

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



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89563649

**Whereas,** ARTICLES OF MERGER OF  
THE BRUSS 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 seal to  
be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this* 17TH  
*day of* NOVEMBER *AD 19* 89 *and*  
*of the Independence of the United States*  
*the two hundred and* 14TH

*Jim Edgar*  
SECRETARY OF STATE

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BCA-11.25 (Rev. Jul. 1984)

File #

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                                     | 11/17/89 |
| 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~~ <sup>merge</sup> ~~exchange shares~~ , and the State or Country of their incorporation, are:

| Name of Corporation           | State or Country of Incorporation |
|-------------------------------|-----------------------------------|
| The Bruss Company             | Illinois                          |
| Bruss Acquisition Corporation | Illinois                          |
|                               |                                   |
|                               |                                   |

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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 The Bruss 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 size

See Attachment

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

*(Only "X" one box for each corporation)*

| <u>Name of Corporation</u>   | 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.<br>(§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.<br>(§11.20) | By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 & §11.20. |
|------------------------------|---|---|---|
| The Bruss Company            | <input type="checkbox"/>  | <input type="checkbox"/>  | <input checked="" type="checkbox"/>   |
| Bruss Acquisiton Corporation | <input type="checkbox"/>  | <input type="checkbox"/>  | <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"/>  |

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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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT, is entered into as of November 16, 1989, by and between THE BRUSS COMPANY, an Illinois corporation ("Bruss" or the "Surviving Corporation"), and Bruss Acquisition Corporation, an Illinois corporation ("Acquisition Corporation").

### W I T N E S S E T H:

WHEREAS, Bruss is a corporation duly organized and existing under the laws of the State of Illinois and Acquisition Corporation is a corporation duly organized and existing under the laws of the State of Illinois;

WHEREAS, Bruss has authorized capital of 100,000 shares of common stock, \$1.00 par value per share ("Bruss Common Stock"), 48,626 shares of which have been validly issued and are outstanding and 40,000 shares of non-voting preferred stock, no par value ("Bruss Preferred Stock"), 14,601 shares of which have been validly issued and are outstanding;

WHEREAS, Acquisition Corporation has authorized capital of 10,000 shares of common stock, without par value ("Acquisition Corporation Common Stock"), 100 shares of which have been validly issued and are outstanding; and

WHEREAS, the Shareholders and Boards of Directors of Acquisition Corporation and Bruss deem it desirable (and have heretofore unanimously approved), upon the terms and subject to the conditions herein stated, that Acquisition Corporation be merged with and into Bruss and that Bruss be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

1. Ridge Partners Limited Partnership, an Illinois limited partnership, William Blair Leveraged Capital Fund, Limited Partnership, an Illinois limited partnership, and a certain individual own all of the outstanding Acquisition Corporation Common Stock. Acquisition Corporation owns all of the outstanding Bruss Common Stock and certain individuals, not Acquisition Corporation, own all of the outstanding Bruss Preferred Stock. Acquisition Corporation shall be merged with and into Bruss, with Bruss as the surviving corporation (the "Merger"), in accordance with the Business Corporation Act of Illinois.

2. Upon the effective date of the Merger, as a result of the merger of Acquisition Corporation with and into Bruss, each and every currently outstanding share of Bruss Common Stock shall be cancelled.

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3. On the effective date of the Merger, (i) each share of Acquisition Corporation Common Stock outstanding on such date shall thereupon, without further action, be converted into 486.26 shares of the common stock of Bruss as the surviving corporation and (ii) each and every outstanding share of Bruss Preferred Stock shall remain outstanding as in effect prior to the Merger.

4. On and after the effective date of the Merger, Bruss, as the surviving corporation, shall continue to exist as a domestic corporation under the laws of the State of Illinois with all of the rights and obligations of a surviving domestic corporation as are provided by the Business Corporation Act of Illinois.

5. On and after the effective date of the Merger, Acquisition Corporation shall cease to exist as a corporation under the laws of the State of Illinois, and its property and assets shall become the property and assets of Bruss, subject to all existing liabilities of Acquisition Corporation, which liabilities Bruss assumes and agrees to pay.

6. On and after the effective date of the Merger, the directors and officers of Bruss shall continue to be the directors and officers of the Surviving Corporation, until their resignation or removal or until their successors are duly elected and qualified.

7. The Surviving Corporation may be served with process in the State of Illinois in any proceeding for enforcement of any obligation of Acquisition Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger. The Surviving Corporation does hereby irrevocably appoint the Secretary of State of Illinois as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is The Bruss Company, 3548 North Kostner, Chicago, Illinois 60641.

8. The Certificate of Incorporation and Bylaws of Bruss in effect on the effective date of the Merger shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

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IN WITNESS WHEREOF, Bruss and Acquisition Corporation have each caused this Agreement to be executed by its President and Secretary as of the date first above written.

ATTEST:

THE BRUSS COMPANY, an Illinois corporation

By: 

Gregory W. Wilson,  
Secretary

By: 

J. Bradley Davis,  
President

ATTEST:

BRUSS ACQUISITION CORPORATION,  
an Illinois corporation

By: 

Gregory W. Wilson,  
Secretary

By: 

J. Bradley Davis,  
President

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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 November 16, 19 89

attested by *Gregory W. Wilson*  
(Signature of Secretary or Assistant Secretary)  
Gregory W. Wilson, Secretary  
(Type or Print Name and Title)

THE BRUSS COMPANY

(Exact Name of Corporation)  
 by *J. Bradley Davis*  
(Signature of President or Vice President)  
J. Bradley Davis, President  
(Type or Print Name and Title)

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Dated November 16, 19 89

attested by *Gregory W. Wilson*  
(Signature of Secretary or Assistant Secretary)  
Gregory W. Wilson, Secretary  
(Type or Print Name and Title)

BRUSS ACQUISITION CORPORATION

(Exact Name of Corporation)  
 by *J. Bradley Davis*  
(Signature of President or Vice President)  
J. Bradley Davis, 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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COOK COUNTY, ILLINOIS

JANEE STEMPEL SULARZ  
GORDON & EINSTEIN, LTD.  
224 EAST ONTARIO STREET  
CHICAGO, ILLINOIS 60611



Form BCA-11.25

File No.

ARTICLES OF MERGER,  
CONSOLIDATION, EXCHANGE

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**F I L E D**

NOV 17 1989

JIM EDGAR  
Secretary of State

RETURN TO:

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