



DATE: June 20, 1989
BY: *Michael Harkins*
Michael Harkins, Secretary of State

Michael Harkins

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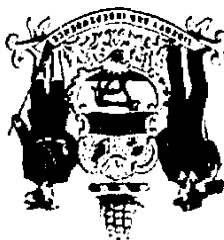
COOK COUNTY, ILLINOIS
FILED FOR RECORD

1989 JUL 14 PM 3:32

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filled in this office on June 29, 1984

Office of SECRETARY OF STATE

DELAWARE
of
State



\$17.00

etc

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72-88-796 DN

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William C. Kaufman
DELAWARE STATE

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THIOKOL CORPORATION

INTO

MORTON THIOKOL, INC.

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

MORTON THIOKOL, INC., a Delaware corporation ("Morton"),
does hereby certify:

FIRST: That Morton is incorporated pursuant to the
General Corporation Law of the State of Delaware

SECOND: That Morton owns all of the outstanding shares
of each class of the capital stock of THIOKOL CORPORATION, a
Delaware corporation ("Thiokol").

THIRD: That Morton, by resolutions of the Board of
Directors duly adopted at a meeting held on the 26th day of April,
1984, determined to merge Thiokol into itself upon the terms and
conditions set forth in such resolutions. A true copy of said

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resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, Morton has caused its corporate seal to be affixed and this Certificate of Ownership and Merger to be executed in its corporate name by its Chairman, this 21st day of June, 1984.

MORTON THIOKOL, INC.

By: 

Its Chairman

Attest:

By: 

Its Secretary

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EXHIBIT A

TO

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING THIOKOL CORPORATION
INTO MORTON THIOKOL, INC.

CERTIFIED RESOLUTIONS

OF

MORTON THIOKOL, INC.
(the "Company")

WHEREAS, the Company owns all of the issued and outstanding capital stock of Thiokol Corporation, a Delaware corporation ("Thiokol"); and

WHEREAS, the Company, as sole stockholder of Thiokol, desires to effect a merger of Thiokol into the Company pursuant to the provisions of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT

RESOLVED, that Thiokol be merged with and into the Company, with the Company as the surviving corporation in the merger, all in accordance with the following Plan of Merger (the "Merger");

1. The Merger. On the Effective Date (as hereinafter defined) of the Merger, Thiokol shall be merged with and into the Company which shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of Thiokol shall thereupon cease. (The Company, as the surviving corporation in the Merger, is sometimes referred to herein as the "Surviving Corporation". The Company and Thiokol are sometimes referred to herein as the "Constituent Corporations".) The Merger shall be pursuant to the provisions and with the effect provided in the General Corporation Law of the State of Delaware, and is being adopted and consummated pursuant to the Plan of Complete Liquidation and Dissolution adopted by Thiokol.

2. Name of Surviving Corporation. On and after the Effective Date of the Merger, the name of the Surviving Corporation shall continue to be "Morton Thiokol, Inc."

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3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue to be the Certificate of Incorporation and the By-Laws, respectively, of the Surviving Corporation, until duly amended in accordance with law.

4. Directors and Officers. The persons who are directors or officers, or both, of the Company immediately prior to the Effective Date of the Merger shall, after such Effective Date, continue in their same respective positions as directors or officers, or both, of the Surviving Corporation without change until their successors have been elected and qualified in accordance with law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation.

5. Cancellation of Shares of Thiokol. The authorized capital stock of Thiokol consists of 1,000 shares of common stock, \$1.00 par value (the "Common Stock"), of which 1,000 shares are issued and outstanding and owned by the Company. On the Effective Date of the Merger, each issued and outstanding share of Common Stock of Thiokol shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist.

6. Rights and Duties of the Company as the Surviving Corporation. On the Effective Date of the Merger, for all purposes the separate existence of Thiokol shall cease, and Thiokol shall be merged with and into the Company which, as the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations so merged; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the General Corporation Law of the State of Delaware; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation,

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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 consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of Thiokol, the last acting officers and directors of Thiokol, as the case may be, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

7. Effective Date. As used in this Plan of Merger, the term "Effective Date" shall mean the later of 12:02 a.m. on July 1, 1984, and the date and time on which an executed Certificate of Ownership and Merger setting forth a copy of these resolutions is filed with the Secretary of State of the State of Delaware pursuant to Sections 253 and 103 of the General Corporation Law of the State of Delaware.

RESOLVED, that the Chairman of the Board, the Vice Chairman of the Board, the President or any Vice President of the Company be, and each of them hereby is, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Thiokol into the Company, and to assume said Thiokol subsidiary's liabilities and obligations on the Effective Date of the Merger and to file said certificate in the Office of the Secretary of State of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.

RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute a Consent in Lieu of Meeting of Stockholders of Thiokol consenting to, approving and adopting the Plan of Complete Liquidation and Dissolution of Thiokol, a copy of which has heretofore been delivered to this Board and the Plan of Merger hereinabove adopted.

* * * *

The undersigned, P. Michael Phelps, Secretary of Morton Thiokol, Inc., a Delaware corporation, does hereby certify that at a meeting of the Board of Directors of said corporation, duly

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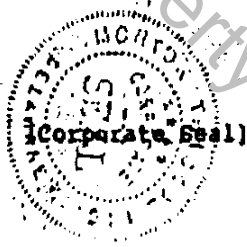
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called and held on the 26th day of April, 1984, at which a quorum was at all times present and voting, the foregoing resolutions were duly adopted, and that as of the date hereof such resolutions have not been amended or repealed and remain in full force and effect.

Witness my hand and the seal of the corporation, this 26th day of June, 1984.

P. Michael Phelps
P. Michael Phelps
Secretary



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Mail To: S. Mackenzie

CHICAGO TITLE INSURANCE CO.
ATTN: NATIONAL SERVICES
111 W. WASHINGTON
CHICAGO, ILLINOIS 60602

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