

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



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Whereas, ARTICLE OF MERGER OF
EASTER SEAL SOCIETY OF METROPOLITAN CHICAGO, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF Illinois HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 15th
day of April AD 19 87 and
of the Independence of the United States
the two hundred and 11th.*

Jim Edgar
SECRETARY OF STATE

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See Exhibit A attached hereto.

3. The plan of merger ~~is as follows:~~
 2. The name of the surviving corporation shall be Easter Seal Society of Metropolitan Chicago, Inc.
 1. The names of the corporation proposing to merge ~~are as follows:~~ Easter Seal Society of Metropolitan Chicago, Inc. and The Easter Seal Society of Lake County, Inc.
- The undersigned corporations, pursuant to Section 40 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby execute the following articles of merger:

To: ~~State Secretary~~, Secretary of State, Springfield, Illinois.
Jim Edgar

GENERAL NOT FOR PROFIT CORPORATION ACT

under the

(Strike Inapplicable Word)

ARTICLES OF MERGER

File in Duplicate
Filing Fee \$25.00

FORM NP-40

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11.25

(Do not write in this space)

Date Paid 4/15/87

Filing Fee \$ 25.00

Clerk [Signature]

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(Strike any paragraph (a), (b) or (c) not applicable)

4. Some or all of the members of each corporation named in paragraphs (a) and (b) hereof have voting rights and the plan of ^{merger} ~~consolidation~~ was adopted

a at a meeting of the members of

Not applicable

held on _____, 19__

held on _____, 19__

held on _____, 19__

A quorum of the members entitled to vote thereon of such corporation respectively was present at such meeting; and such plan of ^{merger} ~~consolidation~~ received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at each such meeting: or

b by a consent in writing signed by all members entitled to vote with respect thereto of

Not applicable

c None of the members of any corporation named in this paragraph (c) has voting rights, and the plan of ^{merger} ~~consolidation~~ was adopted at a meeting of the board of directors of

Easter Seal Society of Metropolitan Chicago, Inc. held on January 7, 1987

The Easter Seal Society of Lake County, Inc. by Unanimous Written Consent on January 21 1987

held on _____, 19__

such plan receiving the vote of a majority of the directors then in office of each such corporation.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of ^{merger} ~~consolidation~~

to be executed in its name by its _____ president and by its _____

secretary on this 29th day of March, 1987.

Easter Seal Society of Metropolitan Chicago, Inc.

(Exact Corporate Title)

By [Signature]

Its _____ President

[Signature]

Its Secretary President

The Easter Seal Society of Lake County, Inc.

(Exact Corporate Title)

By [Signature]

Its _____ President

[Signature]

Its Secretary President

Place
(CORPORATE SEAL)
Here

Place
(CORPORATE SEAL)
Here

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PLAN OF MERGER

PLAN OF MERGER (herein sometimes referred to as this "Plan of Merger") for the merger (herein sometimes referred to as the "Merger") of Easter Seal Society of Metropolitan Chicago, Inc., an Illinois not for profit corporation ("Metropolitan Chicago Society"); and The Easter Seal Society of Lake County, Inc., an Illinois not for profit corporation ("Lake County Society") (Metropolitan Chicago Society and Lake County Society being herein sometimes collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Lake County Society be merged with and into Metropolitan Chicago Society.

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

ARTICLE I

1.01 Metropolitan Chicago Society was incorporated under the laws of the State of Illinois on November 5, 1936; and Metropolitan Chicago Society's registered office in the State of Illinois is located at 220 South State Street, Chicago, Illinois 60604.

1.02 Lake County Society was incorporated under the laws of Illinois on June 30, 1949; and Lake County Society's

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registered office in the State of Illinois is located at
1125 N. Milwaukee, Libertyville, Illinois 60048.

ARTICLE II

THE MERGER

2.01 (a) The Merger shall become effective at such time (herein sometimes referred to as the "Effective Time of Merger") as this Plan of Merger becomes effective in accordance with the provisions of Section 111.40 of the Illinois General Not For Profit Corporation Act of 1986.

(b) At the Effective Time of the Merger, Lake County Society shall be merged with and into Metropolitan Chicago Society and the separate corporate existence of Lake County Society shall thereupon cease. Metropolitan Chicago Society shall be the surviving corporation in the Merger, and the separate corporate existence of Metropolitan Chicago Society, with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger (Metropolitan Chicago Society, as the surviving corporation in the Merger, being herein sometimes called the "Surviving Corporation").

2.02 (a) The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of Lake County Society, all of the properties and assets of Lake County Society, and all the debts, choses in action and other interests due or belonging to Lake County Society, and shall be subject to, and responsible for, all of the debts, liabilities

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and obligations of Lake County Society, with the effect set forth in the General Not For Profit Corporation Act of 1986.

(b) If at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, properties or assets of Lake County Society acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or to otherwise carry out this Plan of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name of and on behalf of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances, and to take and do, in the name of and on behalf of the Constituent Corporations or otherwise, all such actions and things, as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation, or to otherwise carry out this Plan of Merger.

ARTICLE III

CERTIFICATE OF INCORPORATION, BY-LAWS,
DIRECTORS AND OFFICERS AND OTHER MATTERS
OF THE SURVIVING CORPORATION

3.01 The By-laws of Metropolitan Chicago Society in effect immediately prior to the Effective Time of the Merger shall be the By-laws of the Surviving Corporation, unless and

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until amended or repealed as provided by law, the Certificate of Incorporation of the Surviving Corporation, and such By-laws.

3.02 (a) The directors and officers of Chicago Metropolitan Society immediately prior to the Effective Time of Merger shall be the directors and officers of the Surviving Corporation, until their successors shall have been elected and shall qualify or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation, and the By-laws of the Surviving Corporation.

(b) All current members of the Board of Directors of the Lake County Society will become, at their option, members of the Surviving Corporation's Board of Directors. In addition, the current members of the Lake County Society Board of Directors will form an auxiliary Board of Directors ("Auxiliary") for the Lake County Center. Membership on this Auxiliary will be open to all current members of the Metropolitan Chicago Society Board of Directors or others as determined and designated by the Surviving Corporation's Board of Directors. The role of the Lake County Center Auxiliary will be to assist the Lake County Center in any operational, fund raising, or public relations issues. Decisions actions and activities of the Auxiliary will be subject to the approval of the Surviving Corporation's Board of Directors.

3.03 Prior to and immediately after the Effective Time of Merger, the Lake County Society service center will continue in existence as a center similar in status to the three centers and the Homebound Program currently operated by the Metropolitan Chicago Society.

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3.04 At and immediately after the Effective Time of the Merger, all accounting functions, cash receipts, cash disbursements, payroll, general ledger, etc., of the Constituent Corporations will be handled by the Metropolitan Chicago Society's existing central office staff. After the Effective Time of the Merger, separate budgets and financial reporting will be maintained by the Surviving Corporation for the Lake County Center and its activities in a manner consistent with Metropolitan Chicago Society's accounting and reporting practices currently in place for existing centers and programs of the Metropolitan Chicago Society.

ARTICLE IV

ABANDONMENT OF THE MERGER AND
TERMINATION OF THE AGREEMENT OF MERGER

4.01 Notwithstanding the approval of this Plan of Merger by the Board of Directors of Metropolitan Chicago Society and Lake County Society, the Merger may be abandoned and this Plan of Merger may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the Boards of Directors of the Constituent Corporations.

4.02 This Plan of Merger shall be filed with the Secretary of State of the State of Illinois in accordance with the provisions of Sections 101.10 and 111.25 of the Illinois General Not For Profit Corporation Act of 1986 on such date as may be mutually agreed upon by the Constituent Corporations.

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IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of Metropolitan Chicago Society by its President under its corporate seal attested by its Secretary and has been executed on behalf of Lake County Society by its President under its corporate seal attested by its Secretary.

EASTER SEAL SOCIETY OF
METROPOLITAN CHICAGO, INC.,
an Illinois Not For Profit
Corporation

By: *[Signature]*

Its: President

[Corporate Seal]

Attest:

By: *Clarence L. Herberg*
Secretary

THE EASTER SEAL SOCIETY OF LAKE
COUNTY, INC., an Illinois Not
For Profit Corporation

By: *[Signature]*

Its: President

[Corporate Seal]

Attest:

By: *[Signature]*
Secretary

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STATE OF ILLINOIS

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COUNTY OF COOK

ss.

I, Carol E. Mendelson, a Notary Public, do hereby certify that on the 29th day of March, A.D. 19 87, personally appeared before me Kenneth J. Wright

who declares that he is the President of Easter Seal Society of Metropolitan Chicago, Inc one of the corporations executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place
(NOTARIAL SEAL)
Here

Carol E. Mendelson
Notary Public

My Commission expires 6-12-87

As authorized officers, we declare that this document has been examined by us and is, to the best of our knowledge and belief, true, correct and complete.

STATE OF ILLINOIS

COUNTY OF COOK

I, Carol E. Mendelson, a Notary Public, do hereby certify that on the 27th day of March, A.D. 19 87, personally appeared before me John M. Keller

who declares that he is the President of Easter Seal Society of Lake County, Inc, one of the corporations executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place
(NOTARIAL SEAL)
Here

Carol E. Mendelson
Notary Public

My Commission expires 6-12-87

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FORM NP-40

File No.

Box 244

ARTICLES OF MERGER—CONSOLIDATION
under the
General Not For Profit Corporation Act

FILED

APR 15 1987

JIM EDGAR

Secretary of State

SECRETARY OF STATE
CORPORATION DEPARTMENT
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-7880

To Be Filled in Duplicate
Filing Fee \$25.00

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2007/10/11