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File Number

00303488303486



Whereas, ARTICLES OF MERGER OF

ROBERTS & SCHAEFER COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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 30th day of JUNE AD 1988 and of the Independence of the United States the two hundred and 12th



Jim Edgar
SECRETARY OF STATE

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BCA-11.25/11.30 (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 \$30 for each additional corporation.

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File #

This Space for Use By Secretary of State	
Date	6/30/88
Filing Fee \$	100.00
Clerk	Hu

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} and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
ROBERTS & SCHAEFER COMPANY	Delaware
ROBERTS & SCHAEFER RESOURCE SERVICE, 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 ~~new~~ ^{surviving} corporation is ROBERTS & SCHAEFER COMPANY and it shall be governed by the laws of Delaware

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

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

See Attachment A

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merger
consolidation
exchange

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5. The plan of ~~consolidation~~ ~~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

N/A

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 under § 11.30 ^B 90% owned subsidiary provisions.)

- 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
ROBERTS & SCHAEFER RESOURCE SERVICE, INC.	1,000	1,000

- 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

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

ROBERTS & SCHAEFER COMPANY
(Exact Name of Corporation)
 by John S. Maurer
(Signature of President or Vice President)
John S. Maurer, Vice President
(Type or Print Name and Title)

Dated June 30, 1988

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

ROBERTS & SCHAEFER RESOURCE SERVICE, INC.
(Exact Name of Corporation)
 by John S. Maurer
(Signature of President or Vice President)
John S. Maurer, Vice President
(Type or Print Name and Title)

Dated _____, 19____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

_____ **88303486**
(Exact Name of Corporation)
 by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations, \$50.00 for each additional corporation.

FILED

JUN 3 0 1968

JIM EDGAR
Secretary of State

RETURN TO:

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

AM
Box # 170

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2011-01-01

ATTACHMENT A

1. The Corporation, which is a wholly-owned subsidiary of ROBERTS & SCHAEFER COMPANY, a Delaware corporation, shall be merged with and into ROBERTS & SCHAEFER COMPANY, which shall be the surviving corporation, pursuant to the General Corporation Law of the State of Delaware and The Business Corporation Act of 1983 of the State of Illinois.

2. Upon the effective date of the merger, (a) ROBERTS & SCHAEFER COMPANY shall succeed to the property, rights, franchises and assets of every kind and description and liabilities and obligations of the Corporation in the manner set forth in the General Corporation Law of the State of Delaware and The Business Corporation Act of 1983 of the State of Illinois and pursuant to a liquidation of the Corporation effected in accordance with section 332 of the Internal Revenue Code of 1986, as amended, (b) all of the shares of capital stock of the Corporation shall be cancelled, and (c) the distribution to ROBERTS & SCHAEFER COMPANY of the property, rights, franchises and assets of the Corporation effected pursuant to the merger shall be in complete cancellation of all the outstanding capital stock of the Corporation.

3. Each share of capital stock of ROBERTS & SCHAEFER COMPANY issued and outstanding upon the effectiveness of the merger shall remain issued and outstanding shares of capital stock of the surviving corporation, and no securities or obligations of ROBERTS & SCHAEFER COMPANY shall be issued in exchange or conversion for any shares of capital stock or properties in connection with the merger.

4. The appropriate officers of ROBERTS & SCHAEFER COMPANY are hereby authorized, empowered and directed to execute, acknowledge, and file a Certificate of Ownership and Merger in accordance with the General Corporation Law of the State of Delaware and Articles of Merger in accordance with The Business Corporation Act of 1983 of the State of Illinois and to execute such further documents and instruments, to make such other filings and recordings under the laws of such jurisdictions and take such further actions as they deem

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necessary or appropriate to consummate the transactions contemplated by the foregoing resolutions.

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COOK COUNTY RECORDER

#3262 # D * -88-303486

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