



DEPT-91 RECORDING \$23.00
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#9614 #M *-90-543995
COOK COUNTY RECORDER

Whereas, ARTICLES OF MERGER OF

AMERICAN TARA CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA 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.

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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 thereto set my hand and voice to*

be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 31st

day of OCTOBER AD 19⁹⁰ and

of the Independence of the United States

the two hundred and 15th

Jim Edgar
SECRETARY OF STATE

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ARTICLES OF MERGER OF AMERICAN TARA CORPORATION WITH AND INTO AMERICAN TARA CORPORATION

I.

The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan"), under which American Tara Corporation, an Illinois corporation ("American Tara"), shall merge with and into American Tara Corporation, a Georgia corporation (the "Company"), with the Company to be the surviving corporation of the merger and to operate under the corporate name "American Tara Corporation," was duly approved by the unanimous written consent of the members of the Board of Directors and the sole shareholder of the Company on October 31, 1990.

II.

The Plan was duly approved by the Board of Directors of American Tara on March 20, 1990, and adopted at a meeting of the shareholders of American Tara held on September 7, 1990, by the affirmative vote of the holders of outstanding shares having not less than the minimum number of votes necessary to adopt such Plan, as provided by the Articles of Incorporation of American Tara and the Illinois Business Corporation Act.

III.

The Company agrees that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Illinois: (a) the Company, as the surviving corporation, may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of American Tara and in any proceeding for the enforcement of the rights of any dissenting shareholder of American Tara under the laws of the State of Illinois against the Company; (b) the Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the Company to accept service of process in any such proceedings; and (c) the Company will promptly pay to the dissenting shareholders of American Tara the amount, if any, to which they shall be entitled under the provisions of the Illinois Business Corporation Act with respect to the rights of dissenting shareholders.

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IV.

The merger shall be effective on October 31, 1990.

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v.

These articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same set of articles.

IN WITNESS WHEREOF, American Tara and the Company have caused these Articles of Merger to be executed by their duly authorized officers this 31st day of October, 1990.

AMERICAN TARA CORPORATION,
AN ILLINOIS CORPORATION

By: *R. Bridell*
Robert J. Bridell
Chairman of the Board

Attest:

By: *Marcelene F. Fulton*
Marcelene F. Fulton, Secretary

AMERICAN TARA CORPORATION,
A GEORGIA CORPORATION

By: *R. Bridell*
Robert J. Bridell, Chairman of
the Board

Attest:

By: *Marcelene F. Fulton*
Marcelene F. Fulton, Secretary

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of this 31st day of October, 1990 (the "Agreement"), by and between American Tara Corporation, an Illinois corporation (the "Merging Corporation"), and American Tara Corporation, a Georgia corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the Merging Corporation is a corporation duly organized and validly existing under the laws of the State of Illinois;

WHEREAS, the Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Georgia;

WHEREAS, the Merging Corporation is owned by shareholders holding in the aggregate One Million Two Hundred Eighty-three Thousand Six Hundred Ninety-seven (1,283,697) shares of ten cent (\$0.10) par value common stock and the Surviving Corporation is a wholly-owned subsidiary of the Merging Corporation.

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem it advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that the Merging Corporation merge with and into the Surviving Corporation, with the Surviving Corporation to be the surviving corporation of the merger as a Georgia corporation and to continue the business of the Constituent Corporations after the merger is effective under the name "American Tara Corporation"; and

WHEREAS, the Boards of Directors and shareholders of each of the Constituent Corporations have approved the Agreement and the merger contemplated herein pursuant to the applicable sections of the Georgia Business Corporation Code and the Illinois Business Corporation Act;

NOW, THEREFORE, in consideration of the above premises and of the mutual agreements and covenants hereinafter contained, it is hereby agreed by the parties hereto, subject to the conditions hereinafter set forth, that the Merging Corporation be merged

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with and into the Surviving Corporation, the corporate existence of which shall be continued as a Georgia corporation under the name of "American Tara Corporation" and thereafter the individual existence of the Merging Corporation shall cease. Further, the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of dealing with the shares of each of the Constituent Corporations are and shall be as follows:

1.

The designation and number of outstanding shares of each class and series of stock for each of the Constituent Corporations are as follows:

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- (a) The Merging Corporation has authorized capital consisting of three million (3,000,000) shares of ten cent (\$0.10) par value common stock, one million two hundred eighty-three thousand six hundred ninety-seven (1,283,697) of which are outstanding. Such common stock is vested with all of the voting rights in the Merging Corporation.
- (b) The Surviving Corporation has authorized capital consisting of three million (3,000,000) shares of one cent (\$0.01) par value common stock, one (1) of which is outstanding. Such common stock is vested with all of the voting rights in the Surviving Corporation.

2.

The merger herein contemplated shall be effective on October 31, 1990 (the "Effective Date").

3.

The manner and basis of converting the outstanding capital stock of the Merging Corporation into stock of the Surviving Corporation upon the Effective Date shall be as follows:

From and after the Effective Date hereof, the shares of the ten cent (\$0.10) par value common shares outstanding of the Merging Corporation (except the 299,045 shares held by shareholders who properly exercised any appraisal rights under the Illinois Business Corporation Act (the "Dissenting Shares")) shall be automatically converted into Nine Hundred Eighty-four Thousand Six Hundred Fifty-two (984,652) shares of the common stock of the Surviving Corporation, and each holder of record of shares of the ten cent (\$0.10) par value common stock of the Merging

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Corporation (except for holders of the Dissenting Shares) shall be entitled upon presentation and surrender to the Surviving Corporation of the certificates representing such shares to receive in exchange therefor certificates representing shares of the common stock of the Surviving Corporation in the ratio of one (1) share each of the common stock of the Surviving Corporation for each share of the ten cent (\$0.10) par value common stock of the Merging Corporation held by such holder. Notwithstanding that the certificates evidencing any shares of the ten cent (\$0.10) par value common stock of the Merging Corporation shall not have been surrendered and until the same have been surrendered, each such unsurrendered certificate (other than certificates for Dissenting Shares) shall be deemed to represent the number of shares of common stock of the Surviving Corporation to which the holder thereof would be entitled upon surrender. All shares of common stock of the Surviving Corporation issued and outstanding prior to the Effective Date shall be cancelled and restored to the status of authorized but unissued common stock of the Surviving Corporation. The Surviving Corporation will promptly pay to the holders of Dissenting Shares the amount, if any, to which they are entitled under the provisions of the Illinois Business Corporation Act with respect to the rights of dissenting shareholders, and such Dissenting Shares shall then be cancelled and restored to the status of authorized but unissued common stock of the Merging Corporation.

4.

From and after the Effective Date, the Articles of Incorporation of the Merging Corporation shall be deemed repealed and the Articles of Incorporation of the Surviving Corporation, which shall not be altered or amended as a result of the merger, shall continue in effect until the same shall be further altered, amended or repealed as therein provided or as provided by law.

5.

From and after the Effective Date, the By-Laws of the Merging Corporation shall be deemed repealed. The By-Laws of the Surviving Corporation shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

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6.

Upon the Effective Date, the directors and officers of the Surviving Corporation shall be as follows:

<u>Name of Director</u>	<u>Address</u>
Albert M. Bridell	2265 Gulf Drive, Apt. 240E Sanibel, Florida 33957
Robert J. Bridell	5667 New Peachtree Road Atlanta, Georgia 30341
Lorraine B. Clark	1759 We-go Trail Deerfield, Illinois 60015
Jessamine B. Scheele	625 Ridgewood Drive West LaFayette, Indiana 47906
Robert A. Slad	5667 New Peachtree Road Atlanta, Georgia 30341

<u>Names of Officers</u>	<u>Office</u>	<u>Address</u>
Robert J. Bridell	Chairman of Board/ Chief Executive Officer	5667 New Peachtree Road Atlanta, Georgia 30341
Robert A. Slad	President	5667 New Peachtree Road Atlanta, Georgia 30341
Marcelene F. Fulton	Secretary	5667 New Peachtree Road Atlanta, Georgia 30341
Susan A. Brown	Treasurer	5667 New Peachtree Road Atlanta, Georgia 30341

Said persons shall hold office until the next annual meeting of the shareholders and directors of the Surviving Corporation and until their respective successors are elected or appointed in accordance with the By-Laws of the Surviving Corporation.

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7.

Upon the Effective Date, all of the authorized, issued and outstanding shares of the Merging Corporation shall be cancelled. The authorized, issued and outstanding shares of the Surviving Corporation shall not be affected, except as set forth in this Agreement by the merger of the Constituent Corporations hereunder, and shall continue in effect until otherwise altered as provided by law.

8.

Upon the Effective Date, the separate existence of the Merging Corporation shall cease, and in accordance with the terms of this Agreement the Surviving Corporation shall possess all the rights, privileges, immunities, purposes and franchises, of a public as well as of a private nature, of the Merging Corporation, and all property, real, personal and mixed, tangible and intangible, all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation, and any claim existing or action or proceeding pending may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

9.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the Merging Corporation, the proper officers and directors of the Merging 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 Agreement.

10.

With respect to all leases and other agreements, instruments or obligations under which any of the Constituent Corporations are obligated to obtain a consent prior to the merger herein contemplated

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or in order to comply with the conditions thereof, or to vest the respective interest(s) herein in the Surviving Corporation, the Constituent Corporations shall each exercise all reasonable efforts to obtain such consent(s) prior to the Effective Date.

11.

From the date of this Agreement until the Effective Date or until the abandonment of the merger pursuant to the provisions hereof, the Constituent Corporations shall continue to conduct their respective businesses in the ordinary course and neither of the Constituent Corporations shall, without the prior written consent of the other, engage in any transaction or incur any obligations except in the ordinary course of business or as otherwise authorized by this Agreement.

12.

Anything herein to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time prior to the date of filing by mutual consent of the Board of Directors of each of the Constituent Corporations, expressed in an instrument in writing signed on behalf of each by its Chairman and its Secretary.

13.

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall be deemed one and the same Agreement.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed on its respective behalf and the foregoing attested by its respective duly authorized officers, as of the date hereinabove first written.

SURVIVING CORPORATION:

AMERICAN TARA CORPORATION

By: _____
Robert J. Bridell, Chairman

Attest: _____
Marcelene F. Fulton, Secretary

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MERGING CORPORATION:

AMERICAN TARA CORPORATION

By: _____
Robert J. Bridell, Chairman

Attest: _____
Marcelene F. Fulton, Secretary

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Marcelene F. Fulton, Secretary of the Merging Corporation, certify that the shareholders of the Surviving Corporation and the Surviving Corporation have approved the Merging Corporation and the Surviving Corporation Agreement.

Marcelene F. Fulton, Secretary

Sworn to and subscribed
before me this _____ day
of _____, 1990.

Notary Public

My Commission Expires: _____

Exact Date of Execution
by Notary Public:

[AFFIX NOTARIAL SEAL]

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FILED

OCT 13 1 1990
JIM EDGAR
Secretary of State