

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Property of

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

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

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 17TH
day of MAY AD 19 88 and
of the Independence of the United States
the two hundred and 12TH*

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 5/17/88 Filing Fee \$ 100.00 Clerk [Signature]

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 Arlington Industries, Inc. (Illinois) and Arlington Industries of California, 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/new corporation is Arlington Industries, Inc. acquiring and it shall be governed by the laws of Illinois

- 4. The plan of merger/exchange

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

Arlington Industries of California, Inc. shall transfer all of its assets and liabilities to Arlington Industries, Inc.

The 1000 shares of Arlington Industries of California, Inc. will become 1000 additional shares of Arlington Industries, Inc., the surviving corporation. Arlington Industries, Inc. will have a total of 2000 shares.

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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 have been given notice in accordance with 57.10, (511.20) & 511.20.	By written consent of ALL the shareholders entitled to vote on the action, in accordance with 57.10 & 511.20.
Arlington Industries, Inc. <input type="checkbox"/>	<input checked="" type="checkbox"/>
Arlington Industries of California, 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"/>

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 January 1, 1988

attested by Craig W. Funk
(Signature of Secretary or Assistant Secretary)
Craig W. Funk, Secretary
(Type or Print Name and Title)

88234924
Arlington Industries, Inc.
(Exact Name of Corporation)
by Edward C. Wilson
(Signature of President or Vice President)
Edward C. Wilson, President
(Type or Print Name and Title)

Dated January 1, 1988

attested by Craig W. Funk
(Signature of Secretary or Assistant Secretary)
Craig W. Funk, Secretary
(Type or Print Name and Title)

Arlington Industries of California, Inc.
(Exact Name of Corporation)
by Edward C. Wilson
(Signature of President or Vice President)
Edward C. Wilson, President
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)
by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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Form BCA-11.25

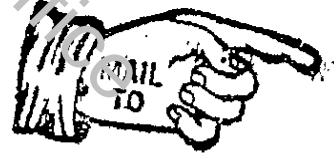
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ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE

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PAID
MAY 18 1968



RETURN TO:

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

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