

SEAL OF THE OFFICE OF THE SECRETARY OF STATE



Whereas,

ARTICLES OF MERGER OF BAGNELL-GAW COMPANY, INC. 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 31ST day of MARCH 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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5. The plan of ~~exchange~~ <sup>merger</sup> ~~consolidation~~ 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:

*(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each 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.<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. (§ 11.20) | By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7.10 & § 11.20 |
|--|--|---|

Name of Corporation

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
|  | <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)*

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 under § 11.30 — 90% owned subsidiary provisions.)

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 |
|---|--|--|
| All American Decorating Service of Louisiana, Inc. (Subsidiary) | 10,000   |  |
| All owned by Bagwell-Gaw Company, Inc.                          |  |  |

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 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 June 14, 1984  
 attested by [Signature]  
 (Type or Print Name and Title)  
 Vice President

Dated June 14, 1980  
 attested by [Signature]  
 (Type or Print Name and Title)  
 Secretary

Dated \_\_\_\_\_ 19\_\_  
 attested by \_\_\_\_\_  
 (Type or Print Name and Title)  
 Secretary of Secretary or Assistant Secretary

Dated \_\_\_\_\_ 19\_\_  
 attested by \_\_\_\_\_  
 (Type or Print Name and Title)  
 Signature of President or Vice President

\_\_\_\_\_ (Type or Print Name and Title)  
 \_\_\_\_\_ (Type or Print Name and Title)

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EXHIBIT "A"  
TO ARTICLES OF MERGER OF  
BAGWELL-GAW COMPANY, INC.  
INTO  
ALL AMERICAN DECORATING SERVICE  
OF LOUISIANA, INC.

(a) ALL AMERICAN DECORATING SERVICE OF LOUISIANA, INC. ("AADS"), a Louisiana corporation, shall be merged into BAGWELL-GAW COMPANY, INC. ("B-G"), an Illinois corporation, which shall become the surviving corporation.

(b) The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

(1) AADS and B-G shall become a single corporation which shall be B-G, the surviving corporation. The separate existence of AADS shall cease with the filing of these Articles, but B-G shall continue to exist.

(2) B-G shall possess all the rights, privileges, immunities and franchises as well as of a public as of a private nature, of B-G and AADS. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest of or belonging to or due to AADS, shall be taken and deemed to be transferred to and vested in B-G without further act or deed.

(3) B-G shall be responsible and liable for all liabilities and obligations of AADS.

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