File Number 5854021315 1378 Box 179 (mvs)

89351378

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

DEPT-01 RECORDING $13.00
T#2222 TRAN 6027 08/01/89 11:40:00
#4012 # B *-89-351378
COOK COUNTY RECORDER

-89-351378

Whereas, ARTICLES OF MERGER OF

COLUMBIA HOLDINGS OF ILLINOIS, 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* 25th *day of* JULY *A.D. 1989 and of the Independence of the United States the two hundred and* 14th.

Jim Edgar
SECRETARY OF STATE

$18.00

89351378

C-212

BCA-11.25/11.30 (*Rev. Jul. 1984*)

8 9 3 5 1 3 7 8

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 7/25/89

Filing Fee $ 100.00

Clerk

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 merge / consolidate / exchange shares, and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Columbia Holdings, Inc.	Illinois
Columbia Holdings of Illinois, Inc.	Illinois

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 surviving / ~~new~~ / ~~acquiring~~ corporation is Columbia Holdings of Illinois, Inc. and it shall be governed by the laws of Illinois

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

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

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5. The plan of ~~consolidation~~ merger ~~exchange~~ 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)

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 voted in favor of the action taken. (§ 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
Columbia Holdings	☐	☐	☒
Columbia Holdings of Illinois, Inc.	☐	☐	☒
	☐	☐	☐
	☐	☐	☐
	☐	☐	☐

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.

AGREEMENT AND PLAN OF MERGER
OF
COLUMBIA HOLDINGS, INC.
AND
COLUMBIA HOLDINGS OF ILLINOIS, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of June 28, 1989, by and between Columbia Holdings, Inc., an Illinois corporation ("CH"), and Columbia Holdings of Illinois, Inc., an Illinois corporation ("CH of Illinois"),

W I T N E S S E T H:

WHEREAS, CH is a corporation duly organized and existing under Illinois law;

WHEREAS, CH of Illinois is a corporation duly organized and existing under Illinois law;

WHEREAS, the aggregate number of shares of capital stock that CH has authority to issue is 100 shares of Common Stock, without par value (the "CH Common Stock"), of which 10 shares are issued and outstanding.

WHEREAS, the aggregate number of shares of capital stock that CH of Illinois has authority to issue is 100 shares of Common Stock, without par value (the "CH of Illinois Common Stock"), of which 10 shares are issued and outstanding; and

WHEREAS, the Boards of Directors of CH and CH of Illinois have each adopted this Agreement and determined that it is desirable and to the benefit and welfare of their respective corporations that CH be merged with and into CH of Illinois under and pursuant to the provisions of the Illinois Business Corporation Act of 1983 (the "Illinois BCA"), and approved such merger on and subject to the terms and conditions set forth herein;

NOW THEREFORE, in consideration of the premises and the mutual agreements and benefits herein set forth and hereby provided, CH and CH of Illinois agree as follows:

§ 1.
The Merger

At and as of the Effective Time (defined in § 3 below) CH shall be merged with and into CH of Illinois (the "Merger"), whereupon:

(a) the separate existence of CH shall cease and CH and CH of Illinois (hereinafter sometimes together called the "Constituent Corporations") shall be a single corporation which shall be CH of Illinois as the surviving corporation continuing to be called "Columbia Holdings of Illinois, Inc." (hereinafter sometimes called the "Surviving Corporation");

(b) the Surviving Corporation shall then and thereafter possess all of the rights, privileges, immunities and franchises, as well of a public and of a private nature, of each of the Constituent Corporations; 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 each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger;

(c) the Surviving Corporation shall then and thereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any existing claim action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, and the Surviving Corporation may be substituted in the place of either; and neither the rights of creditors or any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger;

(d) the Articles of Incorporation of CH of Illinois as then in effect shall be and constitute the Articles of Incorporation of the Surviving Corporation until amended or changed in accordance with Illinois law;

(e) the By-Laws of CH of Illinois as then in effect shall be and constitute the By-Laws of the Surviving Corporation until amended, changed or repealed; and

(f) the directors and officers of CH of Illinois then in office shall be and constitute the directors and officers of the Surviving Corporation until their respective successors shall have been elected and have qualified or until their earlier resignation; removal or replacement.

§ 2.

Conversion of Shares

Also at and as of the Effective Time:

(a) Each and all of the shares of the CH Common Stock issued and outstanding of CH shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be cancelled and retired; no cash, property, or securities shall be issued in respect thereof; and all rights with respect thereto shall cease.*

(b) Each of the shares of the CH of Illinois Common Stock shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be converted into and deemed to constitute one fully paid and non-assessable share of Common Stock, without par value, of the Surviving Corporation. Then-outstanding certificates representing shares of CH of Illinois Common Stock shall then and thereafter represent the same number of shares of Common Stock of the Surviving Corporation, and the holder or holders thereof shall have the same rights as such holder would have had if such certificates had been issued at the Effective Time by the Surviving Corporation.

§ 3.

Shareholder Approval; Articles of Merger; Effective Date

CH recites, represents and warrants that this Agreement and the consummation by CH of the plan of merger set forth herein have been duly authorized and approved by the shareholders of CH in accordance with the Illinois BCA.

CH of Illinois recites, represents and warrants that this Agreement and the consummation by CH of Illinois of the plan of merger set forth herein have been duly authorized and approved by the shareholders of CH of Illinois in accordance with the Illinois BCA.

CH and CH of Illinois jointly recite that they have, concurrently with their execution of this Agreement, executed separate Articles of Merger (the "Articles of Merger") utilizing Form BCA-11.25/11.30 of the Secretary of State of Illinois.

CH and CH of Illinois parties will as soon as practicable file such Articles of Merger with the Secretary of State of Illinois in accordance with the Illinois BCA and the merger

*Each sonstituent corporation is owned by the same sole shareholder.

shall be deemed effective (the "Effective Time") as of 12:01 A.M. on July 10, 1989, or (if later) the date on which the Secretary of State shall issue a certificate of merger for the Merger in accordance with the Illinois BCA.

§ 4.

Further Assurances

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other agreements are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of CH, the officers and directors of CH in office immediately prior to the Effective Time shall in the name of such corporation execute and deliver all such property or rights in the Surviving Corporation and otherwise carry out the provisions of this Agreement, and the officers and directors of the Surviving Corporation are authorized in the name of CH, CH of Illinois or otherwise to take any and all such action.

IN WITNESS WHEREOF, CH and CH of Illinois have executed, delivered and sealed this Agreement on and as of the date first above written.

CH Inc.

Attest:

By: _____

Its: _____

Corporate Secretary

CH of Illinois INC.

Attest:

By: _____

Its: _____

Corporate Secretary

1239t(2)

7. (Complete this item if reporting a merger under § 11.30 — 90% owned subsidiary provisions.)

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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 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 28, 19 89 — Columbia Holdings, Inc.
(Exact Name of Corporation)

attested by [signature] (Signature of Secretary or Assistant Secretary) — by [signature] (Signature of President or Vice President)

(Type or Print Name and Title) — Gerald J. Kostelny - President (Type or Print Name and Title)

Dated June 28, 19 89 — Columbia Holdings of Illinois, Inc.
(Exact Name of Corporation)

attested by [signature] (Signature of Secretary or Assistant Secretary) — by [signature] (Signature of President or Vice President)

(Type or Print Name and Title) — Gerald J. Kostelny - 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-11.25/11.30

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

JUL 25 1989

JIM EDGAR
Secretary of State

RETURN TO:

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

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