



Whereas, ARTICLES OF MERGER OF CHICAGO MERCANTILE EXCHANGE INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

OFFICE OF THE SECRETARY OF STATE
 100 SOUTH SECOND STREET
 SPRINGFIELD, ILLINOIS 62702

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 14TH
 day of JULY AD 19 89 and
 of the Independence of the United States
 the two hundred and 14TH.



Jim Edgar
 SECRETARY OF STATE

89339928

826633928

Property of Cook County Clerk's Office

(See Attached)

(If space is insufficient, attach additional pages size 8 1/2 x 11)

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

and it shall be governed by the laws of _____ Illinois

3. The name of the surviving corporation is _____ Chicago Mercantile Exchange.

2. The laws of the State or Country under which each corporation is incorporated permit such merger or consolidation.

Chicago Mercantile Exchange

The CME Club Incorporated

Illinois

Illinois

Name of Corporation

State or Country of Incorporation

corporation, are:

1. The names of the corporations proposing to merge _____ and the State or Country of their in-

corporation, are:

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby

adopt the following Articles of Merger or Consolidation. (Strike inapplicable word.)

merge

This Space for Use By Secretary of State
Date 7/14/89
Filing Fee \$ 25.00
Clerk

File #

JIM EDGAR
Secretary of State
State of Illinois
ARTICLES OF MERGER,
OR CONSOLIDATION
under the
General Not For Profit Corporation Act

NP 111.25 (Rev. Jan., 1987)
Submit in Duplicate
Remit payment in check or Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!
Filing Fee \$25.00

UNOFFICIAL COPY

(Date of filing)

The state is authorized to issue bonds in the amount of \$1,000,000.

The bonds shall be issued in the name of the State of Illinois.

The bonds shall be payable to the order of the Treasurer of the State of Illinois.

The bonds shall be subject to the provisions of the Act of the General Assembly.

The bonds shall be sold at public sale.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold on the 15th day of the month of January.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

The bonds shall be sold at the office of the Treasurer of the State of Illinois.

Law Office
MARCUS, FISHER & ASSOCIATES, LTD.
Suite 225
30 South La Salle Street
Chicago, Illinois 60603

89339928

Property of Cook County Clerk's Office

UNOFFICIAL COPY

3 2 9 9 3 3 6 6 8

MANNER

_____ The CME Club Incorporated

_____ Chicago Mercantile Exchange

NAME OF CORPORATION

- (Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)
- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
 - B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
 - C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
 - D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

5. The plan of reorganization merger 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:

89339928

Cook County Clerk's Office

UNOFFICIAL COPY

TO THE CLERK OF COURT
COUNTY OF COOK, ILLINOIS
IN RE: [Illegible]

[Illegible text]

1. Offices
MARCUS, ESSEX & ASSOCIATES, LTD.
Suite 325
39 South LaSalle Street
Chicago, Illinois 60604

Property of Cook County Clerk's Office

- 6. (Not applicable if surviving or new corporation is an Illinois corporation)
 - a. The surviving or new corporation be served with process in this State in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
 - b. The Secretary of State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

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 therein are true.

Dated June 30, 1989

attested by Max J. Solomon, Assistant Secretary
 (Signature of Secretary or Assistant Secretary)
 (Type or Print Name and Title)

by William J. Brodsky, President
 (Signature of President or Vice President)
 (Type or Print Name and Title)

Chicago Mercantile Exchange
 (Exact Name of Corporation)

attested by Susan Schultz, Secretary
 (Signature of Secretary or Assistant Secretary)
 (Type or Print Name and Title)

by William J. Brodsky, President
 (Signature of President or Vice President)
 (Type or Print Name and Title)

The CME Club Incorporated
 (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)

893339928

Cook County Clerk's Office

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Offices
MARCUS, ESSEX & ASSOCIATES, LTD.
Suite 325
39 South La Salle Street
Chicago, Illinois 60603

File No. _____

ARTICLES OF MERGER,
OR CONSOLIDATION

under the

GENERAL NOT FOR PROFIT
CORPORATION ACT

CORPORATION ACT

Filing Fee \$25.00

FILED

JUL 14 1989

JIM EDGAR

Secretary of State

RETURN TO:

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

UNOFFICIAL COPY

Property of Cook County Clerk's Office

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 07-14-89 BY SP-10/STP/STP

82668888

UNOFFICIAL COPY

FILED

DEPARTMENT OF DISPS
JIM ENGVR
JAN 17 1988

Property of Cook County Clerk's Office

Law Office
MARTIN, ESSER & ASSOCIATES, LTD.
Suite 325
39 South LaSalle Street
Chicago, Illinois 60603

PLAN OF MERGER

This Plan of Merger dated June 7, 1989 is entered into by and between the Chicago Mercantile Exchange and The CME Club Incorporated (such Corporations being hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH

Whereas the Chicago Mercantile Exchange is a Corporation duly organized and existing under the General Not For Profit Corporation Act of the State of Illinois, having been incorporated on February 5, 1898, and having members who are entitled to vote on this Plan of Merger; and

Whereas, The CME Club Incorporated is a corporation duly organized and existing under the General Not For Profit Corporation Act of the State of Illinois, having been incorporated on July 8, 1982, and having members who are entitled to vote on this Plan of Merger; and

Whereas, the Board of Governors of the Chicago Mercantile Exchange and the Board of Directors of The CME Club Incorporated deem it advisable and for the best interests of said Corporations that The CME Club Incorporated be merged with and into the Chicago Mercantile Exchange as the surviving Corporation as authorized by the statutes of the State of Illinois under and pursuant to the terms and conditions hereinafter set forth; and

83339925

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Offices
MARCUS, BONES & ASSOCIATES, LTD.
Suite 225
39 South LaSalle Street
Chicago, Illinois 60603

UNOFFICIAL COPY

8 9 3 3 9 9 2 3

Whereas, since the members of the Chicago Mercantile Exchange and The CME Club Incorporated are identical, the membership of The CME Club Incorporated will be merged into the membership of the Chicago Mercantile Exchange so that The CME Club Incorporated membership will be terminated and only the Chicago Mercantile Exchange membership will remain after the merger;

Now, therefore, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of this Plan by the requisite vote of the members of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

Article I

MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereinafter defined, The CME Club Incorporated shall be merged with and into the Chicago Mercantile Exchange, which is hereby designated as the "Surviving Corporation", which shall not be a new corporation, which shall continue its corporate existence as the Chicago Mercantile Exchange to be governed by the laws of the State of Illinois,

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Offices
MARC S. ESSES & ASSOCIATES, LTD.
Suite 825
89 South LaSalle Street
Chicago, Illinois 60603

which shall continue to be so named and which shall maintain a registered office in the State of Illinois.

Article II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Date:

(1) The Constituent Corporations shall be a single corporation, which shall be the Chicago Mercantile Exchange, the Corporation designated herein as the Surviving Corporation.

(2) The separate existence of The CME Club Incorporated shall cease.

(3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; all rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, and all other things belonging to each Constituent Corporation shall be vested in and become the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Offices
MARCUS, ESCH & ASSOCIATES, LTD.
Suite 325
39 South LaSalle Street
Chicago, Illinois 60603

UNOFFICIAL COPY

8 9 3 3 9 9 2 3

either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the 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. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(4) All corporate acts, plans, policies, contracts, approvals and authorizations of The CME Club Incorporated and its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to The CME Club Incorporated.

(5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they,

UNOFFICIAL COPY

IN RE: [Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

[Illegible]

Property of Cook County Clerk's Office

Law Offices
MARCUS, ESSES & ASSOCIATES, LTD.
Suite 325
39 South LaSalle Street
Chicago, Illinois 60603

respectively, are carried on the books of the Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(b) The Board of Governors and the Officers of the Chicago Mercantile Exchange as of the Effective Date shall be unchanged as a result of the merger.

Article III

MANNER OF CONVERTING MEMBERSHIPS

Since the membership of each Constituent Corporation is identical, each membership in The CME Club Incorporated will merge into the Chicago Mercantile Exchange membership with The CME Club Incorporated membership being terminated. The membership of the Chicago Mercantile Exchange will be unchanged as a result of the merger.

Article IV

CERTIFICATE OF INCORPORATION AND BY-LAWS

(a) The Certificate of Incorporation of the Chicago Mercantile Exchange as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

59339928

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Offices
MARCUS, ESSES & ASSOCIATES, LTD.
Suite 325
37 South LaSalle Street
Chicago, Illinois 60603

(b) The By-laws of the Chicago Mercantile Exchange as existing and constituted immediately prior to the Effective Date shall, upon the merge becoming effective, be and constitute the By-laws of the Surviving Corporation until amended in the manner provided by law.

Article V

OTHER PROVISIONS WITH RESPECT TO MERGER

(a) This Plan shall be submitted to the members of each Constituent Corporation as provided by the applicable laws of the State of Illinois. After the approval or adoption thereof by the members of each Constituent Corporation in accordance with the requirements of the laws of the State of Illinois, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the State of Illinois.

(b) Anything to the contrary herein notwithstanding, if the Board of Governors of the Chicago Mercantile Exchange, or the Board of Directors of The CME Club Incorporated, should determine either before or after the meeting of the members of the respective corporations called to vote on the adoption or rejection of this Plan of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents, or the members of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board may abandon

59339928

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Offices
MARCUS, ESSES & ASSOCIATES, LTD.
Suite 325
39 South LaSalle Street
Chicago, Illinois 60603

the merger by directing the officers of the corporations to refrain from executing or filing this Plan of Merger, and thereupon this agreement shall be void and of no effect.

Article VI

APPROVAL AND EFFECTIVE TIME OF THE MERGER

(a) The merger shall become effective when all the following actions shall have been taken:

(1) this Plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the Illinois General Not For Profit Act of 1986; and

(2) Articles of Merger (with this Plan attached as part thereof), setting forth the information required by, and executed and verified in accordance with, the Illinois General Not For Profit Act of 1986, shall be filed in the office of the Secretary of State of the State of Illinois, (the date at which the Secretary of State issues a Certificate of Merger shall be referred to as the "Effective Date").

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(c) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Illinois.

89339925

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Law Office
MARCUS, ESSES & ASSOCIATES, LTD.
Suite 322
39 South LaSalle Street
Chicago, Illinois 60603

UNOFFICIAL COPY

8 9 3 3 9 9 2 3

(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

In witness whereof, the parties have hereunto set their hands and seals this 7th day of June, 1989.

CHICAGO MERCANTILE EXCHANGE

By: William J. Sweeney

ATTEST:

Max J. Johnson
Assistant Secretary

ILLINOIS NOTARY PUBLIC

THE CME CLUB INCORPORATED

By: William J. Sweeney

ATTEST:

Susan M. Schultz
Secretary

DEPT-01 \$23.50
TRAN 1150 07/25/89 12:01:00
42444 C * 89-339928
COOK COUNTY RECORDER

89339928

\$23.00
incl.

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Mail To:

Law Office
MARCUS, EDI & ASSOCIATES, LTD.
Suite 825
89 South La Salle Street
Chicago, Illinois 60603

