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File Number 8175-2506 5 4 7 1

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STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

FILED-OF-RECORDING \$19.00  
184011 TRIM 0251 07/10/88 14.04:00  
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COOK COUNTY RECORDER

**Whereas**, ARTICLES OF MERGER OF  
GARDNER METAL COMPANY

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 1st  
day of July AD 19 88 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 (Rev. Jul. 1984)

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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 addition-  
al corporation.

JIM EDGAR  
Secretary of State  
State of Illinois

ARTICLES OF MERGER,  
CONSOLIDATION, EXCHANGE

This Space For Use By Secretary of State	
Date	11/18/88
Filing Fee	\$10000
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 ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~, and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Gardiner Metal Company	Illinois 2170-950-6
Johnson Manufacturing Company	Iowa NH

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~~ <sup>surviving</sup> corporation is Gardiner Metal Company and it shall be governed by the laws of Illinois.

4. The plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~

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

See attached Plans and Agreements of Merger.

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5. The plan of <sup>merger</sup> ~~consolidation~~ <sub>exchange</sub> was approved, as to each corporation, as follows:

(Only "X" one box for each corporation)

Name of 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.
_____	<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"/>	<input type="checkbox"/>

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

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
<u>Johnson Manufacturing Company</u>	<u>9,972</u>	<u>9,972</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 N/A, 19 88.

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 June 27, 19 88

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Lawrence X. Pusateri,  
(Type or Print Name and Title)  
Secretary

Gardiner Metal Company  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice-President)  
Charles H. Gardiner, President  
(Type or Print Name and Title)

Dated June 27, 19 88

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Lawrence X. Pusateri,  
(Type or Print Name and Title)  
Secretary, Pro Tem

Johnson Manufacturing Company  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice-President)  
Charles H. Gardiner, President  
(Type or Print Name and Title)

Dated June 27, 19 88

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Lawrence X. Pusateri,  
(Type or Print Name and Title)  
Secretary, Pro Tem

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

by [Signature]  
(Signature of President or Vice-President)  
Charles H. Gardiner, President  
(Type or Print Name and Title)

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Form BCA-11.25

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**

JULI 1988

JIM EDGAR

Secretary of State

**RETURN TO:**

Corporation Department  
Secretary of State  
Springfield, Illinois 62768  
Telephone 217 - 782-6861

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PLAN AND AGREEMENT OF MERGER  
OF  
JOHNSON MANUFACTURING COMPANY  
WITH AND INTO  
GARDINER METAL COMPANY

JOHNSON MANUFACTURING COMPANY, hereinafter referred to as JOHNSON, and GARDINER METAL COMPANY, hereinafter referred to as GARDINER, mutually propose the following Plan and Agreement of Merger on this 27th day of June, 1988:

## ARTICLE I. RECITALS

Section 1.1 JOHNSON is a corporation duly organized, existing and in good standing under the laws of the State of Iowa, and is a wholly-owned subsidiary of Gardiner.

Section 1.2 GARDINER is a corporation duly organized, existing and in good standing under the laws of the State of Illinois.

Section 1.3 GARDINER is to be the surviving corporation, as that term is defined in Section 11.05 of the Illinois Business Corporation Act.

## ARTICLE II. MERGER

Section 2.1 JOHNSON shall be merged into GARDINER under the laws of the State of Illinois. Said merger is to be duly effected in Iowa in compliance with the Iowa Business Corporation Act. The name of the surviving corporation shall be GARDINER METAL COMPANY. The separate existence of JOHNSON shall cease and the surviving corporation shall succeed, without other transfer, to all the rights and property of each of the constituent corporations, and shall be subject to all debts and liabilities of each, in the same manner as if the surviving corporation had itself incurred them. All rights of creditors and all liens upon the property of each constituent corporation shall be preserved unimpaired.

The shares of JOHNSON will be handled in the manner hereinafter set forth.

Section 2.2 The effective date of the merger shall be the date on which a Certificate of Merger is issued by the Illinois Secretary of State.

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## ARTICLE III. TERMS AND CONDITIONS

Section 3.1 If at any time the surviving corporation shall consider or be advised that any further assignment or assurances in law are necessary to vest or to perfect or to confirm of record in the surviving corporation the title to any property or rights of JOHNSON, or otherwise carry out the provisions hereof, the proper officers and directors of JOHNSON, as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or right in the surviving corporation, and otherwise carry out the provisions hereof.

Section 3.2 Pending consummation of the merger, each of the constituent corporations will carry on its business in its usual and ordinary manner and shall not enter into any transaction other than in the usual and ordinary course of such business, except as herein provided.

Section 3.3 This Plan and Agreement of Merger shall be submitted to the shareholders of each constituent corporation in the manner provided by the laws of the States of Illinois and Iowa.

Section 3.4 Upon approval of this agreement by the shareholders of the respective constituent corporations, and provided (a) all required governmental approvals, permissions, and authorizations shall have been obtained; (b) no governmental action affecting the merger shall have been taken or shall be threatened; and (c) all conditions precedent to such filing shall have been satisfied, each corporation shall promptly execute and file Articles of Merger in the office of the Secretary of State of the State of Illinois in accordance with the procedure provided by the laws of Illinois. Additionally GARDINER shall cause all documents necessary to effectuate the merger with respect to JOHNSON in Iowa to be filed with the Secretary of State of the State of Iowa in accordance with the Iowa Business Corporation Act.

## ARTICLE IV. MANNER AND BASIS OF CONVERTING SHARES

Section 4.1 Each share of common stock of GARDINER issued and outstanding immediately prior to the effective time of the merger shall continue to be one fully paid and nonassessable share of common stock, no par value, of GARDINER.

Section 4.2 Each share of common stock of JOHNSON issued and outstanding immediately prior to the effective time of the merger shall, as of the effective time of the merger and without any action on the part of the holder thereof, cease to exist and be canceled and all rights in respect thereof shall terminate.



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## ARTICLE V. DIRECTORS AND OFFICERS

Section 5.1 The present Board of Directors of GARDINER shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as their successors have been duly elected and qualified.

Section 5.2 All persons who at the effective date of the merger shall be executive or administrative officers of GARDINER shall remain as officers of the surviving corporation until such time as the Board of Directors of the surviving corporation shall otherwise determine. The Board of Directors of the surviving corporation may elect or appoint such additional officers as it may determine.

## ARTICLE VI. ARTICLES OF INCORPORATION AND BYLAWS

Section 6.1 Except as hereinafter set forth, the Articles of Incorporation and Bylaws of GARDINER shall continue in full force and effect as the Articles of Incorporation and Bylaws of the surviving corporation until further amended, altered, or repealed as provided therein or as provided by law.

## ARTICLE VII. ABANDONMENT OF MERGER

Section 7.1 This Plan and Agreement of Merger may be disavowed, and the merger provided for herein may be abandoned at any time prior to the effective date of the merger under the laws of the State of Illinois, whether before or after shareholder approval;

(a) By mutual consent of the Boards of Directors of the constituent corporations;

(b) At the election of the Board of Directors of either constituent corporation if:

(i) Any material litigation or proceeding shall be instituted or threatened against either of the constituent corporations, or any of its assets, which, in the opinion of either such Board of Directors, renders the merger inadvisable or undesirable.

(ii) Any legislation shall be enacted which, in the opinion of either such Board of Directors, renders the merger inadvisable or undesirable.

(iii) Between the date of this agreement and the effective date of the merger under the laws of the State of Illinois, there shall have been, in the opinion of either such Board of Directors, any materially adverse change in the business or condition, financial or otherwise, of either constituent corporation.

(iv) The other corporation violates any provision of this Plan and Agreement of Merger.

Section 7.2 In the event an election is made to terminate this agreement and abandon the merger provided for herein, the President or Vice President of the constituent corporation whose Board of Directors has made such election shall give written notice thereof to the other constituent corporation. Upon the giving of such notice, this agreement shall terminate and the proposed merger shall be abandoned.

#### ARTICLE VIII. INTERPRETATION AND ENFORCEMENT

Section 8.1 Any notice or other communication required or permitted hereunder shall be properly given when deposited in the United States mail for transmittal by certified or registered mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

In the case of GARDINER, to Gardiner Metal Company, 4820 South Campbell Avenue, Chicago, Illinois 60632.

In the case of JOHNSON, to Johnson Manufacturing Company, 114 Lost Grove Road, Princeton, Iowa 52768.

Section 8.2 This Agreement and all of the provisions hereof shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interests or obligations of any party hereunder shall be assigned or delegated by such party to any other person without the prior written consent of the other party hereto.

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Section 8.3 This instrument and any exhibits or riders hereto contain the entire agreed upon Plan and Agreement of Merger between the parties and may not be amended except by a writing signed by each of the parties hereto. This Plan may be executed in any number of counterparts, each of which shall be deemed an original, but such counterparts together shall constitute one and the same instrument.

Section 8.4 The validity, interpretation, and performance under this Plan and Agreement of Merger shall be controlled by and construed under the laws of the State of Illinois, except that insofar as compliance with the laws of the State of Iowa is required by this Plan, whether said compliance has occurred shall be determined under Iowa law.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized all as of the date first above written.

GARDINER METAL COMPANY

By: *C. M. Gardiner*

President

[CORPORATE SEAL]

ATTEST:

*John T. Ke...*  
Secretary,

JOHNSON MANUFACTURING COMPANY

By: *C. M. Gardiner*

President

[CORPORATE SEAL]

ATTEST:

*John T. Ke...*  
Secretary Pro Tem

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