

UNOFFICIAL COPY

RETURN TO: SUZANNE M. KNOLL  
LEVENFELD, EISENBERG ET AL  
33 W. MONROE, 21ST FLOOR  
CHICAGO, IL 60603

File Number 5469\_690 61

90519390

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



90519390

**Whereas,** ARTICLES OF MERGER OF  
ARPAC CORP.

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.

DEPT-01 RECORDING 20.25  
#6161 # -90-519390  
14111 TRAN 9045 10/24/90 09:51:00  
COOK COUNTY RECORDER

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 voice to  
be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 22ND  
day of OCTOBER AD 19 90 and  
of the Independence of the United States  
the two hundred and 15TH

*Jim Edgar*  
SECRETARY OF STATE

20 2/1

90519390

UNOFFICIAL COPY

Property of Cook County Clerk's Office

90519380

90519380

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	10/22/90
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~~ <sup>merge</sup> ~~exchange~~ <sup>merge</sup> and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Arpac Corp.	Illinois
Amsler Corporation	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 ~~new~~ <sup>surviving</sup> corporation is Arpac Corp. and it shall be governed by the laws of Illinois

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

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

See EXHIBIT "A" attached hereto and incorporated herein by this reference.

90519390

# UNOFFICIAL COPY

It is agreed that, upon and after the issuance of a certificate of merger, the plan of merger shall be in full force and effect as if it had been approved 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 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.

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

<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 checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	Arpa Corp.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	Transfer 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 having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders of in- holders entitled to vote on the action, articles of incorporation voted in favor of the action taken, notice in accordance with § 7.10, (§ 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 of in- holders entitled to vote on the action, articles of incorporation voted in accordance with § 7.10 & § 11.20.

(Only "X" one box for each corporation)

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

06361506

merger exchange

# UNOFFICIAL COPY

9 0 5 1 9 3 9 0

EXHIBIT A

900907-01/SAR  
AMLER/ARPAC MERGER  
9/10/90

PLAN AND AGREEMENT  
OF  
MERGER

---

Pursuant to Section 11.05 of the  
Illinois Business Corporation Act of 1983

---

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into this 10th day of September, 1990, by and between ARPAC CORP., a corporation of the State of Illinois ("Arpac"), and AMSLER CORPORATION, a corporation of the State of Illinois ("Amsler") (Arpac and Amsler are sometimes hereinafter collectively referred to as the "Constituent Corporations").

WHEREAS, the registered office of Arpac is at 33 West Monroe Street, 21st Floor, in the City of Chicago, County of Cook, State of Illinois, and Michael J. Tuchman is the registered agent therein, upon whom process against Arpac may be served within said state; and

WHEREAS, the registered office of Amsler is at 33 West Monroe Street, 21st Floor, in the City of Chicago, County of Cook, State of Illinois, and Michael J. Tuchman is the registered agent therein, upon whom process against Amsler may be served within said state; and

WHEREAS, Arpac was heretofore incorporated under the laws of the State of Illinois, its Articles of Incorporation having been filed in the office of the Secretary of State of Illinois on the 11th day of June, 1987; and

WHEREAS, Amsler was heretofore incorporated under the laws of the State of Illinois, its Articles of Incorporation having been filed in the office of the Secretary of State of Illinois on the 16th day of February, 1990; and

WHEREAS, Arpac has an authorized capital consisting of 5,000,000 shares of no par value class A common stock, of which

90519390

UNOFFICIAL COPY

Property of Cook County Clerk's Office

0000000000

# UNOFFICIAL COPY

9 0 5 1 9 3 9 0

500 shares are issued and outstanding, and owned as follows:

Arpac Revocable Trust	475 Shares
Clive Kabatznik	25 Shares

WHEREAS, Amsler has an authorized capital consisting of 10,000 shares of no par value common stock, of which 100 shares are issued and outstanding, and owned as follows:

Arpac Revocable Trust	95 Shares
Clive Kabatznik	5 Shares

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable, and in the best business interests of each Constituent Corporation, to reduce operating costs and facilitate operating efficiencies, and otherwise 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 Illinois Business Corporation Act of 1983;

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 the Illinois Business Corporation Act of 1983, that Amsler is hereby merged into Arpac ("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:

## ARTICLE I

Amsler shall be and is hereby merged into Arpac pursuant to Section 11.05 of the Illinois Business Corporation Act of 1983, and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II

The name of the surviving corporation is Arpac Corp., and its Articles of Incorporation shall be the Articles of Incorporation of the surviving corporation.

## ARTICLE III

The manner of converting the shares of common stock of the



# UNOFFICIAL COPY

9 0 5 1 9 3 9 0

Constituent Corporations is as follows:

(a) Shareholders of Amsler shall, upon the effective date of the Merger, surrender all of their shares of Amsler stock which shall thereupon be cancelled; and

(b) Each shareholder of Arpac shall continue to own the shares of Class A common stock in Arpac that it now owns, which shares shall evidence its ownership of the surviving corporation, subject to the terms of all restrictions and agreements now or at any time hereafter in effect.

## ARTICLE IV

The corporate name, identity, existence, franchises, rights and immunities of Arpac shall continue unaffected and unimpaired. The Articles of Incorporation of Arpac 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 Arpac shall be the By-Laws of the surviving corporation until duly changed or amended.

## ARTICLE V

At any time prior to the filing of this Agreement with the Secretary of State of Illinois, 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 and at the time prescribed by such statutes, and all rights at any time conferred upon the shareholders of the surviving corporation by this Agreement are granted subject to the provisions of this Article V. 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 VI

(a) Upon the consummation of the Merger hereby provided for, all and every singular rights, privileges, powers, and franchises, and all and every other interest of each of the Constituent Corporations, and the parties hereto, shall be thereafter as fully and effectually the property of Arpac as though they were the property of each of the Constituent Corporations; 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, shall not be in any way impaired by reason of the Merger, and all debts, liabilities and duties of Amsler



UNOFFICIAL COPY

Property of Cook County Clerk's Office

000000000000

# UNOFFICIAL COPY

9 0 5 1 9 3 9 0

shall become the debts, liabilities and duties of 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.

(b) If at any time Arpac 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 Amsler, said Amsler, and/or Arpac 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 Arpac and otherwise to carry out the purposes of this Agreement.

## ARTICLE VII

The present Board of Directors of Arpac shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until their successors have been elected and qualified. All persons who as of the effective date of the Merger shall be executive or administrative officers of Arpac shall remain as officers of the surviving corporation until the Board of Directors of Arpac shall determine otherwise. The Board of Directors of Arpac may elect or appoint additional officers as it deems necessary.

## ARTICLE VIII

This Agreement shall be adopted and executed by each of said Constituent Corporations in accordance with the provisions of the Illinois Business Corporation Act of 1983 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 Illinois Business Corporation Act of 1983.

## ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned have executed this

UNOFFICIAL COPY

10/10/10  
10/10/10  
10/10/10

Property of Cook County Clerk's Office

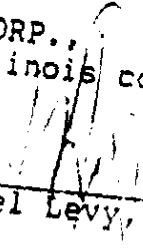
10/10/10

# UNOFFICIAL COPY


9 5 5 1 9 3 9 0

Agreement as of the day and year first written.


ARPAC CORP.,  
an Illinois corporation

By:   
Michael Levy, President

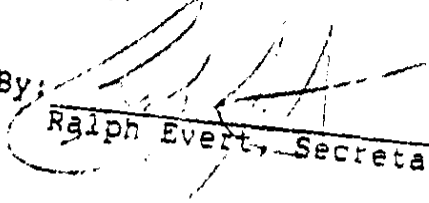
Attest:

By:   
Ralph Evert, Secretary

AMSLEK CORPORATION,  
an Illinois corporation

By:   
Michael Levy, President

Attest:

By:   
Ralph Evert, Secretary

Property of Cook County Clerk's Office

90519390

UNOFFICIAL COPY

Property of Cook County Clerk's Office

11/10/2011 10:03

# UNOFFICIAL COPY

7. (Complete this item if reporting a merger of subsidiary corporations.)

- 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 September 5, 19 90

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Ralph Evert, Secretary  
(Type or Print Name and Title)

Arpac Corp.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)  
Michael Levy, President  
(Type or Print Name and Title)

Dated September 5, 19 90

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Ralph Evert, Secretary  
(Type or Print Name and Title)

Amsler Corporation  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)  
Michael Levy, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_

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

\_\_\_\_\_  
(Exact Name of Corporation)

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

00261906

# UNOFFICIAL COPY

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**

OCT 2 2 1990

JIM EDGAR

Secretary of State

**RETURN TO:**

**SEE FRONT**

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

Property of Cook County Clerk's Office