

BOX 108

Assistant Secretary

J. A. Donahue

And:

Vice President

M. P. Nakon

By:

In the presence of:

FIRESTONE REAL ESTATE LEASING COMPANY

The undersigned M. P. Nakon and J. A. Donahue, Vice President and Assistant Secretary, respectively, of FIRESTONE REAL ESTATE LEASING COMPANY do hereby certify that the certificate of Merger of Firestone Retail Properties, Inc., with and into Firestone Real Estate Leasing Company (a copy of which is attached hereto as Schedule 1 and made a part hereof) was filed with the office of the Secretary of State of Ohio on March 29, 1989.

Firestone Real Estate Leasing Company ("Firelco") is the successor by merger to all the real property interests of the corporations as set forth in the certificate of Merger, including fee or leasehold interests in the real estate more fully described on Exhibit A attached hereto and made a part hereof.

CERTIFICATE OF MERGER

63143215

63143215

P-62057

UNOFFICIAL COPY

3 9 1 4 3 2 1 5

William K. Smith, Esquire
Jones, Day, Reavis & Pogue
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114

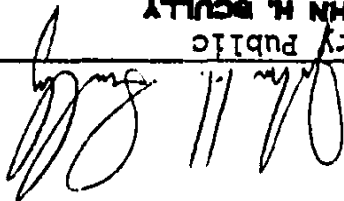
This instrument prepared by,
and when recorded return to:

Property of Cook County Clerk's Office

89143215

My Commission Expires Sept. 15, 1983
Notary Public - State of Ohio, Cook, Oh.

JOHN H. SCULLY
Notary Public



IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 29th day of March, 1989.

Before me, a Notary Public in and for the State of Ohio,
personally appeared the above named FIRESTONE REAL ESTATE LEASING
COMPANY, an Ohio corporation, by M. P. Nakon and J. A. Donahue, its
Vice President and Assistant Secretary, respectively, who
acknowledged that they did sign the foregoing document on behalf of
the corporation and that the same was their free act and deed and the
free act and deed of the corporation.

COUNTY OF CUYAHOGA

SS:

STATE OF OHIO

512215

That part of the West 267.28 feet of the Northwest Quarter of the Southwest Quarter of Section 33, Township 36 North, Range 14 East of the Third Principal Meridian, lying Northerly of the Northerly right-of-way line of Ridge Road as now located (except the West 33 feet thereof) and (except that part thereof described as follows: Beginning at the intersection of the Easterly right-of-way line of Halsted Street with the Northerly right-of-way line of Ridge Road, said point being 33 feet East of (measured at right angles) to the West line of said Section 33 and 33 feet Northerly of (measured at right angles) the center line of said Ridge Road; thence Northeasterly on said Northerly right-of-way line of Ridge Road, 280 feet, thence North parallel with the West line of Section 33, 200.38 feet; thence Southwesterly parallel with the Northerly right-of-way line of Ridge Road to its intersection with the Easterly line of Halsted Street, said Easterly line being a line extending South from a point 1295.21 feet South of the Northwest corner of the Southeast Quarter of the Northwest Quarter of said Section 33, and 70 feet East of the West line of said Section 33, (measured at right angles thereto) to a point 90.54 feet East of said West line (measured at right angles) and 15 feet North of said Northerly right-of-way line of Ridge Road (measured along a line parallel with said West line) a distance of 221.96 feet; thence Northerly) along aforesaid extended line to a point in the North line of the Northeast Quarter of said Southwest Quarter; thence West on said North line to a point 33 feet East of said West line of Section 33; thence South parallel to said West line to the point of beginning) and (except that part thereof falling in the North 131 feet of the West 267.28 feet of said Northwest Quarter of the Southwest Quarter in Cook County, Illinois.

Leasehold estate created by a certain evidence of subland lease by and between La Salle National Bank, a national banking association, as trustee under trust agreement dated June 5, 1972 known as Trust No. 44310, Lessor and The Firestone Tire & Rubber Company, a corporation of Ohio, Lessee dated March 5, 1984 and recorded April 26, 1984 as document No. 27060881 demising for a term of years the following described real estate:

PARCEL 1:

Homewood, Illinois - 17935 Halsted Street
145254

EXHIBIT A

UNOFFICIAL COPY

3 9 1 4 3 2 1 5

65143215

Property of Cook County Clerk's Office

Access and private utility easement for the benefit of Parcel 1 over the following described property:

The East 35 feet of the West 24 feet of the South 11 feet of the North 131 feet of the Southwest 1/4 of Section 33, Township 36 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois, as created by instrument dated March 5, 1984 and recorded April 26, 1984 as Document Number 27060881.

Office Service easement for the benefit of Parcel 1 over the following described property:

The East 35 feet of the West 225 feet of the South 20 feet of the Southwest 1/4 and also the East 35 feet of the West 225 feet of the North 20 feet of the Southwest 1/4 all in Section 33, Township 36 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois, as created by instrument dated March 5, 1984 and recorded April 26, 1984 as Document Number 27060881.

PARCEL 2:

UNOFFICIAL COPY

3 2 1 4 3 2 1 3

83143215

Property of Cook County Clerk's Office

Articles of Merger

Schedule 1

The undersigned hereby certify:

CERTIFICATE OF MERGER

1. Michael P. Nakon is the Vice-President and Secretary and Joyce A. Donahue is the Vice-President and Assistant Secretary of Firestone Retail Properties, Inc., an Ohio corporation.

2. Joyce A. Donahue is the Vice-President and Assistant Secretary and Michael P. Nakon is the Vice President and Assistant Secretary of Firestone Real Estate Leasing Company, an Ohio corporation.

3. Both Firestone Retail Properties, Inc. and Firestone Real Estate Leasing Company have their principal offices located in the city of Cleveland, Cuyahoga County, Ohio.

4. Attached to this certificate and incorporated by reference herein is a true copy of an Agreement and Plan of Merger dated as of March 29, 1989, by and between Firestone Retail Properties, Inc. and Firestone Real Estate Leasing Company (the "Merger Agreement").

5. The Board of Directors of Firestone Retail Properties, Inc. unananimously approved the Merger Agreement on March 24, 1989, and the Board of Directors of Firestone Real Estate Leasing Company unananimously approved the Merger Agreement on March 27, 1989, each in accordance with Ohio Revised Code § 1701.78 by unanimous written action pursuant to Ohio Revised Code § 1701.54.

6. The Merger Agreement was submitted to and adopted by the sole shareholder of each of the constituent corporations by written consent pursuant to Ohio Revised Code § 1701.54.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Merger on March 29, 1989.

FIRESTONE RETAIL PROPERTIES, INC. FIRESTONE REAL ESTATE LEASING COMPANY

By Michael P. Nakon
Michael P. Nakon,
Vice President and
Secretary

By Joyce A. Donahue
Joyce A. Donahue,
Vice President and
Assistant Secretary

By Joyce A. Donahue
Joyce A. Donahue,
Vice President and
Assistant Secretary

By Michael P. Nakon
Michael P. Nakon,
Vice President and
Assistant Secretary

89143215

At the Effective Time, Merging Corporation shall merge with and into Surviving Corporation pursuant to Ohio Revised Code § 1701.78 in such a manner that Surviving Corporation shall survive as a corporate entity and Merging Corporation shall cease to exist as a distinct corporate entity and the name of Surviving Corporation shall continue as "Firestone Real Estate Leasing Company."

1. The parties are organized and existing under the laws of the State of Ohio.

NOW, THEREFORE, in consideration of the premises hereof and of the mutual agreements herein contained and in accordance with the laws of the State of Ohio, Surviving Corporation and Merging Corporation agree as follows:

WHEREAS, the Board of Directors of each of Consistent Corporations have approved this Merger Agreement and decided that it be submitted to the respective shareholders of Consistent Corporations.

WHEREAS, the Board of Directors of each of Surviving Corporation and Merging Corporation (herein sometimes collectively called "consistent corporations") have deemed it advisable for the mutual benefit of consistent corporations and their respective shareholders that Merging Corporation be merged with and into Surviving Corporation under and pursuant to the law of the State of Ohio and upon the terms and conditions hereinafter set forth; and

WHEREAS, at the date of this Merger Agreement, the authorized capital stock of Merging Corporation consists of one hundred (100) shares of common stock, of no par value ("Merging Corporation Common"), of which one hundred (100) shares are issued and outstanding;

WHEREAS, at the date of this Merger Agreement, the authorized capital stock of Surviving Corporation consists of one hundred (100) shares of common stock, of no par value ("Surviving Corporation Common"), of which one hundred (100) shares are issued and outstanding;

WHEREAS, Surviving Corporation and Merging Corporation are corporations organized and existing under the laws of the State of Ohio;

WITNESSETH:

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") dated as of March 29, 1989, is made by and between Firestone Real Estate Leasing Company, an Ohio corporation ("Surviving Corporation"), and Firestone Retail Properties, Inc., an Ohio corporation ("Merging Corporation").

63143215

53143215

By Joyce A. Donahue
Vice President and
Assistant Secretary

By Michael P. Nakop
Vice President and
Assistant Secretary

ATTEST:

FIRESTONE REAL ESTATE LEASING
COMPANY

IN WITNESS WHEREOF, the constituent corporations,
pursuant to the approval and authority duly given by
resolutions adopted by their respective Boards of Directors,
have caused this Merger Agreement to be duly executed as of the
date first above written.

8. As used in this Merger Agreement, the term "Merger"
means the merger of Merging Corporation into Surviving
Corporation in accordance with this Merger Agreement and the
laws of the State of Ohio. As used in this Merger Agreement,
the term "Effective Time" shall mean the date a certificate of
merger is filed with the Ohio Secretary of State, in accordance
with Ohio Revised Code §1701.51(C).

7. All of the issued and outstanding shares of Merging
Corporation common shall be cancelled and extinguished at the
Effective Time, and each issued and outstanding share of
Surviving Corporation common immediately prior to the Effective
Time shall continue as such.

6. CT Corporation System, Inc., whose address is 815
Superior Avenue, N.E., Cleveland, Ohio 44114, shall continue as
the named statutory agent for service of process.

5. The Directors of Surviving Corporation shall
continue as such.

4. The Articles of Incorporation and the Code of
Regulations of Surviving Corporation as in effect immediately
prior to the Effective Time of the Merger shall continue in
effect as such.

3. At the Effective Time, the effect of the Merger
shall be as provided by the applicable provisions of the laws
of the State of Ohio.

UNOFFICIAL COPY

3 9 1 4 3 2 1 5
-3-

7327c

63143215

Property of Cook County Clerk's Office

COOK COUNTY CLERK'S OFFICE
PROPERTY OF THE CLERK'S OFFICE

Secretary
Vice President and
Michael P. Nakon

BY Michael P. Nakon

FIRESTONE RETAIL
PROPERTIES, INC.

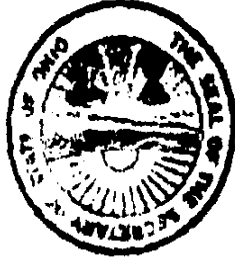
Assistant Secretary
Vice President and
Joyce A. Donahue

BY Joyce A. Donahue

ATTEST:

UNOFFICIAL COPY

NOTICE: This is an official certification only when reproduced in red ink



By: *[Signature]*

SHERROD BROWN
Secretary of State

[Signature]

WITNESS my hand and official seal at
Columbus, Ohio, this 29th day of
March, 1989

I, SHERROD BROWN, Secretary of State of Ohio, do hereby certify
that the foregoing is a true and correct copy, consisting of 14 pages, as taken from
the original record now in my official custody as Secretary of State.

OFFICE OF THE SECRETARY OF STATE
STATE OF OHIO,
UNITED STATES OF AMERICA.

662815

2008

89143215

: DEPT-01 RECORDING #20.00
: T#2222 TRAN 9993 03/31/89 16:55:00
: #0707 B *-89-143215
: COOK COUNTY RECORDER

Property of Cook County Clerk's Office