is made this 3/51 between JOANTA WESTERN MILLS COMPANY, between JOANNA WESTERN MILLS COMPANY, a Delaware corporation of ("Grantor"), 2141 South Jefferson Street, Chicago, Cook County, of Illinois 60616, and JOANNA WESTERN INDUSTRIAL PRODUCTS, INC., and Delaware corporation ("Grantee"), 2141 South Jefferson Street, Delaware corporation ("Grantee"), 2141 South Jefferson Street, Chicago, Cook County, Illinois 60616.

WITNESSETH, that the Grantor, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and the sum of Ten and No/100 Dollars (\$10.00) and other good and the sum of Ten and No/100 Dollars (\$10.00) and other good and the sum of the sum o valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has remised, released, sold, conveyed and quitclaimed, and by these presents does hereby remise, release, sell, convey and quitclaim unto the Grantee and its successors and assigns, forever, all the right, title, interest, claim and demand which the Grantor has in and to the real property, together with any and all improvements thereon, situated, lying and being in the County of Cook, State of Illinois, more particularly described in Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same, together with all and singular the appurtenances and privileges thereunto belonging or in any way thereunto appertaining, and all the estate, right, title, interest and claim whatsoever of the Grantor, either in law or equity, to the only proper use, benefit and behoof of the Grantee and its successors and assigns forever.

THIS IS A CONVENIENCE DEED ONLY, TO REFLECT THE MERGER OF GRANTOR INTO GRANTEE PURSUANT TO THE AGREEMENT OF MERGER ATTACHED HERETO AS EXHIBIT B AND MADE A PART HEREOF.

Section

D. Staten

126 da Ordinance

Paragraph, o Te Exempt under provisions

87093526

10-71-392 03

Prepared cy, and waen recorded. reburn to:

(10

BELLEVISE

Paul St Mander, Esq. Mageri Broyd & Place 500 17th Street, \$2000 Seevent Colorado 86202

135 ---

CHIRCHERUS SAMO

THIS DECEMBER ALBERT ALL STORMS OF THE COLUMN OF DECEMBER TOWNS AND DECEMBER AND DECEMBER AND DECEMBER AND ALBERT AND ALB

the court of the continue of t

sie i morenty name of moter even, requirements in all mine almanter of morenty of the superficient appointmentarity of the superficient of the superficient of the requirement of the formal of the first of the first only the superficient of the superf

ECHMANN NO EXPREM SECTIONATES OF THE CASE SCHOOL REPRESENT OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CASE OF THE CAS

0.400000

3 7 0 9 3 5 2 6

IN WITNESS WHEREOF, the Grantor has caused this deed to be executed on the date set forth above.

JOANNA WESTERN MILLS COMPANY, a Delaware corporation

By: Miles Tentary

Title Assistant Treasurer

STATE OF Secretary

SS.

COUNTY OF SS.

The foregoing instrument was acknowledged before me this day of December, 1986 by M. Miles Treatment, the Assistant Treasurer and S. Ostania, Jr., the Assistant Secretary of Joannal Western Mills Company, a Delaware corporation, on behalf of said corporation.

Witness my hand and official seal-

30/88 Address: 4052

My commission expires: 5/30/88

chro, I 1 60629

COOK COUNTY, ILLINOIS
FILED FOR RECORD

1987 FEB 17 PN 2: 54

87093526

87093526

of or bagical the Boston and Grantos has coused this dead to lo to to any setting the dead to the

. Program Millig Company Annacc a Delació Corporation de Company

98.09.09.88

The second second and the same The second of the second ACTUAL CONTRACTOR SEASON SEEDS STATE OF erd er so kymiod elitti em magdad jäeppeligaur क्ताराम्य १५५५ । वृक्षाः चेत्रुक्त **गर्वते । केत्रे**ष्ट्री A section of the section of The Defendence of the Conference on the Company, a led avarence company, on benefit of a to-correcte tions. Widness my mand and over acural week Bogary Builton Address: Person W. Gray: 88815AA dy companion orginality of and the second

42 S 18 7 1 834 128

#### EXHIBIT A

Property situated in Cook County, Illinois, described as follows:

#### PARCEL 1:

ALL THAT PART LYING WEST OF CANAL STREET EXTENDED OF LOT 3 AND 4 OF BLOCK 35 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND THAT PART OF THE SOUTH EAST 1/4 LYING WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER, ALL IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

#### PARCEL 2:

I JT 5 IN BLOCK 35 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIFIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER (EXCEPT THE FOLLOWING, TO WIT: THAT STRIP OR PART OF LOT 5, AFORESAID, LYING SOUTH EASTERLY OF A LINE DRAWN FROM AND BEGINNING AT A POINT IN THE SOUTHWESTERLY LINE OF SAID LOT 5, 194.95 FEET SOUTH EASTERLY OF AND DISTANT FROM THE NORTH WEST CORNER OF SAID LOT 5, MEASURED ALONG SAID SOUTH WESTERLY LINE, RUNNING THENCE NORTH EASTERLY TO A POINT ON THE NORTH EASTERLY LINE OF SAID LOT 5, 169.38 FEET SOUTH EASTERLY OF AND DISTANT FROM THE NORTH EAST CORNER OF SAID LOT 5, MEASURED ALONG SAID NORTH EASTERLY LINE);

#### PARCEL 3:

ORIGINAL LOTS 6 AND 7 AND TJF NORTHERLY ONE FOOT OF ORIGINAL LOT 8 (EXCEPT THAT PART CONVEYED 10 THE SANITARY DISTRICT OF CHICAGO BY DEED RECORDED JULY 10, 1902 AS DOCUMENT 3268497) AND ORIGINAL LOT 8 (EXCEPT THE NORTH 1 FOOT THEREOF CONVEYED BY THOMAS STINSON AND WIFE TO BENJAMIN W. THOMAS BY DEED DATED JUNE 27, 1853 AND RECORDED JANUARY 9, 1854 IN BOOK 72, PAGE 205, ALSO EXCEPT THAT PORTION THEREOF CONVEYED TO SANITARY DISTRICT OF CHICAGO BY DEED PATED MAY 27, 1902 AND RECORDED JUNE 12, 1902 AS DOCUMENT 3258001 IN BCJV. 790, PAGE 168) ALL OF THE LOTS AFORESAID BEING IN BLOCK 35 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THAT PART OF THE SOUTH LAST 1/4 LYING WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN:

## PARCEL 4:

LOTS 24 TO 31 IN O. M. DORMAN'S SUBDIVISION OF THAT PART SOUTH OF THE NORTHERN 3 ACRES OF LOT 2 IN BLOCK 37 IN CANAL TRUSTELL' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WIST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP IN NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

## PARCEL 5:

LOT 3 IN BLOCK 37 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

#### PARCEL 6:

LOT 13 (EXCEPT THE NORTH 16 FEET AND EXCEPT THE EAST 11 FEET THEREOF), LOT 16 (EXCEPT THE EAST 11 FEET THEREOF), LOTS 19 TO 22, 25 TO 28, 31 TO 34, 37 TO 40, 43 TO 46, 49 TO 52, 55 TO 58, AND 61 TO 64 AND

ALL OF THE NORTH SOUTH 14 FEET VACATED ALLEY LYING WEST OF AND ADJOINING LOTS 20, 21, 26, 27, 32, 33, 38, 39, 44, 45, 50, 51, 56, 57,

## A TIBLEY

tensiling as boundoest retainers of consolicit because existing a

#### PARCEL LE

#### inarcen di

ADO NOTE SHOWN BY AN AREA OF THE STREET STREET STREET STATES WINE WAS FIRST OF BESTER OF BUILDING WAS FIRST ON A SECRET OF THE WINDOW BUILDING WAS FIRST ON A SECRET OF THE WINDOW BUILDING WAS FIRST ON A SECRET OF THE SECRET OF

#### ร อ้าส หรือสห

KIND TO CHAIR SHA . Sim G. Will Carpoine one form of detailed the corp of THE REPORTED BY TRANSPORTED THE TORK FROM FOR THE TART OF BUXIS THEOREM - 8 TON PRABBLES GOOD CONTRACTOR at white bideacoass Tolograph 207 gr min one poer the constru PONTAN AND PRECONSTRUCTION CAN L HOTEL TRAINERE E ELECTROS DE ROSESTAT POLITACA PARTE DE LA VELEZA DE LA POST STEET TWY ST. 1602 AMD KAROSKY. -110 STOR 180. PARE 1668 ALL SE THE 14 THE CARLS TRIBERS STREET STEET CHAST RATE OF LEAST SELL ming departagrants - Her of term critical and emagnerous out to enser had the give term dry propose se thermay, is the force to by a some out to the good ones setting THAN AND LEDGER 的复数化对抗性 经基本的 计自由语言 化二甲基丁二

#### PARCEU 40

DOTS BEFORE A SELECTION OF THE SELECTION OF TRATEPART BOURS OF THE CARPONESS OF THE CARPONESS OF THE WARREST OF THE CARPONESS OF THE CARPONESS

#### E MISSIAN

COT I IN PROCESSY OF THE CARASTAL SUBSTITUTION OF THE REST 1/2 AND SEC HOUR OF THE ACCESSIVE AS LIVE AS LIVE WEST OF THE SOUTH BEAKER OF THE CHICAGO BEYON IN SECTION SE, TOWNSHIE IN MORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL SERVICES.

### PARCEL 6:

por as ervo Aprileo panearo The Branca as restricted and State 19 To 21, 25 TO 21, 21 TO 22, 25 TO 20, 31 TO 20, 31

## UNDEFICIAL COPY 6

62 AND 63 AND EAST OF AND ADJOINING LOTS 19, 22, 25, 28, 31, 34, 37, 40, 43, 46, 49, 52, 55, 58, 61 AND 64 ALSO

LOT 53, LOT 59 (EXCEPT NORTH 20 FEET) LOT 60 AND LOT 65 ALL IN STINSON'S SUBDIVISION OF LOT 1 IN BLOCK 38 IN THE CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

#### PARCEL 7:

THAT PART OF LOT 3 LYING SOUTH OF WEST 21ST STREET IN BLOCK 38 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MF (1) IAN, (EXCEPT THOSE PARTS DESCRIBED AS FOLLOWS:

(A) SOUTH 14 FEET THEREOF TAKEN FOR WEST 22ND STREET AND;

(B) BIGINNING AT THE SOUTH EAST CORNER OF WEST 21ST STREET AND SOUTH UNION AVENUE; THENCE EAST ALONG THE SOUTH LINE OF WEST 21ST STREET A DISTANCE OF 54 FEET; THENCE SOUTH WESTERLY ALONG A STRAIGHT LINE TO A POINT IN THE EAST OF SOUTH UNION AVENUE 157 FEET SOUTH OF THE SOUTH LINE OF WEST 71ST STREET; THENCE NORTH ALONG THE EAST LINE OF SOUTH UNION AVENUE TO THE POINT OF BEGINNING;

#### PARCEL 8:

THAT PART OF LOT 3 IN BLOCK 38 IN SAID CANAL TRUSTEES SUBDIVISION LYING NORTH OF THE WEST 21ST STREET AND EAST OF RUBLE STREET;

#### PARCEL 9:

THAT PART OF SAID LOT 3 LYIN; NORTH OF WEST 21ST STREET, WEST OF RUBLE STREET AND EAST OF THE NORTH AND SOUTH ALLEY BETWEEN UNION STREET AND RUBLE STREET (EXCEPT THAT PART THEREOF DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTH WEST CORNER OF SAID TRACT AND RUNNING THENCE NORTH ALONG THE EAST LINE OF SAID ALLEY 90 FEET AND 9 5/8 INCHES TO THE NORTH LINE OF SAID TRACT; THENCE EAST ALONG THE NORTH LINE OF SAID TRACT 32 FEET 7/8 INCHES; THENCE SOUTH TO A POINT IN THE SOUTH LINE OF SAID TRACT 32 FEET AND 5/8 INCHES EAST OF THE SOUTH WEST CORNER OF SAID TRACT AND THENCE WEST TO THE POINT OF BEGINNING);

#### PARCEL 10:

LOTS 43, 44 AND 45 IN THE SUBDIVISION OF LOT 2 IN BLOCK 38 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST HALF AND SO MUCH O' THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

## PARCEL 11:

LOTS 1, 2, 3, 4, 9, 10, 11 AND 12 (EXCEPT THE WEST 8 FEET THEREOF TAKEN FOR ALLEY) IN JOHN B. GEST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET OF LOT 4 IN BLOCK 38 IN CANAL TRUSTEES SUBDIVISION OF THE WEST HALF OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER; ALSO

LOTS 1, 2, 3, 4, IN SUBDIVISION OF LOTS 5 TO 8, INCLUSIVE, IN JOHN B. GEST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET LOT 4 IN BLOCK 38 CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER;

## PARCELLA

THE RESIDENCE OF THE STATE OF T

#### 78,020249,

ore al localy emple despressor to the state of the total of a color of the branch

#### 2 137733

THE FART OF SAID LIVE SHOULD OF THE WEST STRUCT WEST OF MEST SERVICE WEST OF MESS SERVICE AND SELECT OF THE SAID CONTROL SERVICE OF THE SAID OF SAID AND SELECT OF THE SAID OF SAID AND SAID OF SAID AND SAID OF SAID

## -01 100 AAS

TOWARD AND THE STATE OF THE CONTROL OF THE STATE OF THE STATE STATES AND A STATES OF THE STATES AND A STATES

#### पर्योग प्रशासी है

THE STATE OF TO THE STATE OF THE STATE OF THE WISE STREET THERTOP TAKES ASSETS OF LOCATION OF THE STATE OF THE STA

。 有受到的时间的特别 (1) "我们,

### 3.77 E.

PRORING TRANSFER IN TAST OF THE THIRD PRINCIPAL MERIDIAN AND SO MACH OF THE SOUTH BASE DEATH AND ASSESSED AS A LITE WAS DESCRIBED AND ASSESSED AS A LITE WAS DESCRIBED AS A LITER WAS DESCRIBED AS A LITER

#### PARCEL 12:

THAT PART OF LOT 4 IN BLOCK 38 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING ON A POINT ON THE EAST LINE OF SAID LOT 4 ON THE SOUTH LINE OF 21ST STREET AND RUNNING THENCE SOUTH OF THE WEST LINE OF JEFFERSON STREET 140 FEET; THENCE WEST PARALLEL WITH THE SOUTH LINE OF 21ST STREET 234 FEET AND 1 7/8 INCHES; THENCE NORTH PARALLEL WITH THE WEST LINE OF JEFFERSON STREET 140 FEET TO THE SOUTH LINE OF 21ST STREET; THENCE EAST TO THE POINT OF BEGINNING;

## PARCFT. 13:

THAT PART OF LOT 4 IN BLOCK 38 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER, OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT A POINT ON THE EAST LINE OF SAID LOT 4 (BEING THE WEST LINE OF VACATIO SOUTH JEFFERSON STREET) 366.84 FEET NORTH LINE OF WEST 22ND STREET; THE CI WEST PARALLEL WITH THE NORTH LINE OF SAID 22ND STREET, A DISTANCE OF 234.03 FEET FOR A POINT OF BEGINNING; THENCE CONTINUING WEST PARALLE, WITH THE NORTH LINE OF SAID WEST 22ND STREET A DISTANCE OF 129.71 FLET TO A POINT OF THE WEST LINE OF SAID LOT 4; THENCE NORTH ALONG THE WEST LINE OF SAID LOT 4, A DISTANCE OF 129.78
FEET TO A POINT ON THE SOUTH LINE OF VACATED WEST 21ST STREET; THENCE
EAST ALONG THE SOUTH LINE OF SAID VACATED WEST 21ST STREET, A DISTANCE
OF 129.70 FEET TO A POINT 234.16 FEET WEST OF THE WEST LINE OF SAID VACATED SOUTH JEFFERSON STREET, THENCE SOUTH A DISTANCE OF 129.43 FEET TO THE POINT OF BEGINNING;

## PARCEL 14:

THAT ALL THAT PART OF S. JEFFERSON STREET LYING WEST OF AND ADJOINING THE WEST LINE OF LOT 3 IN BLOCK 37 AND LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 4 IN BLOCK 38 IN CANAL TRUFILES' SUBDIVISION OF THE WEST HALF OF SECTION 21, TOWNSHIP 39 NORTH, RANCE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH FAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF CHICAGO RIVER; LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 1 TO 4 BOTH INCLUSIVE, AND THE EAST LINE OF SAID LOT 4 PRODUCED SOUTH 60 FEET, IN JOHN B. GEST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET OF LOT 4 IN BLOCK 38 OF CANAL TRUTEES' SUBDIVISION AFOREMENTIONED, LYING EAST OF AND ADJOINING THE EAST LINE OF LOTS 27, 32, 33, 38, 39, 44, 45, 50, 51, 56, 57, 62, 63 IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES SUBDIVISION AFOREMENTIONED, LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 24 TO 31, BOTH INCLUSIVE, AND THE WEST LINE OF SAID LOT 31 PRODUCED SOUTH 22.52 FEET AND LYING SOUTH OF AND ADJOINING THE NORTH LINE OF \$.10 LOT 24 PRODUCED WEST 66 FEET IN O. W. DORMAN'S SUBDIVISION OF PART CY BLOCK 37 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED AND LYING NORTHERLY OF AND ADJOINING A LINE DRAWN FROM THE SOUTHERLY CORNR OF LOT 3 IN BLOCK 37 TO ITS INTERSECTION WITH THE EAST LINE OF LOT 4 IN BLOCK 38 AND A LINE 14 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF SAID LOT, IN CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED; ALL THAT PART OF WEST 21ST STREET OPENED BY CONDEMNATION PROCEEDINGS ORDINANCE PASSED BY THE CITY COUNCIL OCTOBER 27, 1879, ORDER OF POSSESSION MAY 21, 1886, SUPERIOR COURT GENERAL NO. 84295, BEING ALL THAT PART OF AND WEST 21ST STREET RUNNING THROUGH LOT 3 AND 4 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING EAST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF SOUTH RUBLE STREET AS OPENED BY CONDEMNATION PROCEEDINGS, ORDINANCE PASSED BY THE CITY COUNCIL DECEMBER 6, 1880, ORDER OF POSSESSION APRIL 26, 1886 SUPERIOR COURT GENERAL NO. 77505: ALL THAT PART OF SOUTH DESPLAINES STREET LYING EAST OF AND ADJOINING

EARCEN 12:

ograficates and 200 of the formal formation of the contract of CONTRACTOR OF THE SET OF THE STREET

TWO SANDLES LAND AS TO DESCRIPT SERVICE AND CANAL PROPERTY SERVICE AND CONTROL OF CALL THE WAST OF CALL TANKED AND THE CANAL PROPERTY AND AND THE CANAL PROPERTY OF CALL TANKED AND THE CANAL PROPERTY OF CALL TO MAKE AND CANAL PROPERTY OF CALL THE CALL THE

THE THE PROPERTY OF A PROPERTY OF THE PROPERTY OF A PROPER THE TO ROTE THE SUBSTITUTE OF THE COURSE OF ्रेने एक्टेजिये भाग चित्रकेती प्रीक्षात्रः १ १६६६ १९३५ व्यक्षिण विश्वपानितास्त्र THE REGION WATER AND ARREST OF THE SHOP OF THE CONTROL OF THE CONT A TOA CLES MO BRIA TRAG BO TRA NAME OF BUILDING AND BEFORE A COURT OF A PER DE LES CHANNESSESSESSES DE CONTRACTOR DE त्या ५, १९७५ वर्षे, स्मानि १८४५ मेर ६४ मेर १८८ HT B. BYOM NOW WITH TABBURE COME OF THE COME OF THE STORY P. FERRITOR DETRIBERED A CHARLES EN HER STEEL EN HER BERLET BENER BERLET BENER BERLET BENER BERLET BENER BEN o tampos kodes orga<mark>nasta</mark>nos <mark>velides</mark> colonidos do

COUNTY OF THE PROPERTY OF THE PROPERTY OF THE STATE OF TH ं अपन्य हैं। वेस्तरहरू के प्रतिकृति के विकास के जिल्ला है। वेस प्रतिकृति के विकास के अपने के अपने के 

THE EAST LINE OF LOTS 59, 60 AND 65 LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 58, 61 AND 64 AND LYING SOUTH OF AND ADJOINING THE COURT LINE OF THE NORTH 20 FEET OF SAID LOT 59 PRODUCED EAST 50 FEET IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED TOGETHER WITH ALL THAT PART OF SAID SOUTH DES PLAINES STREET OPENED BY CONDEMNATION PROCEEDINGS, ORDINANCE PASSED BY THE CITY COUNCIL MARCH 9, 1885, ORDER OF POSSESSION JULY 3, 1888, SUPERIOR COURT GENERAL NO. 97099, BEING ALL THAT PART OF SAID S. DESPLAINES STREET LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 9 IN JOHN B. GEST'S SUBDIVISION AFOREMENTIONED AND LYING WEST OF AND ADJOINING THE WEST LINE OF LOT 1 TO 4, BOTH INCLUSIVE, IN SUBDIVISION OF LOTS 5 TO 8, INCLUSIVE, IN JOHN B. GEST'S SUBDIVISION AFOREMENTIONED AND

ALL THAT PART OF W. 29TH PLACE LYING NORTH OF AND ADJOINING THE NORTH LING OF LOT 3 IN BLOCK 37 ON CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF LOT 31 AND LYING WEST OF AND A JOINING THE EAST LINE OF SAID LOT 31 PRODUCED SOUTH 22.52 FEET IN O. M. JORMAN'S SUBDIVISION AFOREMENTIONED;

ALL OF THE NORTH-SOUTH 8 FOOT PUBLIC ALLEY OPENED BY CONDEMNATION PROCEEDINGS OPDINANCE PASSED BY THE CITY COUNCIL MARCH 1, 1909 ORDER OF POSSESSION J'N'JARY 27, 1913 CIRCUIT COURT GENERAL NO. 29063; BEING THE WEST 8 FEET OF LOT 12 OF JOHN B. GEST'S SUBDIVISION AFOREMENTIONED; ALL THAT PART OF THE NORTH-SOUTH 16 FOOT PUBLIC ALLEY LYING EAST OF AND ADJOINING THE EAST LINE OF LOTS 43, 44, AND 45 IN SUBDIVISION OF LOT 2 IN BLOCK 38 OF CANAL TRUSTEE'S SUBDIVISION AFOREMENTIONED, LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 59, 60, AND 65 AND LYING SOUTH OF AND ADJOINING THE SO'TH LINE OF THE NORTH 20 FEET OF SAID LOT 59 PRODUCED WEST 16 FEET IN SUNDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED AND

ALL THAT PART OF THE EAST-WEST 16 FOOT PUBLIC ALLEY DEDICATED AND RECORDED IN THE OFFICE OF THE AFCORDER OF DEEDS OF COOK COUNTY, ILLINOIS AUGUST 17, 1954, AS DOCUME'T 15990636, BEING ALL THAT PART OF THE SOUTH 16 FEET OF LOT 16 LYING W.ST OF A LINE 11 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID LOT, IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIOED, AND

PARTS OF PUBLIC STREET HEREIN VACATED BEING FURTHER DESCRIBED AS ALL THAT PART OF S. JEFFERSON STREET LYING BETWEEN THE SOUTH LINE OF W. CULLERTON STREET EXTENDED WEST, AND A LINE DRAWN FROM THE INTERSECTION OF THE WESTERLY LINE OF S. LUMBER STREET AND THE LAST LINE OF S. JEFFERSON STREET TO THE INTERSECTION OF THE WEST LINE OF S. JEFFERSON STREET AS DOCUMENT THE NORTH INE OF W. CERMAK ROAD; ALL THAT PART OF W. 21ST STREET LYING BETWEEN S. JEFFERSON STREET AND THE EAST LINE OF S. RUBLE STREET EXTENDED SOUTH;

ALL THAT PART OF S. DESPLAINES STREET LYING BETWEEN W. 2 ST STREET AND A LINE 160.79 FEET, MORE OR LESS, NORTH OF AND PARALLEL THERETO.

AND

ALL THAT PART OF W. 20TH PLACE LYING BETWEEN S. JEFFERSON STREET AND THE WEST LINE OF THE FIRST NORTH-SOUTH PUBLIC ALLEY EAST THEREOF EXTENDED SOUTH

AND SAID PUBLIC ALLEY AND PARTS OF PUBLIC ALLEYS HEREIN VACATED BEING FURTHER DESCRIBED AS ALL OF THE NORTH-SOUTH 8 FOOT PUBLIC ALLEY TOGETHER WITH ALL THAT PART OF THE NORTH-SOUTH 16 FOOT PUBLIC ALLEY LYING BETWEEN W. 21ST STREET AND A LINE 160.79 FEET, MORE OR LESS NORTH OF AND PARALLEL THERETO, IN THE BLOCK BOUNDED BY W. 21ST STREET, S. CANALPORT AVENUE, S. DESPLAINES STREET AND S. RUBLE STREET AND

THE WEST 86.5 FEET MORE OR LESS, OF THE EAST-WEST PUBLIC ALLEY RUNNING EAST FROM S. DESPLAINES STREET IN THE BLOCK BOUNDED BY W. 21ST STREET, S. CANALPORT AVENUE, S. DESPLAINES STREET AND S. JEFFERSON STREET, ALL IN COOK COUNTY, ILLINOIS.

P1 PIN# 17-21-321-030 17-21-321-017, -018, -019, 020 - NE corner of Union 17-21-322-020, -037, -039; -040; -041, -044 - Girmack 17-21-323-003; -004; -005; -006; -007, -008 - Chicago, IZ 17-21- 328-003; -004; -005; -006; -007; -008
17-21-325: 009; -010; -011; A-4; 013; -018;
17-21-325: 009; -010; -011; A-4; 013; -018;
17-21-325: 001; 002; 003: 004; 005; 006
17-21-332 -001; -003; 010; 611; 614
17-21-330-003; 004; 006

\* NW NECTOTION of Ruble Street IL

Addresses - 2119 S. Lombard Chicago, IL - 2141 S. Jefferson Chicago, IL -NW corner of Jefferson & -isi otreet Chicago, Il SW corper of Jesterson € 21st Street Chicago, IL

COMMY LINE OF THE NUMBER OF SHEEP OF GALL BOT TO SEGMENT STREET NO DESTRUCT AND ACCOUNTS AND ACCOUNTS OF THE SECOND OF THE SECON ALLE MART PART OF A CONTROL OF A CONTROL OF A SECTION AND AUGORATOR NOT ALLE WITH AUGORATOR OF A CONTROL OF A ALSO STREET OF THE SELECTION OF THE SELE TOUR TOUR TO ATTEM DEDICATED AND and the state of the same and the same est an island the seriedaday Continuitates and a service also repet and the reservice STUDIES OF STRAM THE RESET CHATER DIRORIESES AS ALL TEST I THE ROUSE LINE OF WILL A DO A CARA A PROPERTY AND ANTICAL COLORS 法国人 阿雷斯拉克斯特 ALDW THE RE TERRETTEL अपूर्णको सामग्री की यह अस्ति विस्ति समग्री पर र ing of a color we boad. TO THE TERMS OF THE PERSON OF STATES OF THE PROPERTY OF THE STATES OF STATES AND Charles and the 345 3457 CHARLES CONTRACTOR TO SERVICE TO THE SERVICE OF THE ar il dicionale delera delera markensia, conspissoro del Asset, er el ar lasa, edesse er ano ranabele quascrol, and the street ALL THAT THAT OF THE VERY LITTER BUTTERS OF THE STREET AND STREET AND THE VERY TREET AND NO OF GARRISTEE APER SANDE PORTOU ACCOUNT AND TO A SERVICE AND THE OTHER WADATED ACCOUNT FOR THE ACCOUNT AND ALLEY TRANSPORTED AND ALLEY TO AND A SOUTH AND A SERVICE AND A SERVICE THAT AND A SERVICE A CRACHMAN GIRLAGI INC. FOR ME THE SURICESHUM OF FURE FUREY ALLONG TO SUREY ALLONG THE THEORY WE ALLONG A LINE FOR ALLONG AND A LINE FROM THE SUREY ALLONG A CONNER OF A LINE FOR ALLONG A CONNER OF THE THEORY ALLONG A CONNER OF THE SUREY ALLONG A CANNER OF THE SUREY ALLONG A CONNER OF THE SUREY AND A CONNER OF THE SUREY ALLONG A CONNER OF THE SUREY ALLONG A CONNER OF THE SUREY ALLONG A CONNER OF THE SUREY AND A CONNER OF THE THE WEST ACT THE TOTAL THE STATE OF THE PARTY OF THE STATE OF THE STATE AREATT. ACTIVE AND ALL AREATT. THE STATE AREATT. THE STATE AREATT. THE STATE AND ALL AREATT AND ALL AREATT. THE STATE AND ALL AREATT AND ALL AREATT. th<mark>i court court. Inditention to the court of the court o</mark> Willey .

Some of the work of the

g Lindschaft in the section

A Police in

13. 6. W. 1868

Commence of the commence of

Q. 19 - 80 to 18 50 to

Complete Bridge States

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
JOANNA-WESTERN MILLS COMPANY
INTO
JOANNA HOLDINGS, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

JOANNA HOLDINGS, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of JOANNA-WESTERN MILLS COMPANY ("Joanna"), a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 29th day of December, 1986, determined to merge into itself Joanna on the conditions set forth in such resolutions

RESOLVED, that the Corporation merge into itself (the "Merger") Joanna Western Mills Company ('Joanna") by properly executing and filing with the Secretary of State of the State of Delaware a certificate of ownership and merger; and be it furthe:

RESOLVED, that the Corporation will assume any Ind all liabilities and obligations of Joanna; and be it further

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge Joanna into this Corporation, to assume Joanna's liabilities and obligations as of the date of adoption thereof and to file the same and such other documents in accordance with the laws of the State of Delaware; and be it further

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take any and all other actions necessary and proper to effect the transactions contemplated by the Merger under the laws of the State of Delaware.

COSTS FIGHTS OF CARRESTS AND AREGES
AFFOLNO
FORDARY-WESTSEN HIGGS COMPANY
CARO
FORDARY

(Pringant to Section 253 of the Ogneral of Colored Colored (Colored Colored Co

. The JOANNE BULDFINGS, THOU POSSESSES CONFORMATION FROM TOOK TOOK TOOK TOOK

PIPELS That in the Corporation is incorporated purausing to the Gashawir Corporation Law of the State of 19,200pm.

palhamasina baf to its sewo and a composition in a second second and second with a second was a second second in a second in a second second in a second second second as a second secon

Raiscalved, The best for poration derive intercellent lessification of the collection of the state of the collection of the state of the collection of the state of the collection of the collec

otalana mana manasa ifuw notaeshquil dis tedi uddicionala et l Liggi in ancienta mana contragation de ancienta and balancia

viring BBOIVELL Blanding project of flours of the Corporation of the Corporation of the pade and the styles and and control of the distribution of the styles of the styles of the styles of the team and properties of the team the team and properties of the team and the team of the team and the team an

# UNOFFICIAL COPY 0 7 0 9 3 5 2 6

IN WITNESS WHEREOF, said Joanna Holdings, Inc. has caused this certificate to be signed by its Vice President and its Secretary this 29th day of December, 1986.

Antana John County Clerk's Office JOANNA HOLDINGS, INC.

Coop County Co , ber lesserosae avillo

· 事業企业公司

PACAPERSATOR COURTS AND MENTAL THE

# AGREEMENT OF MERGER BETWEEN JOANNA HOLDINGS, INC. AND JOANNA WESTERN MILLS COMPANY

Agreement of Merger, dated as of December 29, 1986, by and between Joanna Western Mills Company, a Delaware corporation ("Joanna") and Joanna Holdings, Inc., a Delaware corporation (hereinifter referred to as "Holdings" or the ("Surviving Corporation"). (Holdings and Joanna sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 454.9 shares are issued and outstanding and owned of record by Jeanna Western Consumer Products, Inc., a Delaware corporation ("Consumer") and 535.1 shares are issued and outstanding and owned or record by Joanna Western Industrial Products, Inc., a Delaware corporation ("Industrial").

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 85.7 shares are issued and outstanding and owned of record by Holdings.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Joanna be merged with and into Holdings, which should be the surviving corporation, on the terms set forth hereinal or and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

## ARTICLE I

1.01 On the Effective Date (as hereinafter defined), Joanna shall be merged into Holdings, the separate existence of Joanna shall cease an Holdings shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Mills Company with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

## PIDER TO DELECTE

. 121 . jájáljólta alatina.

## <u>anaskog bety blikitation i pakabu</u>

Agricultus of it con the contract in the contract of the contract in the contract of the contr

ំ ប្រើប្រើប្រែក្នុង ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រើប្រើប្រាស់ ប្រើប្រើប្រាស់ ប្រើប្រើប្រ បើស្ថិត វិស្សាស្ថាយ ស្រួយ ស្រួន ប្រឹក្សាន ប្រធាន ប្រឹក្សាន ប្រឹក្សាស្ថា ស្រួញ ស្រួន ប្រឹក្សាស់ ប្រឹក្សាស្តី ប្រឹក្សាស ប្រឹក្សាស្តី ប្រឹក្សាស់ ប្រឹក្សាស់ ប្រឹក្សាស់ ប្រឹក្សាស់ ប្រឹក្សាស្តី ប្រឹក្សាស់ ប្រឹក្សាស្តី ប្រឹក្សាស្តី ប្រឹក្សាស ប្រឹក្សាស្តី ប្រឹក្សាស្តី ប្រឹក្សាស្តី ប្រឹក្សាស្តី ប្រឹក្សាស្តី ប្រឹក្សាស្តី ប្រឹក្សាស ប្រឹក្សាស្តី ប្រឹក្សាស ប្រឹក្សាស ប្រឹក្សាស្តិស្តិស្តិស ប្រឹក្សាស្តិស្តិស្តិស ប្រឹក្សាស្តិស ប្រឹក្សាស្តិស្តិស ប្រឹក្សាស្តិស ប្រឹក្សាស ប្រឹក្សាសស ប្រឹក្សាស ប្រឹក្សាសស ប្រឹក្សាស ប្រឹក្សាស ប្រឹក្សាស្តិស ប្រឹក្សាស ប្រឹក្សាស

control of the second of the second and exception of the second and excepting under the second of the second has another the second of the sec

្រឹងប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្ បើស្រែងទៅក្នុងបើសសំខាន់ មិនបានប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល បើលេខ និងស្រីប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប្រជាពល់ប

isutum edz in ban kostowan pologonok od nie pikistenko ak ak ak kontonak od nie od kontonak od pologonok od ni Sprese paros oberski kalusak od od nie o Sprese od nie od nie

## I SIDELES

chill de Unerthor (Filence) of the service hareinafical defined). Jannon whall he more of the constant of the

- 1.02 The merger shall become effective at 2:00 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date all of the following events shall have occurred:
  - A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and
  - B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.
- 1.03 Any provision of this Agreement of Merger may be amended at any time refore or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Holdings stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Holdings stockholders as contemplated by this Agreement of Merger.
- 1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.
- 1.05 In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, 200 there shall be no liability on the part of any of the parties or any director, officer or stock. Let thereof.

## ARTICLE II

2.01 The Certificate of Incorporation of Holdings is hereby amended by deleting "Joanna Holdings, Inc." and substituting in lieu thereof "Joanna Western Mills Company" in the title and in the first sentence of Article I of the Certificate, and shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

1.0\$ (1.0\$ The Dergel and Dergoe effective at 2:06 pand on the Westers and 2:00 pand on Westers and Westers and Security of which the sad date also also been selected by the contract of the selected by the contract of the selected by the security of the selected by the

A. Tenfroling older den et tien Agbeemenn of Marger opplies Tengolste votes of the listorial strokholisate of governe Pelkinge pulablet to har diestel Corpelation lav of the Stete of Celaware, and

A, top associated com fixing with the Sebretaking of the Sebretaking of the Sebretaking of the second standard of the comment of the second standard of the second standard of the second second of the second secon

្រស់ ប្រសាធិប្រធិប្បាស់ ប្រធានប្រសាធិប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប ប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប ក្រុម នៅក្រុម នៅក្រុម ប្រធានបានប្រធានប្រឹងប្រធានប្រធ្វាស់បានប្រធ

The Later control of the control of the street can be controlled and the first control of the co

្រស់ស្ថិតលេខបញ្ហា បានដែលដែលស្នា ប្រទេ ចំនៃ ២៤៦ ខែសារ ទៅប៉ង់ ប៉ែល ។ ឯបសាយបញ្ហា នេះ គឺម៉ឺងដែរ ។ ប្រសិតបញ្ហាប្រជាជ ក្រសិតបញ្ហា ខេត្ត សមានប្រជាជា ប្រទេសស្ថិត សមានប្រទេស ប្រទេស សមានប្រជាជា មិនប្រធានប្រទេស ប្រទេសបានប្រទេស មានប្រ សមានប្រជាជាធិប្រជាជាធិប្រជាជា ប្រទេសបានបានប្រទេសបានប្រជាជាធិបានប្រជាជាធិបានប្រធានបានប្រធានប្រធានប្រទេសបានប្រទេស មានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រទេសបានប្រធានបានបានបានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានបានបានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានបានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានបានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប

## 

្តាស់ក្រស់ មនិយស់ស្ពេចនៃនៃជាស់ ចិល នេះបន់ពេលប្រសាលប្រជាពី ប្រសាលប្រជាពី ប្រជាពី មនិយា នៃ ដើមប្រើបានប្រើបានប្រើ ប្រជាពី ស្ថានជាប់បានប្រជាពី សំពេច បា បានសម្បានប្រជាពី បានប្រជាពី ប្រជាពី ប្រជាពី សំពេច សំពេច ប្រជាពី សំពេច ប្រ មនិយាយ សំពេច សំពេច មនិយាយ សំពេច ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី បានប្រជាពី បានប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី សំពេច ប្រជាពី សំពេច ប្រជាពី សំពេច ប្រជាពី បានប្រជាពី បានប្រជាពី បានប្រជាពី សំពេច បានប្រជាពី ប្រជាពី សំពេច ប្រជាពី ប្រជាពី សំពេច បានប្រជាពី ប្រជាពី សំពេច បានបង្ហានបានប្រជាពី បានប្រជាពី បានបានប្រជាពី បានប្រជាពី បានបារប្រជាពី បានប្រជាពី បានបានប្រជាពី បានប្រជាពី បានបានប្រជាពី បានប្រជាពី បានប្រជាពី

3 7 0 9 3 5 2 6

- 2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.
- 2.03 The Board of Directors of the Surviving Corporation shall initially consist of three directors, each of whom shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner Kenner & Company, Inc. 437 Madison Avenue New York, New York 10022

John Baldwin Kenner 5 Company, Inc. 437 Madison Avenue New York, New York 10022

Herbert Max Mayer, Brown & Platt 520 Madison Avenue New York, New York 10022

## ARTICLE III

- 3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:
  - A. Each share of Joanna common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby case.
  - B. Each share of Holdings common stock, no par value, issued and outstanding immediately prior to the Effective Date, is changed and converte, without further action of the corporation or its stockholders, into one share of no par value common stock of the Surviving Corporation.

## ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all

ිසම්ධර්තුවේදීම් මෙස්ව කිරි විතමදීම්ම සර සිය දෙයා රට විශාලයම්මේස්ම මේස් යිරිමියර් ្រុស្ត្រីស្នាស់ដល់អ៊ី មិន្ទ និយៈ ទេសនារួកសង្គម ១១០០ ១០០០ ខណៈ ស្ត្រី។ ប៉ុន្តែ ប៉ុន្តែប៉ុន្តែអ៊ីមានមិន្និ Carl room was to be a considered on the constant of the constant of the provided nak ya mi mbasista

malicardyseD peleimnet our lance of the breed said EU.S tinde winds Brainse - Girline Grand in the contract of the principle of the contract of the co Serial beraug and the egans of the control of the control of the control of the early DOM ១១/ទោះ [1]១៥ ខាន់ ១១៥ ១ ខ្លាំ ១១១៤២ ១៦១៩ ជាជា ខាង**កក្នុង ជំនុំគ** 

rows William Continue . **บุครั**บ จากและเกมได้ เล่า ก็อยไรยเลี้ 医乳乳性神经 医神经管检查性 医乳肉 医骨柱的 经收款 人名英格兰人姓氏

STATE OF BANKS ្តទូបន**ាល្ខាស់ទើ**្សា ប្រភព**ទ**ម្ប TRY BY SOUND IN MARK WAR

Banis : COMPLETE AND A SHEET

Leonard Bott Pagasa (Peallasa) 201 gaalambaan oo birad baa ลิสส ซิตี ออร์สรับน้อยล คิสส จิตอ ภิกกา (ม.ก. ออูกัว**ว่าระ**บาธิกัด ตับต้อยนี้ ซีตี pare liet in the set of the second of the second of the second set of the second of th

. Early starts of Women comman stock, Bardad and -decetarding atmediately gald, so the Tifective Dage, in the និសមន្តមក ម៉ូលីនាមេដុំ ដីក្នុមកស្ដីថ្ងៃ និសមនុស្ស សេខ នៃទី៩៦នៃ។ បន្ទឹង ២០១ ១១ន៍នៃនេះ ប

, safka Ako on (Mobre etgreen Fredélak lo arana daste ekt eviamenta, and or other year libered period and income best becal ចិច ស្នាវិទ្ធិន ជនសម្តេច ស្រុទ្ធិស្រី នៃ ១០១១១ ស្គ្រង់ ស្រុមសេសស្រី នៅ នៃគេសុស កាស្ត្រ និង កាញ់អ្នកស កាស្ត្រ (ស្រុកស្ត្រីស្ត្រីស្ត្រ ខេត្តស្តារ (ស សេស្ត្រីស្ត្រីស្ត្រីស្ត្រី សូវិធី กับทั้งได้หลางดูว่ามีวิวัยกระจากจริกกล้าก กุรกระหน้าย และแล้งการอยู่สินใกรอยู่

## Will the Tall 1996

ីស្ទីទី ដែល សំខុម៌លាស់មួយ ស្រួយសេខ សមារាធនាសាល់ ប្រធានាធ្វើប្រធានាធ្វើ ម៉ាក់ស៊ី នៅម៉ាត់ស៊ី នៅម៉ាត់ ស ម៉ាញ់ នាស្ទីសំរាជាធំនិស្សារី ក៏មាន ស្រាវបានិយា ការ ១ នេះ ១២១៨ ១ សព្ទុក្ខន៍ស្រីពេញ ម៉ូនុស្សីយ៉ូន៍ព្រ transfigurate and the streets to common officers of the way they as billion ita ibas ibenim bekimperanog lisar i treger. The bas ishibisidada

07093526

debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

- 4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding proding by or against either of the Constituent Corporations 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 either of the Constituent Corporations shall be impaired by the merger.
- 4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.
- 4.04 All corporate acts, resolutions plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.
- 4.05 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

ចំពុង និងប្រជាពលប្រទេធ និង នៅនៅ បានប្រទេស ប្រទេស ប្រស្ស ប្រទេស ប្រទេស ប្រទេស ប្រទេស ប្រទេស ប្រទេស ប្រទេស ប្រទេស ប្រសេស ប្រទេស ប

្រុំ ស្រុំ ស្រុំ ស្រុះ ស្រុ ១៩ ស្រុះ ស្រុ ១៩ ស្រុះ ស្រុំ ស្រុះ ស្រុំ ស្រុះ ស្រុំ ស្រុះ ស្រុំ ស្រុះ ស្រុក ស្រុះ ស្រុក ស្រុក

Fig. 19.04 | All corperate verter a captant trees, plans, politics.

[Sich adacts and approaches of and each a captant trees of the donal lughes.

[Outpore hands of the captant of the captant of directors, earned the captant end of the corperation of the captant end of the capta

មានប្រជាពលរបស់ ប្រធានប្រជាពលរបស់ ប្រធានប្រជាពលរបស់ ប្រធានប្រជាជា នៅប្រធានប្រជាពលរបស់ នៅប្រធានប្រជាពលរបស់ បានប្ មានប្រជាពលរបស់ បានប្រធានបានប្រជាពលរបស់ បានប្រធានប្រធានប្រធានប្រជាពលរបស់ បានប្រធានប្រជាពលរបស់ បានប្រជាពលរបស់ បានបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានបស់ បានប្រជាពលរបស់ បានបស្ជាពលរបស់ បានបស្ជាពលរបស់ បានបស់ បានបស់ បានបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានបស្សិចិត្ត បានប្រជាពលរបស់ បានបស្សិចប្រជាពលរបស់ បានបស់ បានបស្សិចប្រជាពលរបស់ បានបស់ បានបស្សាក់ បានបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានបស់ បានបស់ បានបស់ បានបស់ បានប្រជាពលរបស់ បានប្រជាពលរបស់ បានបស្សាក់

# 87093526

# UNOFFICIAL COPY 6

IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Holdings and Joanna and is hereby executed the date and year first above written by the proper officers of Holdings and Joanna and the corporate seal of each has been hereto affixed.

JOANNA MESTERN MILLS COMPANY

Βv

ATTEST:

assistant secretary

SEAL

JOANNA-HOLDINGS, INC.

12 Clarks Office

aυ.

ATTEST:

Assistant Secretary

SEAL

PRESENCE BUSH MINERS COMPANY

SC COMPANY COMPANY

1.602

Commission of the Commission o

Thesa small TRUTTE.

378

ASSISTALT

I. GEORGE PENTARIS VE. Secretary of JOANNA WESTERN MILLS COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December,

assistant Secretary

SEAL

? Secretary of JOANNA HOLDINGS, INC., a Delaware Corporation, rereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by unanimous written consent executed on December 29, 195f, in accordance with Section  $\bigcirc$  228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed S.a. Pentario, Ja.

assistant Secretary the corporate seal of said corporation this 20th day of December, 1986.

TOTAL PARTY OF

្សាស់ស្រាស់ ស្រាស់ ស្រាស ស្រាស់ ស្រាស

证在证法

។ ប្រជាពី នៅក្រុម ប្រើប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រើប្រឹក្សា ប្រឹក្សា ប្រឹកពី ប្រឹក្សា ប្រឹ

្នាស់ ស្ត្រីស្ថិស្តី ម៉ូតែ ស្ថិស្ត្រ ស្ថិស្ត្រ សម្រេច ស្រាស់ ស្រាស់ ស្រាស់ ស្ត្រី អូស្នាប់ប្រើស្រី ស្ត្រី ស្ថិ ស្រាស់ស្តីស្តីស្ត្រី ស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្តីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស ស្រាស់ស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស្ត្រីស

Consisting D. S.

10 10 10

# AGREEMENT OF MERGER BETWEEN JOANNA HOLDINGS, INC. AND JOANNA WESTERN MILLS COMPANY

Agreement of Merger, dated as of December 29, 1986, by and between Joanna Western Mills Company, a Delaware corporation ("Joanna") and Joanna Holdings, Inc., a Delaware corporation (hereinafter referred to as "Holdings" or the ("Surviving Corporation"). (Holdings and Joanna sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 464.9 shares are issued and outstanding and owned of record by Joanna Western Consumer Products, Inc., a Delaware corporation ("Consumer") and 535.1 shares are issued and outstanding and owned of record by Joanna Western Industrial Products, Inc., a Delaware corporation ("Industrial").

Joanne is a corporation duly organized and existing under the laws if the State of Delawire and has authorized capital stock commission of 1,000 shares of common stock, no par value per share, of which 85.7 shares are issued and outstanding and owned of record by Holdings.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Joanna be merged with and into Holdings, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the muscal agreements hereinafter contained, the parties hereto agree as follows:

## ARTICLE I

1.01 On the Effective Date (as hereinafter defined), Joanna shall be merged into Holdings, the separate existence of Joanna shall cease and Holdings shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Mills Company with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

TO SECURIA DO TARRELESA.

TATA PERSONAL SERVICIO.

SERA IMPO A GUINE FRANCIA.

SERA IMPO A GUINE FRANCIA.

Boldage of the bold of the control of the control and the and the control of the

idago iliga a concerno en el concerno de la concerno de establem undare beniava el ime l'estar de concerno de la condinase automolicad capitale de la beniava de la concerno de la conse se estare de l'éstable de la concerno de la consensión de la condicata de la condination de la concerno del concerno de la concerno del concerno de la concerno del concerno de la concerno de la concerno del concerno de la concerno della concerno de la concerno della conc

The second contract of the con

្សាល់ នៅក្នុងសម្ព័ទ្ធមានស្រាប់ មើលប្រធានប្រធានប្រធានប្រធានប្រជាជា ប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្ ក្រុមស្រីសមាសមាស្តី ប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធាន ព្រះប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រ

#### 1 1/15/15/13

Silved of the life of the color of the separate dational doange of Joange shall general colors of Joange shall general colors of the separate extension of the following comparation general colors of the second colors of the colors of the second colors of the colors of

87193526

- 1.02 The merger shall become effective at 2:00 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date all of the following events shall have occurred:
  - A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and
  - B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.
- 1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Holdings stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Holdings stockholders as contemplated by this Agreement of Merger.
- 1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations
- 1.05 In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

## ARTICLE II

2.01 The Certificate of Incorporation of Holdings is hereby amended by deleting "Joanna Holdings, Inc." and substituting in lieu thereof "Joanna Western Mills Company" in the title and in the first sentence of Article I of the Certificate, and shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

ill Acciono adeponent of tota Agreement of Merger bylines pegalaping roles of the retreative stockholders of Joanna alli Woldings pricetage to the Caneral Carporetion Law of the parter of Selection and the pricess of the contraction of selections.

ំបំបំប៉ុន្តិធ្វើ ប្រធិត្ត គេសេចប្រជាប្រធានប្រជាប្រធានប្រជាប្រក្នុង និងមេបទស្នាស់ ប្រជាប្រធានប្រជាប្រធានប្រធានប វិធីឯកម៉ែក ប៉ុន្តែ ម៉ើយប្រធានប្រជាប្រធានប្រធានប្រធានប្រធានប្រជាប្រធានប្រជាប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប សិក្សាប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្ ម៉ែកសុខសេចប្រជាប់ ប៉ុន្តា ១៤ ខេត្ត ប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធ

e e filts år gryviske har end oner kerendend på Mergelligt the endendeld of Mergelligh the ender waterdeld of an ender the ender grown of the endended of the

in 11.05 to the term cated in the salte any condition process.

herefore as the term cated of this Agreement of Amigor, this factors of Amigor, this factors of Merger to the colonial of any or different of the colonial of

## 

2.01 Sine Conditional Colorary of Colorary and Salar Belling in amended Sine Salar S

# UNOFFICIAL COPY 6 3 5 2 6

- 2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.
- 2.03 The Board of Directors of the Surviving Corporation shall initially consist of three directors, each of whom shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner Kenner & Company, Inc. 437 Madison Avenue York, New York 10022

John Baldwin Kenner & Company, Inc. 437 Madison Avenue New York, New York 10022

Herbert Max Mayer, Brown & Platt 520 Madison Avenue New York, New York 10022

## ARTICLE III

- 3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall no as follows:
  - A. Each share of Joanna common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby case.
  - B. Each share of Holdings common stock, no par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of no par value common stock of the Surviving Corporation.

## ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privilege: powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all

Triffice The Bytesen plus, include in the properties of the properties of the properties of the Date of the Bending of the Date of the properties of the pro

> defile epil – Boques Kospeic e Gumpoley, Indo edi Madioto Aespeic Bek Idte, ospeicken (1880

Josephalivia Renner 4 inmpagy, ing. 457 Migsboyn Ankove Mey 1014, demokrator 18032

ia ing daga kana ang paga Basaga kana ang basaga Basaga kana ang basaga Basaga kana ang basaga

## 

This 2001 to the marker and burse of convertions the baries and captured store. The convertions and the character and the second of the character and the second of the character and the second of the character and the convertion of the conve

on liber hopes in socie admonitoration in electrica de constitue in la secolo de constitue in la constitue de Constitue de constitue de la constitue de la constitue de la constitue de constitue de constitue de constitue Constitue de la constitue de c

្មិត្ត និងបាន និងបាន និងប្រជាជា ។ និងប្រើបំផ្នែក ប្រណាយបាននេះ ប្រើប្រាស់ និងប្រាស់ និងប្រាស់ និងប្រាស់ មនុស្ស ប្រែក្នុង និង និងប្រាស់ ប្រទេស បានប្រទេស ប្រទេស ស្រុក ស មើងប្រឹក្សាស ស្រុក ស ប្រឹក្សាស ស្រុក សពីស្រុក ស្រុក ស្រាក ស្រុក ស្រ

## But to a separate

debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

- 4.0? The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations 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 either of the Constituent Corporations shall be impaired by the merger.
- 4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.
- 4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effect to mmediately prior to the Effective Date shall be taken for the reporate acts, resolutions, plans, policies, contract approvals and authorizations of the Surviving Corporation and shall be as effective Date.
- 4.05 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

្រៀប ប្រឹក្សា មិនប្រជាពី មិនប្រជាពី ប្រឹក្សា ប្រការ ប្រការ ប្រការ ប្រឹក្សា ប្សាស ប្រឹក្សា ប្

A Description All all places of the control of the

ំ បានប្រជាពល ប្រធានប្រជាពល ប្រធានប្រធានប្រធានប្រជាពល បានប្រជាពល បានបញ្ជាប់ បានប្រជាពល ប្រជាពល ប្រជាពល បានប្រជាពល បានប្រជាពិសិស្ស បា

IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Holdings and Joanna and is hereby executed the date and year first above written by the proper officers of Holdings and Joanna and the corporate seal of each has been hereto affixed.

JOANNA MESTEAN MILLS COMPANY

By:

Resules 7

ATTEST:

By: 86 Tentaris Ju Assistant Secretary

SEAL

JOANNA HOLDINGE , INC.

Вy:

The Conto

ATTEST:

assistant Secretary

SEAL

in the second of the second of the second to the second second second best best in the second of the second second of the second second of the second second

YMASMOO BARTS BRETSAM AMAAC 1.凭股票是保持 The second of the second Julia:

ASSISTANT

? Secretary of JOANNA WESTERN MILLS COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

assistant Secretary

SEAL

I, George Textures le 1 Secretary of JOANNA HOLDINGS, INC., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by unanimous written consent executed on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed 1 corporation ....

8. a. Pentaria.

Cossistant Secretary the corporate seal of said corporation this 29th day of December, 1986.

SEAL

The same of the same

ARBURA COMMANDA DE COMPANDA DE COMPANDA DE COMMANDA RESERVA DE COMMANDA RESERVA MA RESERVA DE COMPANDA DE COMP PER ESTADO ESTADO COMPANDA COMPANDA DE ရည်။ ၁၉၉၉ ရှိ ရှိသို့ မှ **ကော်ရေးနောက်ပြီး** တွင်း ကြုံသောတွင်တည်။ သည် အချိန်းသည် အသည် မြောင်းသို့သည်။ appared not mad increased to a first consideration of the content वर्ष विवेदमें बेद महेता । राजवे वर्णाता । तालु । ताला विवेद रूप राजविक्य वर्ष वर्ष । वस्त्र रेप विवेद

Sans the bas dans on the princent will a commann eventual will ्राम्याच्येकर्त्त कि पृत्रक कर्नेहरी करेलें प्राथित कर्ता है। कर्ना कि विकास क्रिकेट विद्वार प्राथित क्रिकेट

> Net veta EA

A Company of the contract of t

ηρικίτου αμφημείνες κα παίφερος του grigose angé parabhadan di Abbai A 🥯 legel to bestooke thistigo weganisa pepada adala wan nukan nukan penada at Te Ri

ាត្ត» នៃវិត្ត ស្ថិត តែក្តី ស្ត្រាប់មួយ ប្រធាន បានសុខសុខ ១៩ ១០៩៨ និង សុខសុខមួយ ខេត្តមួយមនុស្ស មេរា ភូមិស្រស់សុខម៉ែលប្រជាពីស្ត្រី សុខសុខ សុខសុខ សុខសុខ សុខសុខសុខភេឌ ប្រធាន ប្រធាន សុខសុខ សុខសុខបាន Mene eleacetas eni The Constant of the Constant o

Proberty of Cook County Clark's Office

## UNOFFICIAL COPY EXHIBIT B

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

JOANNA HOLDINGS, INC.

INTO

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

JOANNA WISTERN INDUSTRIAL PRODUCTS, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Lev of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Joanna Holdings, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 29th day of December, 1986, determined to merge into itself Joanna Holdings, Inc., on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself Joanna Holdings, Inc. (the "Merger") by properly executing and filing with the Secretary of State of the State of Delaware a certificate of ownership and merger; and be it further

RESOLVED, that the Corporation will assume any and all liabilities and obligations of Joanna Holdings, Inc., and be it further

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge Joanna Holdings, Inc. into this Corporation and to assume said subsidiary's liabilities and obligations as of the date of adoption thereof and to file the same and such other documents as may be required in accordance with the laws of the State of Delaware; and be it further

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take any and all other actions necessary and proper to effect the transactions contemplated by the Merger under the laws of the State of Delaware.

harageam gala sing bunga iku binga bingga

LIBET CONSTRUCTO NESSOL

រឹងនៃស្រស៊ី (មនៃ នៃ១០១១១១១១១១១១១១១១១១១១១១១) បានប្រជុំស្វាស់សន្នាប់មិន និង មកពី ខេត្តពេលបញ្ជាប់ប្រឹក្សាប្រ

. P. Johns Wisters verteral is established as and suits. Asia. And bedate

i distribution of the companies of the independent of the companies of the

o is Seronde de en en la compose de partire esta de la contra del contra de la contra del la contra del la contra della co

Angliguioses pajurijani eta pi e la especiale eta pi e la especiale entre e la especiale entre e la composició Lo gui musta constante de la constante en la constante en la especiale de la especiale en la e

នស្តាមស្រាល់វិស្សាក់រ៉ា ស៊ីស្សានិ ម៉ូស្តាស្ថា ស្លានការស្ថានការបើក្រស់ និងអ្នកប្រើបើក្រុមអ៊ែលប្រឹក្សាក្រុមអ៊ែលប ស្លាស់ ស្លានស្ថាស់ ក្នុងស្ថាស់ ក្នុងបានស្ថានស្លាន បានប្រឹក្សាស្ថាស់ ក្រុម ប្រឹក្សាស្ថាស់ ស្ថាស់ ស្ថាស់ ស្ថិត្ត ក្រុមស្រួន និងស្ថាស់ ស្លាស់ ស្ថាស់ អំពីស្រួន ស្លាស់ ស្លាស់ ស្លាស់ ស្រួនស្ថាស់ ស្លាស់ ស្ថិត្តិស្លាស់ ស្លាស់ ស្លា ក្រុមស្រួញ ស្លាស់ ស្លាស់ ស្ថាស់ ស្លាស់ ស

The Anna Park Ville, that the energies vien will appune any and all this bit the contract of the contract of the angle of the part of the follows of the contract of the contr

PPROMETION OF FOR THE TOTAL OF THE THE TOTAL STREET AND AIRBORN CONTROL OF THE STREET AND AIRBORN AND CONTROL OF THE STREET AND AIRBORN OF TOTAL OF THE STREET AND AIRBORN OF THE STREET AND CONTROL OF

## 97093526

## UNOFFICIAL COPY, 6

IN WITNESS WHEREOF, said Joanna Western Industrial Products, Inc. has caused this certificate to be signed by its Vice President and its Secretary this 29th day of December, 1986.

JOANNA WESTERN INDUSTRIAL PRODUCTS,

INC.

Ву

ixe President

ATTEST:

assistant Secretary

geochbourglistiseebhir arelenwegteen alter line in with erwittingst ් දීම්ව දැකිමේ සන්වෙමර විසි ලද් මෙන වෙන්න සට පත් සට පත් ශ්රී මතු දී වන සිටුවන් විය උතිස්සෙන්ලිම්වන් වෙන්වී දීම්ව විසි දෙන දෙන්නේ නොක්ෂ සිටුවන් සිටුවන් සිටුවන් සිටුවන් සිටුවන් සිටුවන් විසි

, etropograf, la letarem l'obilità de l'antico

: maggia

## AGREEMENT OF MERGER BETWEEN JOANNA HOLDINGS, INC. AND JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

Agreement of Merger, dated as of December 29, 1986 by and between Joanna Holdings, Inc., a Delaware corporation ("Holdings") and Joanna Western Industrial Products, Inc., a Delaware corporation (hereinafter referred to as "Joanna" or the "Survivira Corporation"). (Joanna and Holdings sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share of which 535.1 shares are issued and outstanding and owned of record by Joanna.

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares are issued and outstanding and owned of record by Joanna Wes arm foldings, Inc., a Delaware corporation.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Holdings be merged with and into Joanna, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of he foregoing premises and or the mutual agreements hereinafter contained, the parties hereto agree as follows:

- 1.01 On the Effective Date (as hereinafter defined), Holdings shall be merged into Joanna, the separate existence of Holdings shall cease and Joanna shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Industrial Products, Inc. with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.
- 1.02 The Merger shall become effective at 3:30 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date the last of the following events shall have occurred:

loggi (printini 6.17 bili sepresor)

Josepha Wistinas (J. 1927) sampena armana.

្រាយល្បានប្រជាជននៃការប្រជាជននៃការប្រជាជននេះ ប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជននេះ នេះ នេះ នេះ បានប្រជាជននេះ បានប្រជននេះ បានប្រជាជននេះ បានប្រជននេះ បានប្រជាជននេះ បានប្រជននេះ បានប្រជាជននេះ បានបានប្រជាជននេះ បានប្រជាជននេះ បានបានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជនិស្ស បានប្រជាជននេះ បានប្រជាជន បានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជននេះ បានប្រធិសិស្ស បានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជននេះ បានប្រជាជន បានប្រជាជន បានប្រជាជន បានប្រជាជន បានប្រជាជន បានប្រជាជន បានប្រជាជន បានបានប្រជាជន បានប្រជាជន បានប្រជាជន បានប្រជាជនិសិស្ស បានប្រជាជិសិស្ស បានបានប្រជាជន បានបានប្រជាជន បានបានប្រជាជន បានបានប្រជាជន បានបានប្រជាជន បានបានបន្សាធិសិស្ស បានប្រជាជន បានប្រជាជិសិស្ស បានប្រជាជ

ាយសង្ឃនាន់ ប្រសាធន៍ និងស្ថាន និងស្ថាន ប្រធាន ប្រធាន ប្រធាន និងស្រាច់ប្រធាន ទីស្ពីប្រើក្រុម ប្រែក្រុម និងប្រើបាន ប្រធាន ប្តី ប្រធាន ប្ត

College of the control of the control of the control of the control of the defined for the find of the control of the control

- A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and
- B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle county, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.
- 1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.
- 1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Valaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.
- 1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

#### ARTICLE II

- 2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be cellified as a separate document as the Certificate of Incorporation of the Surviving Corporation.
- 2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

live redrem lan premeer on the formation of the leaders of the leaders of the leaders again with the leaders of the leaders of

in in 12 and in the second of the control of the second in the interview of the control of the c

#### 11 2351195

The contract of the contract o

37093526

- A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and
- B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.
- 1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.
- 1.04 This Agreement of Marcer may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger of the stockholders of either or both of the Constituent Corporations.
- 1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

#### ARTICLE II

- 2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.
- 2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

i ili ili de A. The adipticia et elle Apientent of Bergent in Bergent in de Bergent ing. In Reigning it i vot de ci ett erecent eve acceptalidet i ili Congression in Congr

in grand de la composition de la contitu de la composition del composition de la com

od បុស្ស Pamera (ស. 1866-2003) នេះ ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រ ទៅថា (ស. 1866-2003) នេះ បានប្រជាពល ប្រធានប្រជាពល ប្រធានប្រជាពល ប្រធានប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រជាពល ប្រ ប្រធានប្រជាពល ប្រជាពល បានបាយ ប្រជាពល ប្រជាពល ប្រជាពល បានបាយ បាយ បានបាយ ប

The problem of the pr

in filled and come who we will the follower of any mondiverse. The property of the conditions of the content of

to the Carlotte Corbifica to a final content of death and described and the and the content of death and the content of the co

everagedde en no freide of the control of the file of the file of the Edden en the Control of th

2.03 The Board of Directors of the Surviving Corporation shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner Konner & Company, Inc. 437 Madison Avenue New York, New York 10022

John Baldwin Kenner & Company, Inc. 437 Madison Avenue New York, New York 10022

Herbert Max Mayer, Brown & Platt 520 Madison Avenue New York, New York 10022

#### ARTICLE III

- 3.01 The manner and basis of converting the capital stock of Joanns and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:
  - A. Each share of Holdings common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.
    - B. Each share of Joanna common stock, \$0.01 parvalue, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of \$0.01 par value common stock of the Surviving Corporation.

#### ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property real, personal and mixed, and all debts due on whatever account including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent

mailshooted grivings as to been entered with a to be. वर्त इन्हर्वार्वत्रिक्त्र के बार्ट के हुद्दा किल्ला प्राप्तक करेंग्रा कर वह विदेश है। स्त्री दिक्रिये ម៉ូបូស។ នៅអ្នកខែ ខេត្តតម្លង់ដីនៃ គួរក ។ ម៉ែល ២១៤ ១០០០០០០ភូកេដ្ឋានិក្សាស្រាស់ម៉ូត្រង់ contrace wie biene por toni il leun en la liura une de coole vilobade death, reusgapion, ar lawyrel fro respective pages, \$46 . granoligi re ben electedib dens la absentiba

> Condad La Yardise ball garagasi e bearail day Madiston Avenue THE YORK SHEET TO SEE

his brief rhot. CHREET CONTRACTOR & TREETER The Edge of Average of icodi-rior von Chror wen

Man dyadram Mayory Brown & Place 520 Madifide Avenue Real Roth Real April 2002

lebsa Teglass and particular Carry Milan Spin Charles & for adavignasia, moša satebet Kei : Dwo (joh (bh) ad (libra (coat), avi to 2) ) 

nggaelt, Avera compan abeibled in thair the a. [Adag aridogita par allocate specific Ar belleoned ceapping the real details in some ex-

The 190 of 2 has body is a compact land on the least the adding the best in a large borrow, begin a retest tops belonged. గుండుకొడ్డుకు క్రామంలోని కోళ్ కొత్తిని త్రిక్రాలు అది కేర్ట్ కర్వారు కార్క్ క్రామంలో క్రామంలోని కూడా కానికిత్ కారాలు కూడాండికి కార్యాల్లోని కార్యాలు కూడాండికుండా కారణకు కార్క్ కార్కార్కు కారణకు కేంద్రం అడ్డాండికి కొట్టిన The Minde of the factor of the state of the 1.365 t J.A.Nog t 50

#### Value 1870 1978

Tetr (La bemenog finds ou traction of briving with it. នៃ (ទានប្រជាធិប្រើ ទំនាំជា ធ្វើ ( មាននិង និង ( មានជាសា ) ១, ១២ ខេត្ត នៅ (១) ១២ ខែជាមក <mark>ជាធិបាន ជាធិបាន ។</mark> បានសមានគឺ ប្រធានគឺ និង សមានបានសមានគឺ ( ) មានពេល បានស្ថាន ( ) និស្ស បានស្វាមានគឺ និងក្រុម បានស្វាមានគឺ បានប្រធាន gogotidendo en jalougado (polo 1). En Boé (Denim Gmanistano) ao los formes en la composição de la composição de la composição de la composição d En Composição de la compo charant of anolddinoeded pasterion gratestally and to Tropic one lie has a corne as easted tests the bre anoutleaned and to mee as and es is an impactual valuator Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

- 4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken rince, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.
- 4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.
- 4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.
- consider or be advised that any further assignment or assurance of in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

ម្រាស់ ម៉ូស្តី ប្រសាស ស្រី ស្រែង ប្រសាស ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាពី ប្រជាព ប្រជាពី ស្រែង ស្រែង ស្រែង ស្រែង ស្រែង ប្រជាពី ប្រជាពី

នៃក្រុម នៃ ម៉ែង មាន នៃ មាន នៃ មាន នៃ មាន នេះបាន ប្រទេស មាន ប្រទេស មាន ប្រមាន នៃ ម៉ែង មាន ប្រទេស ប្រទេស មាន ប្រទេស មាន ប្រទេស ប្រទេស មាន ប្រសាធាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រសាធាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រសាធាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រសាធាន បាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មានេស បាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រសាធាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រទេស មាន ប្រសាធាន បាន ប្រទេស មាន ប្រស

ំ នៅ នៅ ប្រឹក្សាយ ប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រធានប្រឹក្សា ប្រធានប្រឹក្សា នៅ ប្រធានប្រធានប្រឹក្សា ប្រធានប្រធានប្រធានប្រជាពី ប្រធានប្រធានប្រឹក្សា ប្រធានប្រធានប្រឹក្សា ប្រធានប្រធានប្រឹក្សា ប្រធានប្រជាពី ប្រឹក្សា ប្រធានប្រធានប្រឹក្សា ប្រឹក្សា ប្រធានប្រឹក្សា ប្រឹក្សា ប្រឹកស្វា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា ប្រឹកស្វា ប្រឹក្សា ប្

IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Joanna and Welding Mills and is hereby executed the date and year first above written by the proper officers of Joanna and Mills and the corporate seal of each has been hereto affixed.

HOLDINGS, INC.
JOANNA WESTERN MILLS COMPANY

7. FEIDE W

**Δ**ጥጥΕST

By: B.a. Fentance

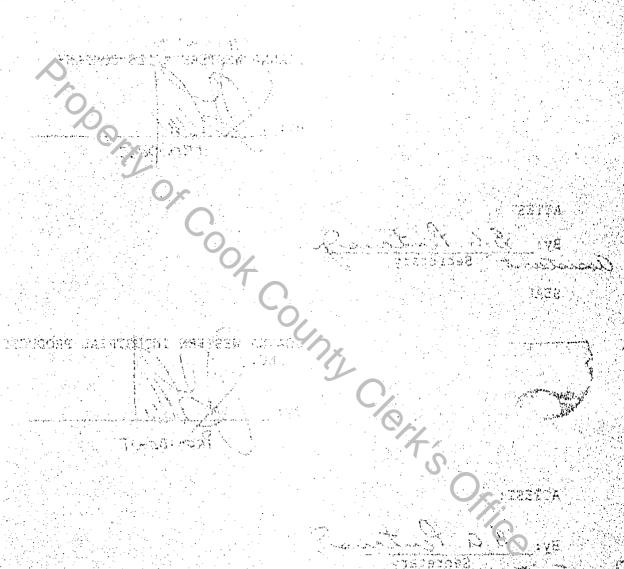
SEAL

JOANNA MESTERN INDUSTRIAL PRODUCTS, INC.

YROSIDE LIT

ATTEST:

By: 8.a. Pentrus



ASSISTANT

I, GEORGE PENTARIS JR, Secretary of JOANNA HOLDINGS, INC., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stock holders who have not consented in writing.

IN WITHISS WHEREOF, I have hereunto set my hand and affixed corporate seal of said corporation this 29th day of December,

a. Pentans Ju.

AUL STANT

I. GEORGE TENTARS & Secretary of JOANNA WESTERN INDUSTRIAL PRODUCTS, Inc., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

assistant Secretary

SEAL

They have been been been

The control of the co

Form to the total of the sail of the sail

Sales Anna Sales



(1.44) 1.46 (1.46) (1.46) (1.46) (1.46) (1.47) (1.47) (1.46) (1.4

has the first past of the best of the better the last of the best of the best

The state of the same of the s

IAS2:

97193526

AGREEMENT OF MERGER

BETWEEN

JOANNA HOLDINGS, INC.

AND

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

Agreement of Merger, dated as of December 29, 1986 by and between Joanna Holdings, Inc., a Delaware corporation ("Holdings") and Joanna Western Industrial Products, Inc., a Delaware corporation (hereinafter referred to as "Joanna" or the "Surviving Corporation"). (Joanna and Holdings sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the state of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share of which 535 1 shares are issued and outstanding and owned of record by Joinna.

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares are issued and outstanding and owned of record by Joanna Western Roldings, Inc., a Delaware corporation.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Holdings be merged with and into Joanna, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

- 1.01 On the Effective Date (as hereinafter defined), Holdings shall be merged into Joanna, the separate existence of Holdings shall cease and Joanna shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Industrial Products, Inc. with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.
- 1.02 The Merger shall become effective at 3:30 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date the last of the following events shall have occurred:

ESÂMEM TO TARRETON. TORRETON LORD LESTATION ARREST

<u>John Landonah Janiárélias, espira Manoron</u>

ំឡើយ គឺជាវិទន់ជាក់ជា ជំនំ អាក់ប្រាយ បានបែបជា នារ ១៤ ស្រែមសសមនា និមីប្រនិងទី សូទ្ធនៃជា មិនដើម្បីទេសមនិយា បើកស្តារិយី ប្រាយ ប្រាយ គឺ បើការសេខបន្ទាស់ ស្រាស់ ស្រែស ទីការសេខបន្ទាស់ វិយា សំបែនសម មានប្រាយ ប្រាយ ប្រាយ សេសមន្ស ទីស្រាស់ មានប្រាយ ស្រែស់ បានប្រាយ មិន ស ទីសិនជាមានបន្ទាស់ ប្រាយ ស្រែសមនិយា ប្រាស់ ប្រាយ ប្រាយ សេសមនិយា សំបាស់ សេសមនិយា ស្រែស្រាស់ ប្រែស ស្រាស់ ប្រាយ ស មិសិនជាមនិស្ស ស្រាស់ ស្រែស សេសមនិយា សេសមនិស សេសមនិយា ស្រាស់ ស្រែស់ ស្រែស់ ស្រែស់ ស្រែស់ ស្រែស់ ស្រែស់ ស្រាស់ ស

ាយនៃការ មិន ខេត្តប្រជាព្រះ ប្រធាន ប្តី ប្រធាន ប្តី ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន ប្រធាន

Compositions of the Road Committee of the Committee Committee Committee of each Committee of the Committee o

1.01.00 con the Effective Luc (as hereine her defined).

Holdings shall he derign that descut, the separate existence of descut, the che surviving existence of appropriation of the following comparation of the factor of the consideration of the laws of the consideration of the factor of t

់ស៊ីបាន គ្រឹងស៊ីនិ ពីពុធ គឺសព្ទេច។ ២៦៩ 1 ២៩៩ ១៩ ១៩៩៩៩៩ ២០ និះនិង ២០ និះនិង គ្នាពេល ចំណី ស៊ីម៉ូម៉ូម៉ូទឹងទៅកង្កេរ ឯកពុធស៊ីបទ ( 21 ) ១៩៩៩ ១៩១៩ ១៩៩៩៩ មិន ស្គារាស្រេក ប្រជាពេល ស្ត្រាស់ ស្គារាស់ ស្គារាស្ត ស្រុក្ស៊ី ទើង២៩ ដែលមាន នៃស្គារា ៤៩ ២៤៩ ១០៧ ១៩៤៤ ស្គារស សក្សាសិវ សុសសព្ទ «១៩៩៩»

- A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and
  - B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle Courty, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.
- 1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.
- 1.04 This Agreemen of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.
- 1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

#### ARTICLE II

- 2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.
- 2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

1.04 . The about a product of the residence received to a received to a personation of tens and actions and all the control of the residence of the residence of the residence of the residence of the state of the second transportation of the second transportation and the second of the second transportation of the residence of the residence of the second transportation of the second of the second of the residence of the residence of the second of t

The distribution of the event to distribute of any orangitary of the distribution of the control of the control

#### ALCOHOLD COM

in i deal The Certificate of treespore time of description of descriptions in a second of descriptions of the central of the second of the central of the second of the central of the cen

87093526

2.03 The Board of Directors of the Surviving Corporation shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner Kenner & Company, Inc. 431 Madison Avenue New York, New York 10022

John Baldwin Kenner & Coupany, Inc. 437 Madison Avenue New York, New York 10022

Herbert Max Mayer, Brown & Plat 520 Madison Avenue New York, New York 10027

#### ARTICLE III

- 3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:
  - A. Each share of Holdings common stock, issued and outstanding immediately prior to the Elfective Date, is cancelled and all rights in respect thereof hereby cease.
  - B. Each share of Joanna common stock 50.01 par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of \$0.01 par value common stock of the Surviving Corporation.

#### ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent

ំពុំប្រើប្រឹក្សា គឺគឺគេ គឺគេប្រឹក្សា ប្រជាពេល បាន ប្រធានប្រការ ប្រើប្រឹក្សា គឺគឺ ប្រឹក្សា ប្រឹក្សា ប្រឹក្សា បាន ប្រឹក្សា ប្រឹក ប្រឹក្សា ប

lefficey by Kenner Wenter & Conyeny live 447 Madison Avenue New Yorky New York 19022

Vone Baldwie Mehner e Compenye inc. 1937 Medison Avenye Wey York, New 1912

Berbert Mex Mayos, Brown & Flet 520 Madiado Avenye Mew Yorki Mes Idea 19012

# 

ំ ំ ំ ខេត្ត និងជា ខេត្ត នេះ មេជាមាន ស្លាប់ ខេត្ត និងជាមាន ស្ថាន និងស្លាប់ និងស្លាប់ និងសម្រាប់ និងសម្រេប់ និង នៃក្រៅម៉ាន់នេះក្រុស នៃ ខេត្ត និង សំណាយ និង ខេត្ត និង និងស្លាប់ និងសម្រេច ប្រាសារ និងសម្រេច និងសម្រេច និងសម្រេច និងសុខសម៌ មេជា សូរស្រី សំណាយ នៃ ពេទ្ធ ខេត្ត និងសម្រេច និងសម្រេច និងសម្រេច និងសម្រេច និងសម្រេច និងសម្រេច និងសម្

មស់ក្នុង ម៉ែលប្រឹក្សិត មិនប្រជាពុធ មិនប្រជាពុធ មិនប្រជាពុធ ប្រជាពុធ ប្រជាពុធ ប្រជាពុធ ប្រជាពុធ មិនប្រជាពុធ ប្រ ប្រជាពុធ្វាក់ ប្រជាពុធ ប្រឹក្សាតិ (ប្រឹក្សាតិ (ប្រជាពុធ ប្រធាន ប្រជាពុធ ប្រជាពុធ ប្រជាពុធ ប្រឹក្សាតិ (ប្រឹក្សា - ការស្នេច ស្នាត់ (ប្រឹក្សាតិ (ប្រឹក្សាតិ (ប្រឹក្សាតិ ប្រជាពុធ ប្រធាន ប្រធាន ប្រធាន ប្រឹក្សាតិ (ប្រឹក្សាតិ (ប្រឹក)) (ប្រឹក្សាតិ (ប្រឹក្សាគិ (ប្រឹក្សាគិ (ប្រឹក្សាគិ (ប្រឹក្សាតិ (ប្រឹក្សាតិ (ប្រឹក្សាគិ (ប្

#### VI E EPPER

(1) [1] A. D. Chu Borvisung Composition shall positions all the colleges and this of a composition of the colleges of the coll

Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

- 4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action proceeding pending by or against either of the Constituent Corporations 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 propercy of either of the Constituent Corporations shall be impaired by the merger.
- 4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.
- 4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporatic's, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.
- 4.05 If at any time the Surviving Corporation shall consider to be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

ីស្រុកស្នាស់ និងគេប្រទេសស្ថាស់ សំនុំ បាន ម៉ែនការបាន ប៉ុន្តែ បានសម្គាល់ និងគ្រឹងស្ថាស់ បានប្រទេសប៉ុន្តែ ប្រឹក្ស ក្រុមស្រុកស្នាស់ សំពេញ ព្រះសម្រេចស្វាស់ ស្រុកស្នាស់ សំនួន ស្រុកសម្គាល់ សំពេញ សំពេញ សំពេញ សំពេញ សំពេញ សំពេញ សំព សំពុសសម្គាល់ ស្រុកស្នាស់ សំពេញ ស សំពេញ សំពេ

e, seld lifey is easily completed bed មានស្ថិតស្រាល់ ស្រី មានស្រាប់ មានស្រាប់ មានស្រាប់ មានស្រាប់ មានស្រាប់ មានស្រាប់ មានស្រាប់ មានស្រាប់ មានស្រាប់ ាក់ស្ទៅនាំក្នុងសមាស្រាក់ ស្រាក់ ស្រាក់ ស្រាក់ ស្រាក់ ស្រាក់ r of terms of the company of the com នៃ ពីក្រុម ត្រូវកម្មភាសាលុខ ខ្នុងទៅទាំក្នុង<mark>យ</mark>ង់គឺ Alebeirone Combonia to to refer verebi ya (n in pod្ន ) ១០ ឯកជានុងជា bee exposited the companies of success 🗸 elén Priton, jetosel est et lugger vioralbeles lact ्रिक्ष स्थानम् । स्थानिक विदेशी 14100 MARTHY C Structure to the contract of ទំនៃក្រុមប្រជាជាជាប្រាស់ប្រទេស ្នុងស្វាស់ ខ្លួនក្នុង សិវាទ ជានៅសុស្សបញ្ជាក់។ ១០១១ ១០១៩ ម៉ូនីន ប្រក្សាបង្ហាននេះជាសុស្សជានិធិតិ and graine and respect ones and the electrical and the same solutions etian evistedit

A. C. De acriser, las las recordes de la composition de la composi

# 87093526

## UNOFFICIAL COPY 5 2 5

IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Joanna and Helman's Mills and is hereby executed the date and year first above written by the proper officers of Joanna and Mills and the corporate seal of each has been hereto affixed.

HOLDINGS, INC.
JOANNA WESTERN MILLS COMPANY

By:

YDESIDEN1

ATTEST:

Posistant Secretary

SEAL

JOANNA MESTERN INDUSTRIAL PRODUCTS,

INC.

By:

RESIDENT

ATTEST:

By: Ba Pentansja
Assistant Secretary

ំព្រះក្នុងមួយ ខេត្តស្ថាក់ស្រុក ប្រើប្រកាសការប្រទេស ស្នាន់ ប្រកាសកានអត្ត ក្នុងប្រើប្រកិត្តក្រុងប្រើប្រើប្រឹក្សា ក្រុង នៃលោកស្នារី ក្រុម ខេត្តស្ថិតសាស្រ្តបានប្រកាសការប្រទេស ខេត្តបានការប្រកាសការប្រកិត្តក្រុងប្រជាពិធីការប្រជា TOTA ခြမ်းတွေနေရန်သည်။ မြန်မျှ စီတွင် စတုတ်သည်။ မေတာ့ (မေတောင်းခဲ့တေချ ပို့အခြောင်းပေးပြုပြုံ စိမ်းပြုံ မြန်မျ ကြို့သည်<mark>ကြောင်း မြန်များမှုတဲ့ မြတ်</mark>ရ မြတ်သောတယ် မြိတ်သောလယ် သို့သည်တွေသည့် ရေချစ်မျှ များကြို့သည်။ လေ့စိတ်မျှန်း ැඩිලදයි.එමක් ලදගුරහාද දෙසතුර සමුත් එලදින් දීලා දිනමක් සඳහා මිත්තුක්ලික්

7.4 GARCÍO ORBANA MÁRPERA A GRAPARA

18:23

F-30.0091

the state of the second

07093526

Frank James

ASSISTANT

I, GEORGE TENTRE'S R Secretary of JOANNA HOLDINGS, INC. a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stock holders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed corporate seal of said corporation this 29th day of December, 1986.

assistant Secretary

ASI ISTANT

I, GEORGE TENTRES A Secretary of JOANNA WESTERN INDUSTRIAL PRODUCTS, Inc., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adored by, all of the stockholders of said corporation by Decretar 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986

assistant Secretary

SEAL

to the state of th

The second second second

in in information of property of the content of analysis in the party of analysis in the party of the party o

The control of the control of the control of the control wilders through the control of the cont

TH WITHIES VECKEVILL to be not reacted set on Band and additional the cotton and additional the cotton and additional the cotton and a contract of the cotton and contract of the cotton and cotton an

A A 1 TEN LONG A COMPANY OF STREET

SCAL