

UNOFFICIAL COPY

File Number

1707 692 2  
5 9 5 1 2 1 3

89515218

STATE OF ILLINOIS

OFFICE OF THE  
THE SECRETARY OF STATE



**Whereas,** ARTICLES OF MERGER OF

LUTHERAN GENERAL HEALTH CARE SYSTEM

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

*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 thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this* 23RD *day of* OCTOBER *AD. 19* 89 *and* of the Independence of the United States the two hundred and 14TH



*Jim Edgar*  
SECRETARY OF STATE

Box 317

89515218

UNOFFICIAL COPY

NP 111.25 (Rev. Jan., 1987)

JIM EDGAR  
Secretary of State  
State of Illinois

2 1 3

File #

Submit In Duplicate

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

Filing Fee - \$25.00

ARTICLES OF MERGER,  
OR CONSOLIDATION

under the  
General Not For Profit Corporation Act

This Space for Use By Secretary of State	
Date	10-23-89
Filing Fee \$	25.00
Clerk	[Signature]

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1985" the undersigned corporations hereby adopt the following Articles of Merger or Consolidation. (Strike inapplicable word.)

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

Name of Corporation	State or Country of Incorporation
Lutheran General Health Care System	Illinois
Lutheran General Health Care Services	Illinois

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

3. The name of the ~~new~~ <sup>surviving</sup> corporation is Lutheran General Health Care System and it shall be governed by the laws of Illinois

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

(If space is insufficient, attach additional pages size 8 1/2 x 11)

Please see attached Exhibit A.

Property of Cook County Clerk's Office

80515218

Property of Cook County Clerk's Office

5. The plan of ~~consolidation~~ merger 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:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

Lutheran General Health Care System

Lutheran General Health Care Services

\_\_\_\_\_

A
C

89515218

UNOFFICIAL COPY

Property of Cook County Clerk's Office

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER (the "Plan"), dated this 17th day of October, 1989, by and between Lutheran General Health Care System, an Illinois not-for-profit corporation ("LGHCS"), and Lutheran General Health Care Services, an Illinois not-for-profit corporation ("Lutheran Services").

ARTICLE I  
PARTIES TO THE MERGER

Lutheran Services will be merged into LGHCS. The term "Surviving Corporation" as hereinafter used means LGHCS when the merger has been effected.

ARTICLE II  
TERMS AND CONDITIONS OF THE MERGER

- 1) Lutheran Services will be merged into LGHCS.
- 2) LGHCS is the sole voting member of Lutheran Services.
- 3) The Boards of Directors of LGHCS and Lutheran Services deem it advisable for the general welfare and advantage of LGHCS and Lutheran Services that Lutheran Services merge into LGHCS pursuant to this Plan and the applicable laws of the State of Illinois.
- 4) The Surviving Corporation shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended.
- 5) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the merging corporations; and all property, real, personal and mixed and all debts due on whatever accounts, and all other choses in action, all and every other interest, of or belonging to, or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest there vested in each of such corporations, shall not revert or be in any way impaired by reason of the merger.
- 6) The Surviving Corporation shall be responsible and liable for such liabilities and obligations of each of the corporations so merged; and any claim existing or any action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the corporations shall be impaired by the merger.

7) The sole voting member of LGHCS and each member of the Board of Directors of LGHCS at the time the merger is effected shall continue to be the sole voting member and the members of the Board of Directors of the Surviving Corporation, respectively.

8) The Bylaws of LGHCS at the time of the merger is effected shall continue to be the Bylaws of the Surviving Corporation until the same are altered, amended or repealed as provided therein.

9) The Articles of Incorporation of LGHCS shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date (as herein defined), subject to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended.

### ARTICLE III EFFECTIVE DATE

1) The merger provided for in this Plan shall become effective upon filing ("Effective Date"), subject to the completion of the following:

(a) This Plan shall have been approved by the Boards of Directors of LGHCS and Lutheran Services, pursuant to the Illinois General Not For Profit Corporation Act of 1986, as amended; and

(b) The Articles of Merger required by Section 111.25 of the Illinois General Not For Profit Corporation Act of 1986, as amended, shall have been duly executed and filed on behalf of LGHCS and Lutheran Services.

### ARTICLE IV ADOPTION OF PLAN OF MERGER

1) This Plan shall be submitted to the sole voting member of Lutheran Services as provided by law, and upon the adoption thereof by the requisite votes of the voting member of Lutheran Services, due certification of that fact and the execution, verification, filing and recording thereof, all in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended, and upon the doing of such other acts and things as are required by the laws of the State of Illinois, this Plan shall take effect and shall constitute the agreement and act of merger of the corporations being a party hereto.

2) At any time before or after approval by the voting member of Lutheran Services, this Plan may be amended in matters of form, or supplemented by additional agreements, articles or certificates, as may be determined in the judgment of the executive committee or committees of each corporation to be necessary, desirable or expedient to clarify the intention or purpose of the parties hereto, and to effect or facilitate

# UNOFFICIAL COPY

3 9 5 1 2 1 8

the filing, recording or official approval or validity of this Plan, and the consummation hereof, in accordance with the purpose and intent of this Plan as understood and agreed upon by the respective voting members.

## ARTICLE V EFFECT OF MERGER

1) Upon the Effective Date, Lutheran Services shall be merged into LGHCS and the separate existence of Lutheran Services shall cease. All rights, privileges, powers, immunities, and franchises, all real property and personal property, tangible and intangible, of every kind and description, and all obligations and liabilities of Lutheran Services shall be taken by and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

## ARTICLE VI GENERAL

1) Upon the Effective Date, all bank accounts and banking resolutions then in effect with respect to LGHCS shall continue and remain in effect as bank accounts and banking resolutions of the Surviving Corporation, until such time as they may be terminated or modified by the Surviving Corporation in accordance with law.

2) Upon the Effective Date, all bank accounts and banking resolutions then in effect with respect to Lutheran Services shall continue and become bank accounts and banking resolutions of the Surviving Corporation, until such time as they may be terminated or modified by the Surviving Corporation in accordance with law.

3) The Surviving Corporation shall pay all the expenses of carrying this Plan into effect and of accomplishing the merger.

4) If at any time the Surviving Corporation shall deem or be advised that any instruments of further assurance are necessary or desirable to vest, perfect or confirm of record or otherwise, the title of any property of Lutheran Services acquired or to be acquired by reason of, or as a result of the merger provided for by this Plan, Lutheran Services and its officers and directors shall, and will, execute and deliver any and all such proper deeds, assignments and assurances and do all things necessary or proper so to vest, perfect or confirm title to such property in the Surviving Corporation, and otherwise to carry out the purposes of this Plan.

5) For the convenience of the parties, and to facilitate the filing and recording of this Plan, any number of counterparts thereof may be executed, and each said executed counterpart shall be deemed to be an original instrument.

# UNOFFICIAL COPY

8 9 5 1 3 2 1 0

6) The article headings contained in this Plan are for reference purposes only and shall not affect in any way the meaning or interpretation of this Plan.

7) This Plan shall not be assignable by either LGHCS or Lutheran Services and shall be binding upon LGHCS and/or Lutheran Services and their respective successors.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals hereto as of the date first written above.

LUTHERAN GENERAL HEALTH CARE SYSTEM

Attest: (Seal)

By: 

Michael S. McCarthy, Senior Vice  
President/Secretary

By: 

Elizabeth S. O'Kelly, Assistant  
Secretary

LUTHERAN GENERAL HEALTH CARE SERVICES

Attest: (Seal)

By: 

Michael S. McCarthy, Senior Vice  
President/Secretary

By: 

Michael E. Kerns, Assistant  
Secretary

3186A/vs/cef  
101689

89515218



# UNOFFICIAL COPY

8 9 5 1 5 2 1 8

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

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

- a. The surviving or new corporation be served with process in this State in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

Property of COOK COUNTY

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 October 17, 19 89

Lutheran General Health Care System

(Exact Name of Corporation)

attested by Elizabeth S. O'Kelly  
(Signature of Secretary or Assistant Secretary)  
Elizabeth S. O'Kelly  
Assistant Secretary  
(Type or Print Name and Title)

by Michael S. McCarthy  
(Signature of President or Vice President)  
Michael S. McCarthy  
Senior Vice President/Secretary  
(Type or Print Name and Title)

Dated October 17, 19 89

Lutheran General Health Care Services

(Exact Name of Corporation)

attested by Michael E. Kerns  
(Signature of Secretary or Assistant Secretary)  
Michael E. Kerns  
Assistant Secretary  
(Type or Print Name and Title)

by Michael S. McCarthy  
(Signature of President or Vice President)  
Michael S. McCarthy,  
Senior Vice President/Secretary  
(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)

89515218

UNOFFICIAL COPY

8 9 5 1 3 2 1 3

Property of Cook County Clerk's Office

89515218

# UNOFFICIAL COPY

ARTICLES OF MERGER,  
OR CONSOLIDATION

under the

GENERAL NOT FOR PROFIT  
CORPORATION ACT

Filing Fee \$25.00

## FILED

OCT 23 1989

JIM EDGAR  
Secretary of State

RETURN TO:

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

*Property of Cook County Clerk's Office*

DEPT-01 RECORDING \$20.00  
7#5555 TRAN 4377 10/30/89 15:54:00  
#7908 # E \* -89-515218  
COOK COUNTY RECORDER