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SUZANNE M. KNOLL
LEVENFELD, EISENBERG ET AL
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21ST FLOOR
CHICAGO, IL 60603

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File Number 51942612

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Wherras, ARTICLES OF MERGER OF

THE CURRAN 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 _____ *10th*

day of _____ *APRIL* _____ *AD. 19* 89 *and*

of the Independence of the United States

the two hundred and _____ *13th* .



Jim Edgar
SECRETARY OF STATE

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BCA 11.25 (Rev. Jul. 1984)

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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 4/10/89

Filing Fee \$ 100.00

Clerk [Signature]

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
<u>The Curran Company</u>	<u>Illinois</u>
<u>Curran Wood Products, Inc.</u>	<u>Wisconsin</u>

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 The Curran Company and it shall be governed by the laws of Illinois.

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

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

See Schedule A attached hereto and incorporated herein by reference.

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It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of 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 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.

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

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Curran Company	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Curran Wood Products, Inc.	<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"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. Shareholders who have not consented in writing have been given notice in accordance with §7.10, §7.10 & §11.20	By the shareholders, a resolution of the board of directors 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, §7.10 & §11.20
The Curran Company	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Curran Wood Products, Inc.	<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"/>

(Only "X" one box for each corporation)

5. The plan of consolidation was approved, as to each corporation, as follows:

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7. *(Complete this item if reporting a merger of subsidiary corporations.)* N/A

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 April 7, 1989

The Curran Company
(Exact Name of Corporation)

attested by *Edward J. Halper*
(Signature of Secretary or Assistant Secretary)

by *William E. Curran*
(Signature of President or Vice President)

Edward J. Halper, Secretary
(Type or Print Name and Title)

William E. Curran, President
(Type or Print Name and Title)

Dated April 7, 1989

Curran Wood Products, Inc.
(Exact Name of Corporation)

attested by *Edward J. Halper*
(Signature of Secretary or Assistant Secretary)

by *William E. Curran*
(Signature of President or Vice President)

Edward J. Halper, Secretary
(Type or Print Name and Title)

William E. Curran, President
(Type or Print Name and Title)

Dated _____, 19 ____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

(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
JAN 10 1968
SECRETARY OF STATE

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SEE FRONT

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

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Schedule A

PLAN AND AGREEMENT OF MERGER

Pursuant to Section 11.05 of the
Illinois Business Corporation Act

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into this ____ day of April, 1989, by and between CURRAN WOOD PRODUCTS, INC., a corporation of the State of Wisconsin, and THE CURRAN COMPANY, a corporation of the State of Illinois (hereinafter sometimes collectively referred to as the "Constituent Corporations").

WHEREAS, the registered office of CURRAN WOOD PRODUCTS, INC., is at Highway 70 East in the City of Arbor Vitae, County of Vilas, State of Wisconsin; and Cornelius E. Curran is the registered agent therein, in charge thereof, upon whom process against CURRAN WOOD PRODUCTS, INC. may be served within said state; and

WHEREAS, the registered office of THE CURRAN COMPANY is at 33 West Monroe Street, 21st Floor, in the City of Chicago, County of Cook, State of Illinois, and Edward J. Halper is the registered agent therein, in charge thereof, upon whom process against THE

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CURRAN COMPANY may be served within said state; and

WHEREAS, CURRAN WOOD PRODUCTS, INC., was heretofore incorporated under the laws of the State of Wisconsin, its Certificate of Incorporation having been filed in the office of the Secretary of State of Wisconsin on the 14th day of June, 1982; and

WHEREAS, THE CURRAN COMPANY was heretofore incorporated under the laws of the State of Illinois, its Certificate of Incorporation having been filed in the office of the Secretary of State of Illinois on the 24th day of December, 1979; and

WHEREAS, CURRAN WOOD PRODUCTS, INC., has an authorized capital consisting of Two Thousand Eight Hundred (2,800) shares without par value Common Stock, of which Five Hundred (500) shares are issued and outstanding; and

WHEREAS, THE CURRAN COMPANY has an authorized capital consisting of One Million (1,000,000) shares without par value Common Stock, of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, the respective Board of Directors of each Constituent Corporation deems it advisable, and in the best business

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interests of each Constituent Corporation, to reduce operating costs and facilitate operating efficiencies, and otherwise and generally to the advantage and welfare of each of said Constituent Corporations and their respective stockholders, to merge said Constituent Corporations under and pursuant to the provisions of the Business Corporation Act of the State of Illinois;

NOW THEREFORE, in consideration of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the said parties hereto, and in accordance with said Business Corporation Act of the State of Illinois, that CURRAN WOOD PRODUCTS, INC. and THE CURRAN COMPANY are hereby merged into a single corporation, to wit: THE CURRAN COMPANY is hereinafter sometimes referred to as the "Surviving Corporation," and CURRAN WOOD PRODUCTS, INC. is being merged into THE CURRAN COMPANY, the Surviving Corporation, (the "Merger").

AND the parties hereto do, by these presents, agree to and prescribe the terms and conditions of the Merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect said parties hereto deem necessary and do mutually and severally agree and covenant to observe, keep, and perform, that is to say:

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ARTICLE I. CURRAN WOOD PRODUCTS, INC. shall be and is hereby merged into THE CURRAN COMPANY pursuant to Section 11.05 of the Business Corporation Act of the State of Illinois.

ARTICLE II. The name of the Surviving Corporation is THE CURRAN COMPANY and its Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation.

ARTICLE III. The manner of converting the shares of stock of the Constituent Corporations is as follows:

(i) Shareholders in CURRAN WOOD PRODUCTS, INC. shall, upon the effective date of the Merger, exchange and convert each one (1) issued share of stock in CURRAN WOOD PRODUCTS, INC. for an amount equal to $\frac{513.59}{1,234.03}$ issued shares of stock in the Surviving Corporation. If said number of issued shares of stock in the Surviving Corporation is a fraction, it shall be rounded to the next number; and

(ii) Shareholders in THE CURRAN COMPANY shall continue to own their preexisting shares of stock in THE CURRAN COMPANY in the Surviving Corporation (in addition to any shares of stock in the Surviving Corporation under subparagraph (i) of Article III).

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ARTICLE IV. As a material condition and consideration to the execution and consummation of the Merger, all shareholders in the Surviving Corporation shall own their shares of stock in the Surviving Corporation subject to the right and option of William E. Curran, upon giving a shareholder or his personal representative thirty days prior written notice, to purchase all or any portion of the shares of stock in the Surviving Corporation owned by said shareholder for a purchase price equal to the book value of said shares of stock as determined by the certified public accountants regularly retained by the Surviving Corporation.

ARTICLE V. The corporate name, identity, existence, franchises, rights and immunities of THE CURRAN COMPANY shall continue unaffected and unimpaired; and the Surviving Corporation shall possess the powers, privileges and rights granted by and shall be governed by and subject to this Agreement.

The Articles of Incorporation of THE CURRAN COMPANY shall be the Articles of Incorporation of the Surviving Corporation as the same shall be in effect on the effective date of the Merger. The By-Laws of the Surviving Corporation shall be the present By-Laws of THE CURRAN COMPANY until duly changed or amended.

The corporate name and organization of CURRAN WOOD PRODUCTS,

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INC., except insofar as the same are continued by statute, shall cease as soon as this Agreement shall have been authorized, adopted, approved, signed and acknowledged as required by the Illinois Business Corporation Act.

ARTICLE VI. At any time and from time to time any of the provisions of this Agreement may be amended, altered or repealed and other provisions authorized by the statutes of the State of Illinois at the time in force may be added or inserted in the manner at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Surviving Corporation by this Agreement are granted subject to the provisions of this Article VI.

At any time prior to the filing of this Agreement with the Secretary of State of Illinois, this Agreement may be terminated by the Board of Directors of either of the Constituent Corporations.

ARTICLE VII. Upon the consummation of the act of merger hereby provided for, all and singular rights, privileges, powers, and franchises, and all and every other interest of each of the Constituent Corporations, the parties hereto, shall be thereafter as fully and effectually the property of the Surviving Corporation

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as though they were the property of each of the Constituent Corporations, the parties hereto; provided, however, that all rights of creditors and all liens upon any property of the parties hereto, and the title to any real estate, whether by deed or otherwise, vested in the Surviving Corporation shall not revert or be in any way impaired by reason of said merger, shall be preserved unimpaired, and all debts, liabilities and duties of the parties hereto, shall thenceforth attach to said Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of CURRAN WOOD PRODUCTS, INC., said CURRAN WOOD PRODUCTS, INC., and/or THE CURRAN COMPANY and their proper officers and directors shall and will execute and do all such proper assignments, assurances in the law and things necessary or proper to vest title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

ARTICLE VIII. This Agreement shall be adopted and executed

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by each of said Constituent Corporations in accordance with the provisions of the Business Corporation Act of the State of Illinois and shall take effect, subject to the terms of this Agreement, and be deemed and taken to be the agreement and act of merger of said Constituent Corporations upon the adoption thereof by the written consent given by the holders of record of the total number of outstanding shares of each of said constituent Corporations and upon the doing of such other things as are required by said Business Corporation Act of the State of Illinois.

ARTICLE VIII. This Agreement has been approved by duly adopted resolutions of the Board of Directors of each party hereto.

IN WITNESS WHEREOF, we have signed this Agreement the day and

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year first written.

CURRAN WOOD PRODUCTS, INC., a
Wisconsin Corporation

ATTEST:

BY

William E. Curran, President

BY

Edward J. Halper, Secretary

THE CURRAN COMPANY, an Illinois
Corporation

ATTEST:

BY

William E. Curran, President

BY

Edward J. Halper, Secretary

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24. Mail

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