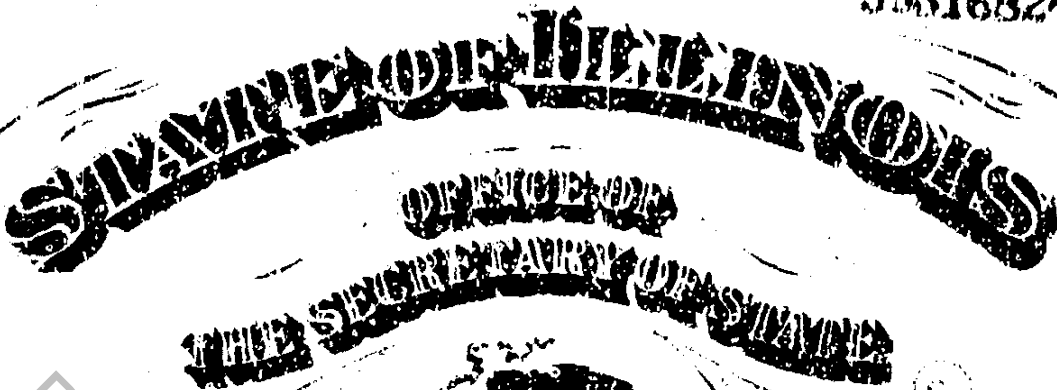


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File Number 90-316822

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DEPT-01 RECORDING #21.00
787777 TRAN 6735 07/02/90 16:22:00
98619 F *-90-316822
COOK COUNTY RECORDER

**Whereas, ARTICLES OF MERGER OF
CERNICLIA CO.**

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 seal to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 29th
day of JUNE AD 19 90 and
of the Independence of the United States
the two hundred and 14th*

Jim Edgar
SECRETARY OF STATE

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BCA-112541.30 (Rev. Jul. 1984)

Submit in Duplicate

Send payments 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 \$30 for each additional corporation

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File # 5429-815-6

File Given to: Use By	Secretary of State
Date	6/21/90
Filing Fee is	\$100.00
Clerk	H.C.

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

The names of the corporations proposing to ~~consolidate~~ ^{merge} and the state or Country of their corporation, are:

Name of Corporation	State or Country of incorporation
<u>Cerniglia Co.</u>	<u>Illinois</u>
<u>Sam Cerniglia Trucking Co.</u>	<u>Delaware</u>
<u>Cerniglia Leasing Co.</u>	<u>Delaware</u>

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~~ ^{surviving} corporation is Cerniglia Co. and it shall be governed by the laws of Illinois ~~acquiring~~

4. The plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

If not sufficient space to cover this point, add own or such change of this size

See attached

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N/A

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 re-organized corporation may be deemed to have succeeded to the rights and obligations of the corporation which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of any obligation or contract 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 designated shareholders of any non-organized corporation 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)

Name of Corporation	N/A
_____	<input type="checkbox"/>
_____	<input type="checkbox"/>
_____	<input type="checkbox"/>
_____	<input type="checkbox"/>
_____	<input type="checkbox"/>
_____	<input type="checkbox"/>

By the shareholders, a meeting of the board of directors having been duly adopted and recorded to a vote of a majority of the number of shares of the corporation, not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have been given notice in accordance with § 7.10 & § 11.20) (5 11.20)

(Only "X" use box for each corporation)

(The following items are not applicable to merger under § 11.30 — 100% owned subsidiary provisions, per Article 7.)

5. The form of 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:

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(Complete this form if preparing a merger under § 11.02 - 90, merged subsidiary provisions.)

8. 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
<u>Sea Carmiglia Trucking Co.</u>	100 Common Stock; 150 Preferred Stock	100 Common Stock; 150 Preferred Stock
<u>Carmiglia Leasing Co.</u>	100 Common Stock; 100 Preferred Stock	100 Common Stock; 100 Preferred Stock
_____	_____	_____
_____	_____	_____

6. 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 June 19, 1990

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" no 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 July 1, 1990

Carmiglia Co.

attested by Frances Napolitano
(Signature of Secretary or Assistant Secretary)
Frances Napolitano
 Assistant Secretary
(Type or Print Name and Title)

Louis D. Napolitano
(Signature of President or Vice President)
Louis D. Napolitano
 President
(Type or Print Name and Title)

Dated July 1, 1990

Sea Carmiglia Trucking Co.

attested by Frances Napolitano
(Signature of Secretary or Assistant Secretary)
Frances Napolitano
 Secretary
(Type or Print Name and Title)

Louis D. Napolitano
(Signature of President or Vice President)
Louis D. Napolitano
 President
(Type or Print Name and Title)

Dated July 1, 1990

Carmiglia Leasing Co.

attested by Frances Napolitano
(Signature of Secretary or Assistant Secretary)
Frances Napolitano
 Secretary
(Type or Print Name and Title)

Louis D. Napolitano
(Signature of President or Vice President)
Louis D. Napolitano
 President
(Type or Print Name and Title)

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File No. _____

**ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE**

Filing fee \$100.00. Ltd. if a merger of a corporation of more than two corporations, \$50 for each additional corporation.

FILED

JUN 29 1990

JULIE BOGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6661

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated this 23rd day of June, 1990, by and among CERNIGLIA CO., an Illinois corporation ("Cerniglia"), SAN CERNIGLIA TRUCKING CO., a Delaware corporation ("Trucking") and CERNIGLIA LEASING CO., a Delaware corporation ("Leasing") (collectively, the "Corporations").

W I T N E S S E T H:

WHEREAS, Trucking and Leasing are wholly owned subsidiaries of Cerniglia, and deem it advisable, in order to simplify and consolidate the operations of the Corporations and to provide for various economies of operation, that the businesses of the Corporations be carried on by a single corporation;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, the parties hereto agree as follows:

1. MERGER AND SURVIVING CORPORATION. Pursuant to Section 11 of the Illinois Business Corporation Act of 1983, as amended, ("IBCA") and Section 252 of the Delaware General Corporation Law, Trucking and Leasing shall merge with and into Cerniglia effective July 1, 1990 (the "Effective Date"). Upon the mergers becoming effective, the separate existence of Trucking and Leasing shall cease, except insofar as such existence may be continued by statute, and Cerniglia shall continue thereafter as the surviving corporation ("Surviving Corporation"), existing by virtue of and governed by the IBCA.

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3. NAME AND IDENTITY. The corporate name, identity, existence, purposes and powers of Carniglia shall continue after the Effective Date as the corporate name, identity, existence, purposes and powers of the Surviving Corporation, unaffected and unimpaired by the mergers.

4. RIGHTS AND DUTIES. From and after the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, claims, causes of action, franchises and immunities and all assets and property, whether tangible, intangible, real, personal or mixed, formerly owned or possessed by Trucking or Leasing or in which Trucking or Leasing have any interest; all debts due to Trucking or Leasing on whatever account, and all and every other interest of, belonging to or due to Trucking or Leasing, shall be deemed to be granted and transferred to and vested in Carniglia without further act or deed; and the title to all real estate or any other interest in property vested in Trucking or Leasing shall not revert or in any way be impaired by reason of the mergers. The Surviving Corporation shall, from and after the Effective Date, be responsible and liable for all of the liabilities and obligations of Trucking or Leasing, both existing and contingent. Any claim existing or action or proceeding pending by or against Trucking or Leasing may be prosecuted to judgment as if the mergers have not taken place, or the Surviving Corporation

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may be substituted in their place, and neither the rights of creditors nor any liens upon the property of Trucking or Leasing shall be impaired by the mergers.

4. ARTICLES OF INCORPORATION. The Articles of Incorporation of Carniglia in effect immediately prior to the Effective Date shall remain in effect after the mergers as the Articles of Incorporation of the Surviving Corporation, unless and until such Articles of Incorporation are further altered or amended.

5. BY-LAWS. The By-Laws of Carniglia in effect immediately prior to the Effective Date shall remain in effect after the mergers as the By-Laws of the Surviving Corporation unless and until such By-Laws are further altered or amended.

6. OFFICERS AND DIRECTORS. The officers and directors of Carniglia immediately prior to the Effective Date shall remain in office after the mergers as the officers and directors of the Surviving Corporation until their respective successors shall have been duly elected and qualified, as provided in the By-Laws.

7. DURATION. The duration of the Surviving Corporation shall remain perpetual.

8. OUTSTANDING STOCK. On the Effective Date of the mergers, all of the 100 shares of common stock (\$100 par value) and the 150 shares of preferred stock (\$100 par value) of Trucking and all of the 100 shares of common stock (\$400 par value) and the 100 shares of preferred stock (\$600 par value) of Leasing which shall be

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issued and outstanding just prior to the Effective Date shall be surrendered for cancellation to the Secretary of the Surviving Corporation and the same shall be cancelled and no shares of the Surviving Corporation shall be issued therefor since all said cancelled shares are owned by the Surviving Corporation. All of the 500 shares of common no par value stock of Cerniglia which shall be issued and outstanding just prior to the Effective Date shall, upon said Effective Date, be and remain issued and outstanding as the shares of the stock of the Surviving Corporation.

9. FURTHER ACTS AND FILINGS. Before, during and after the Effective Date, the Corporations shall do all acts and make all filings necessary and appropriate to effectuate the provisions of this Plan and Agreement of Merger and to consummate the mergers contemplated herein and, may do all other acts incident to the mergers as they shall deem appropriate.

10. TERMINATION. This Plan and Agreement of Merger and the transactions contemplated herein may be terminated by action by the Board of Directors of Trucking, by the Board of Directors of Leasing or by the Board of Directors of Cerniglia at any time prior to the filing of Articles of Merger with respect thereto with the

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Secretary of State of Illinois.

11. **HEARINGS.** The headings of paragraphs have been inserted for convenience only, and shall have no bearing on the interpretation or meaning of the language therein contained.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be executed and delivered by their duly authorized officers as of the day and year first above written.

ATTEST:

By: Francesca Napoleone
Title: Secretary

SAM CERNIGLIA TRUCKING CO.

By: Samuel D. Napoleone
Title: President

ATTEST:

By: Francesca Napoleone
Title: Secretary

CERNIGLIA LEASING CO.

By: Samuel D. Napoleone
Title: President

ATTEST:

By: Francesca Napoleone
Title: Assistant Secretary

CERNIGLIA CO.

By: Samuel D. Napoleone
Title: President

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Box 244

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