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File Number 550-388-4 7 5 4

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SEAL OF THE SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE



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Whereas, ARTICLES OF MERGER OF

ALLIED DIE CASTING AND MANUFACTURING CO., 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 have set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 28th day of September 10 19 90 and of the Independence of the United States the two hundred and 15th

Jim Edgar
SECRETARY OF STATE

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PAID

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

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, ~~Consolidation, Exchange~~ (Strike inapplicable words)

1. The names of the corporations proposing to merge ~~XXXXXXXXXX~~ and the State or Country of their incorporation, are:

Allied Die Casting and Manufacturing Co., Inc.	Illinois
All-Star Die Casting, Inc.	Illinois
Imperial Die Casting, Corp.	South Carolina

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 ~~XXXXXX~~ surviving corporation is Allied Die Casting and Manufacturing Co., Inc. and it shall be governed by the laws of Illinois.

4. The plan of ~~XXXXXXXXXX~~ merger is as follows: See Exhibit "A" attached ~~XXXXXXXXXX~~.

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 9/28/90
 Filing Fee \$ 150.00
 Clerk

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It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange 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 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 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. ~~(The following provisions shall apply to all Illinois corporations)~~

Name of 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 type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 of ALL the shareholders who have voted in favor of the action, not consented in writing having been given notice in accordance with § 11.20 and § 11.20 of the Illinois Business Corporation Act of 1983.

5. The plan of merger was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state in which it is organized, and (b) as to each corporation organized in Illinois, in compliance with the following provisions which apply to all Illinois corporations:

XXXXXX

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7 (Complete this item if reporting a merger under § 17.03 - 90% owner subsidiary provisions.)

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	
	Class	Number	Number	Percentage
All-Star Die Casting, Inc.	Common	2100	2100	(100%)
Imperial Die Casting, Corp.	Common	745	745	(100%)

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: _____ 19 _____ Applied Die Casting and Manufacturing Co., Inc.

attested by _____ by _____
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
 Edw. L. Sylvestrak, Sec. Robert C. Marconi, President
 (Type or Print Name and Title) (Type or Print Name and Title)

Dated: _____ 19 _____ All-Star Die Casting, Inc.
 attested by _____ by _____
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
 Edw. L. Sylvestrak, Sec. Robert C. Marconi, President
 (Type or Print Name and Title) (Type or Print Name and Title)

Dated: _____ 19 _____ Imperial Die Casting, Corp.
 attested by _____ by _____
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
 Edw. L. Sylvestrak, Sec. Robert C. Marconi, 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

SEP 28 1990

JIM EDGAR
Secretary of State

RETURN TO:

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

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EXHIBIT A

Pursuant to the terms of the Plan of Merger adopted by Resolution of the Board of Directors of Allied Die Casting and Manufacturing Co., Inc. (the "Parent Corporation"), each of its wholly owned subsidiaries, All-Star Die Casting, Inc. and Imperial Die Casting, Corp. (individually the "Subsidiary Corporation" and collectively the "Subsidiary Corporations") will be merged with and into the Parent Corporation with the Parent Corporation as the Survivor. The Articles of Incorporation and By-Laws of the Parent Corporation as in effect prior to the mergers shall be the Articles of Incorporation and By-Laws of the surviving corporation following the mergers. The Directors and Officers of the surviving Parent Corporation immediately prior to the mergers shall be the Directors and Officers of the surviving Parent Corporation following the mergers, until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and By-Laws of the surviving Parent Corporation.

The outstanding shares of capital stock of each of the Subsidiary Corporations shall be cancelled and extinguished. The surviving Parent Corporation shall receive as its sole compensation for said shares all of the assets of each of the Subsidiary Corporations in kind. No other consideration shall be received by the surviving Parent Corporation.

The shares of the Parent Corporation issued and outstanding prior to the mergers shall be the shares of the surviving Parent Corporation issued and outstanding thereafter.

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STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of six pages, as taken from the original on file in this office.



Jim Edgar

Jim Edgar
Secretary of State

DATED: Apr. 13, 1990

BY: Andrew Thomas

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