

88303485
UNOFFICIAL COPY

BCA-4.15/4.20 (Rev. Jul. 1984)

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	6/30/88
Filing Fee	\$ 67.50
Clerk	H

Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State".
DO NOT SEND CASH!

APPLICATION TO ADOPT,
CHANGE OR CANCEL
AN ASSUMED CORPORATE NAME

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following application to adopt, change or cancel an assumed corporate name. (*Strike inapplicable words*)

- The true name of the corporation is ROBERTS & SCHAEFER COMPANY
- The State or Country of Incorporation is Delaware
- The date incorporated (if an Illinois corporation) or the date authorized to transact business in Illinois (if a foreign corporation) is January 30, 19 73.
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
- The corporation intends to adopt and to transact business under the assumed corporate name of ROBERTS & SCHAEFER RESOURCE SERVICE, INC.
- The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until January 1, 19 90, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Complete No. 6 if changing or cancelling an assumed corporate name.)
- The corporation intends to cease transacting business under the assumed corporate name of _____

The undersigned corporation has caused this application to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated June 24, 19 88 ROBERTS & SCHAEFER COMPANY
(Exact Name of Corporation)

attested by Warren W. Browning by John S. Maurel
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Warren W. Browning, Vice President John S. Maurel
(Type or Print Name and Title) (Type or Print Name and Title)

NOTE: The filing fee to adopt or to change an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

88303485

UNOFFICIAL COPY

26

FILED
JUN 3 0 1988
JIM EDGAR
Secretary of State

Property of Cook County Clerk's Office

DEPT-01 \$12.00
T#4444 TRAN 0804 07/12/88 11:29:00
#3261 # D *-88-303485
COOK COUNTY RECORDER

-88-303485

88303485

\$12.00

Box # 170
RMT

2250 1020

UNOFFICIAL COPY

0 0 3 0 3 4 0 4

File #

BCA-11.25M1.30 (Rev. Jul. 1984)

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	
Filing Fee \$	
Clerk	

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 ~~consolidate~~ ^{merge} ~~exchange~~ ^{xxxxxx} and the State or Country of their incorporation, are;

Name of Corporation	State or Country of Incorporation
First Morton Bancorp, Inc.	Illinois
Midwest Financial Group, Inc.	Delaware
_____	_____
_____	_____

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

3. The name of the ~~new~~ ^{surviving} corporation is Midwest Financial Group, Inc. and it shall be governed by the laws of Delaware ~~requiring~~

4. The plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

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

See Exhibit A.

Property of Cook County Clerk's Office

88303484

UNOFFICIAL COPY

Property of Cook County Clerk's Office

1846-1848

merger
consolidation
exchange

UNOFFICIAL COPY

5. The plan of ~~exchange~~ was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(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 voted in favor of the action taken.

(§ 11.20)

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 have been given notice in accordance with § 7.10. (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
First Morton Bancorp, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

- 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.
- 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
- 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.

48303484

UNOFFICIAL COPY

Property of Cook County Clerk's Office

10/10/10

**EXHIBIT A to
Articles of Merger for
First Morton Bancorp, Inc. and
Midwest Financial Group, Inc.**

PLAN OF MERGER

First Morton Bancorp, Inc., an Illinois corporation ("Morton"), will be merged into Midwest Financial Group, Inc., a Delaware corporation ("Midwest"), and Midwest will be the surviving corporation ("Surviving Corporation"). The Surviving Corporation shall become the owner of all rights and property of Morton and Midwest; and the Surviving Corporation shall be subject to the debts and liabilities of the two corporations. The Plan of Merger provides as follows:

1. Morton shall be merged into Midwest (the "Merger") in accordance with the General Corporation Law of the State of Delaware and the Illinois Business Corporation Act. The Merger shall be effective (the "Effective Time") when a properly executed certificate of merger and articles of merger (together with any other documents required by law to effectuate the Merger) shall be filed as required under Illinois law. At the time the Merger becomes effective, the separate existence of Morton shall cease. The Surviving Corporation shall have the name of "MIDWEST FINANCIAL GROUP, INC.," and shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all restrictions, disabilities and duties of Midwest and Morton; and all and singular, the rights, privileges, powers and franchises of Midwest and Morton, and all property, real, personal and mixed, and all debts due to Midwest or Morton on whatever account, as well as for stock subscriptions as all other things in action or belonging to Midwest or Morton shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Midwest or Morton, and the title to any real estate vested by deed or otherwise, under the laws of any state, in Midwest or Morton, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of Midwest or Morton shall be preserved unimpaired, and all debts, liabilities and duties of Midwest or Morton shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. The Surviving Corporation shall be governed by the laws of the State of Delaware. The parties shall proceed with due diligence to take all actions necessary in accordance with applicable law and their respective Articles and Certificate of Incorporation and By-laws to cause the Merger to be consummated at the earliest lawful and practicable date. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Midwest until amended in accordance with the provisions thereof and the General Corporation Law of the State of Delaware; and the By-laws of the Surviving Corporation shall be the By-laws of Midwest until altered, amended or repealed as provided therein and in the Certificate of Incorporation of the Surviving Corporation. The officers and directors of Midwest in office at the Effective Time shall be the officers and directors of the Surviving Corporation, holding offices in the Surviving Corporation which they then hold in Midwest, until their successors are elected or appointed in accordance with the By-laws of the Surviving Corporation and shall have duly qualified.

88303484

UNOFFICIAL COPY

COOK COUNTY CLERK'S OFFICE
100 N. LAUREL ST. CHICAGO, IL 60602
TEL: (773) 304-3000 FAX: (773) 304-3001

Property of Cook County Clerk's Office

7-000-0000

UNOFFICIAL COPY

8 8 3 0 3 4 3 4

2. The manner of converting the shares of Morton shall be as follows:

(a) At the Effective Time each share of Midwest Common and Preferred Stock outstanding immediately prior to the Effective Time shall not be converted in the Merger but shall continue to be one legally and validly issued, fully paid and non-assessable share of Midwest Common or Preferred Stock.

(b) At the Effective Time each share of Morton Common Stock ("Morton Common") outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, be converted into and exchanged for 5.00 shares of Midwest's Series C Convertible Preferred Stock, \$1.00 par value ("Midwest Preferred").

(c) After the Effective Time, each holder of an outstanding certificate or certificates which prior thereto represented shares of Morton Common shall be entitled upon surrender thereof to the Surviving Corporation to receive in exchange therefor, a certificate or certificates, representing the number of whole shares of Midwest Preferred into and for which the shares of Morton Common so surrendered shall have been converted and exchanged as aforesaid, in such denominations and registered in such names as such holder may request. Until so surrendered and exchanged, each such outstanding certificate which, prior to the Effective Time, represented shares of Morton Common, shall for all purposes, other than the payment of dividends or other distributions, if any, to holders of record of shares of Midwest Preferred, evidence the ownership of the shares of Midwest Preferred into and for which such shares have been so converted; provided, however, that upon surrender of such certificate theretofore representing shares of Morton Common, there shall be paid to the record holder or holders of the certificate or certificates of Midwest Preferred issued in exchange therefor, the amount, without interest thereon, of such dividends and other distributions, if any, which theretofore have become payable with respect to the number of whole shares of Midwest Preferred represented thereby.

(d) Upon and by reason of the Merger becoming effective, no cash (other than cash with respect to fractional shares) or property (other than stock as hereinafter provided for) shall be allocated to shareholders of Morton of record immediately prior to the Effective Time, and there shall be allocated such amount, and such number of shares, of Midwest Preferred as shall be equal to 5.00 times the amount, and the number of shares, of Morton Common outstanding immediately prior to the Effective Time, such allocation to be made on the basis of 5.00 shares of Midwest Preferred for each one share of Morton Common held of record immediately prior to the Effective Time.

(e) No fractional shares of Midwest Preferred shall be issued upon the surrender for exchange of certificates which prior to the Effective Time shall have represented any shares of Morton Common; no dividend or distribution of Surviving Corporation shall relate to any fractional share interest; and such fractional share interests will not entitle the owner thereof to vote or to any rights of a shareholder of the Surviving Corporation. Instead, each holder of shares of Morton Common having a fractional interest arising upon the conversion or exchange of such shares shall, at the time of surrender of the certificate theretofore representing Morton Common, be paid by the Surviving Corporation an amount in cash (without interest) determined by multiplying such fraction by \$32.00.

88313484

UNOFFICIAL COPY

Property of Cook County Clerk's Office

6-23-2018

UNOFFICIAL COPY

8 8 3 0 3 4 8 4

(f) All rights to receive cash, if any, in lieu of fractional share interests and shares of Midwest Preferred, if any, into and for which shares of Morton Common shall have been converted and exchanged pursuant to this Agreement shall be deemed to have been paid or issued, as the case may be, in full satisfaction of all rights pertaining to such converted and exchanged shares of Morton Common.

(g) After the Effective Time, there shall be no further registration of transfers on the stock transfer books of the Surviving Corporation of the shares of Morton Common which were outstanding immediately prior to the Effective Time. If, after the Effective Time, certificates representing such shares are presented to the Surviving Corporation, they shall be canceled and exchanged for cash or certificates representing shares of Midwest Preferred, or both, as provided in this Agreement.

(h) If any cash or certificate representing shares of Morton Common is to be paid to or issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the payment or issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange shall pay to the Surviving Corporation any transfer or other taxes required by reason of the issuance of a certificate representing shares of Midwest Preferred in any name other than that of the registered holder of the certificate surrendered, or otherwise required, or shall establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

COOK County Clerk's Office

88303484

UNOFFICIAL COPY

Property of Cook County Clerk's Office

1-10-2024

UNOFFICIAL COPY

3 0 3 0 3 4 8 4

CERTIFICATE

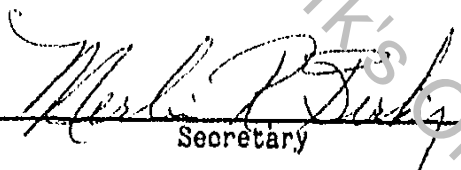
I, Merlin Birky, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of First Morton Bancorp, Inc., a corporation organized and existing under the laws of the State of Illinois, and that the following is a true and correct copy of excerpts from a resolution adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the By-Laws of said corporation on March 8, 1988.

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge with Midwest with Midwest to be the surviving corporation, upon the terms and conditions set forth in the Agreement for Affiliation and Plan of Reorganization (the "Affiliation Agreement") and the Agreement and Plan of Merger (the "Merger Agreement") (collectively, the "Agreements") attached to and made a part of these minutes and which are hereby approved by this Board;

FURTHER RESOLVED, that the Chairman of the Board or the President is authorized to sign the aforesaid Agreements on behalf of this corporation, and the Secretary or an Assistant Secretary to attest the same;

FURTHER RESOLVED, that the proper officers of this corporation be and hereby are authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver any and all such further instruments, certificates, documents and papers that they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 27th day of June, 1988.



Secretary

(Corporate Seal)

88303484

UNOFFICIAL COPY

JAN 11 2011

Property of Cook County Clerk's Office

188-3121

7. (Complete this item if reporting a merger under § 11.30 -- 10% owned subsidiary provisions.)

0 0 3 0 3 4 0 4

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 corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated June 30, 1988

First Morton Bancorp, Inc.
(Exact Name of Corporation)

attested by *Merlin R. Birky*
(Signature of Secretary or Assistant Secretary)
Merlin R. Birky, Secretary
(Type or Print Name and Title)

by *F. H. Reuling*
(Signature of President or Vice President)
F. H. Reuling, Chairman
(Type or Print Name and Title)

Dated June 30, 1988

Midwest Financial Group, Inc.
(Exact Name of Corporation)

attested by *Sandra M. Traicoff*
(Signature of Secretary or Assistant Secretary)
Sandra M. Traicoff, Secretary
(Type or Print Name and Title)

by *W. James Armstrong*
(Signature of President or Vice President)
W. James Armstrong, President
(Type or Print Name and Title)

Dated _____, 19 _____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

88303284

UNOFFICIAL COPY

25

FILED

JUN 01 1988
JIM EDGAR
Secretary of State

Box 170
M.A.

Property of Cook County Clerk's Office

COOK COUNTY RECORDER

83260 # D * -88-303484

1#4444 TRAN 0809 07/12/88 11.28.00

484303-88

DEPT-01

\$19.00

440 9121

\$19.00