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File Number 5284 629 8

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**Whereas,** ARTICLES OF MERGER OF  
 PATRICK IMPORTS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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*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* \_\_\_\_\_ <sup>2nd</sup>  
*day of* \_\_\_\_\_ MAY \_\_\_\_\_ AD. 19<sup>88</sup> *and*  
*of the Independence of the United States*  
*the two hundred and* \_\_\_\_\_ <sup>12th</sup>.



*Jim Edgar*  
 \_\_\_\_\_  
 SECRETARY OF STATE

Submit in Duplicate

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

DO NOT SEND CASH!

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

JIM EDGAR Secretary of State State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

This Space For Use By Secretary of State Date 5/2/88 Filing Fee \$100.00 Clerk HC

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

1. The names of the corporations proposing to merge/consolidate, and the State or Country of their incorporation, are:

Table with 2 columns: Name of Corporation, State or Country of Incorporation. Rows include Patrick Motors, Inc. (Illinois) and Patrick Imports, Inc. (Illinois).

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. The name of the surviving corporation is Patrick Imports, Inc. and it shall be governed by the laws of Illinois.

4. The plan of exchange is as follows:

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

Each issued and outstanding share of Patrick Motors common stock, no par value, shall be automatically converted into a like number of the authorized, but unissued common shares of Patrick Imports, \$10 par value, and certificates representing the later shall be delivered upon surrender of certificates representing the former.

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

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders, Not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing in accordance with favor of the action taken.	articles of incorporation voted in writing have been given notice in accordance with	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing in accordance with favor of the action taken.	articles of incorporation voted in writing have been given notice in accordance with	Name of Corporation
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Patrick Imports, Inc.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Patrick Motors, Inc.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_.

Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

*(If the answer is "No", the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)*

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

Dated April 29, 19 88

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

Robert W. Navarre, II, Secretary  
(Type or Print Name and Title)

Patrick Imports, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

Hanley Dawson, III, President  
(Type or Print Name and Title)

Dated April 29, 19 88

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

Robert W. Navarre, II, Secretary  
(Type or Print Name and Title)

Patrick Imports, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

Hanley Dawson, III, President  
(Type or Print Name and Title)

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

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

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

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

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

2025 APR 29 10:00 AM  
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File No. \_\_\_\_\_

**ARTICLES OF MERGER,  
CONSOLIDATION, EXCHANGE**

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

**FILED**

MAY 2 - 1988

JIM EDGAR

Secretary of State

RETURN TO:

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

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*Handwritten initials*

DEPT-01  
183333 TRAN 7542 05/09/88 18103100  
5764 S.C. # 88-197070  
COOK COUNTY RECORDER

\$20.00

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*Handwritten signature*

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## AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (the "Agreement"), is made and entered into as of this the 28th day of April, 1988, by and between Patrick Motors, Inc., an Illinois corporation ("Motors"), and Patrick Imports, Inc., an Illinois corporation ("Imports").

### WITNESSETH:

WHEREAS, Motors is a corporation duly organized and existing under the laws of the State of Illinois and has an authorized capitalization of twenty-five thousand (25,000) shares of common stock, no par value ("Motors Common"), of which ten thousand (10,000) shares have been issued and are outstanding;

WHEREAS, Imports is a corporation duly organized and existing under the laws of the State of Illinois and has an authorized capitalization of twenty-five thousand (25,000) shares of common stock, \$10 par value ("Imports Common"), of which thirteen thousand eight hundred (13,800) shares have been issued and are outstanding;

WHEREAS, the Boards of Directors of each of Motors and Imports have determined it desirable and in the best interests of their respective corporations and shareholders that Motors be merged with and into Imports, such that each of the outstanding shares of Motors Common will be automatically converted into a like number of shares of Imports Common to be issued at the effective date of the merger by Imports, which thereafter shall own all of the properties and assets of Motors, all as hereinafter set forth;

NOW THEREFORE, Motors and Imports, in consideration of the premises and of the mutual provisions, agreements, covenants and conditions herein contained, and in accordance with the applicable provisions of the Illinois Business Corporation Act of 1983 (the "BCA"), as amended, hereby agree as follows:

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1. Merger. Upon the effective date (as defined in Paragraph 3 below) of the merger, Motors shall be merged with and into Imports and the separate existence of Motors shall cease. Imports shall continue its corporate existence under, and governed by, the laws of the State of Illinois and its present directors and officers until such time as their respective successors are elected and qualified or until their earlier respective death, resignation or removal; and, as the surviving corporation Imports shall possess all of the rights, privileges, powers, franchises and authority, both public and private and be subject to all the restrictions, disabilities and duties of Motors and shall be vested with all the assets and property, real, personal and mixed, and every interest therein wherever located belonging to Motors, all with the effect set forth in the BCA.

2. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and By-laws of Imports, as amended and in effect on the effective date, shall continue following the effective date until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full.

3. Effective Date. Upon the approval of this Agreement by the shareholders of Motors and Imports as provided by Illinois law, Motors and Imports shall cause Articles of Merger to be duly executed and filed in accordance with Section 11.25 of the BCA. The merger herein contemplated shall be deemed effected on the date on which the Secretary of State of the State of Illinois issues a certificate of merger or consolidation as provided by applicable law.

4. Conversion of Shares. Upon the effective date of the merger, each then outstanding share of Motors shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of Imports Common. Each holder of stock certificate(s) representing Motors Common outstanding immediately prior to the effective date of the merger shall surrender such certificate(s) to Imports and,

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upon such surrender, shall be entitled to receive stock certificate(s) representing the same number of shares of Imports Common. Until so surrendered as herein provided, however, each Motors stock certificate shall, by virtue of the merger, be deemed for all purposes to evidence ownership of a like number of shares of Imports Common.

## 5. Covenants and Conditions.

5.1. Shareholder Approval. Motors and Imports hereby covenant and agree that they will take all action necessary and in accordance with Illinois law and their respective Certificates of Incorporation and By-laws to present this Agreement for consideration and action by their shareholders and shall, subject to fiduciary obligations under applicable law, recommend that such shareholders vote to approve and adopt this Agreement. It shall be a condition to the performance of Motors' and Imports' obligations under this Agreement that such approval of the merger by the shareholders of each corporation shall have been obtained in accordance with the BCA.

5.2. Consents from Third Parties. All consents, permissions or other approvals required from any governmental or regulatory agency or any other person and by any material contractual arrangement to which Motors is a party, and in order for Motors to consummate the merger hereunder without violation or breach of any such contractual agreement, shall have been obtained and shall be in form and content reasonably satisfactory to Imports and its counsel.

6. Closing. Provided that all of the conditions precedent set forth in Paragraph 5 are satisfied or waived, the consummation of the transactions contemplated under this Agreement and the delivery of the documents and instruments described in Paragraph 7 (herein referred to as the "Closing") shall take place at the offices of Levin & Funkhouser, Ltd. on April 29, 1988, at 9:00 a.m., Chicago time, or at such other place and time as the parties hereto shall mutually designate.



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## 7. Closing Documents.

7.1. Closing Documents of Motors. At the closing, Motors shall deliver or cause to be delivered to Imports the following instruments and documents:

A. Copies of the Resolutions of the Board of Directors and Shareholders of Motors authorizing the execution of this Agreement and the consummation of the transactions herein contemplated.

B. Articles of Merger, duly prepared and executed in accordance with Section 11.25 of the BCA.

C. Such other instruments, documents and showings as counsel to Imports may reasonably request.

## 7.2. Closing Documents of Imports.

A. Copies of Resolutions of the Board of Directors and Shareholders of Imports authorizing the execution of this Agreement and the consummation of the transactions herein contemplated.

B. Articles of Merger, duly prepared and executed in accordance with Section 11.25 of the BCA.

C. Such other instruments, documents and showings as counsel to Motors may reasonably request.

## 8. Miscellaneous.

8.1. Further Assurances. Each party will execute all documents and take such other actions as the other parties may reasonably request in order to consummate the transactions provided for herein and accomplish the purchases of this Agreement.

8.2. Severability. The enforceability or invalidity of any immaterial provision of this Agreement shall not affect the enforceability or validity of any other provision hereof.

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8.3. Execution by Counterpart. This Agreement may be executed simultaneously in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

8.4. Governing Law. This Agreement shall be construed and governed in accordance with the laws of the State of Illinois.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their duly authorized officers on this the 28th day of April, 1988.

PATRICK MOTORS, INC.

By: 

HANLEY DAWSON, III, President

PATRICK IMPORTS, INC.

By: 

HANLEY DAWSON, II, President

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