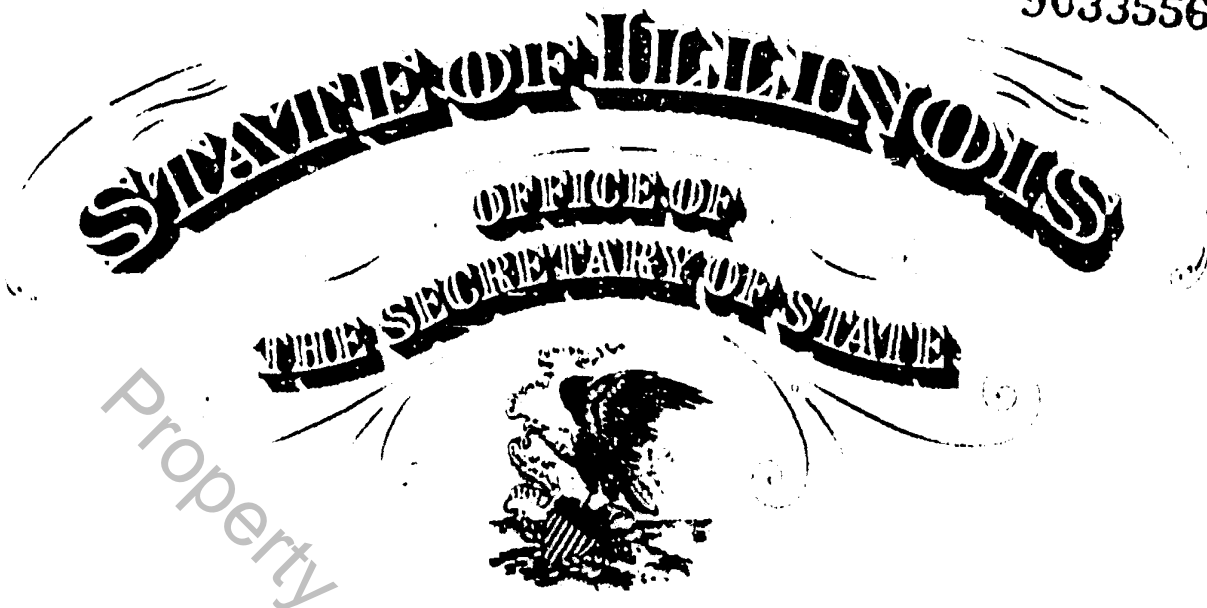


90335567



Whereas, ARTICLES OF MERGER OF
 FACTORY CARE OUTLET OF AMERICA LTD.
 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 29TH day of JUNE AD 1990 and of the Independence of the United States the two hundred and 14TH.

Jim Edgar
 SECRETARY OF STATE

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11/11/2011

11/11/2011

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BCA-11.25 (Rev. Jul. 1984)

File # 5398-040-6

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 6-29-90

Filing Fee \$ 650.00

Clerk HC

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~~ ^{merge}, and the State or Country of their incorporation are:

Name of Corporation	State or Country of Incorporation
SEE EXHIBIT 1 ATTACHED HERETO	

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 Factory Club Outlet of America Ltd. and it shall be governed by the laws of Illinois

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

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

SEE EXHIBIT 2 ATTACHED HERETO.

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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
SEE EXHIBIT 4 ATTACHED HERETO.		

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 N/A, 19 .
 THERE ARE NO SHAREHOLDERS OF THE MERGING SUBSIDIARY CORPORATIONS OTHER THAN THE PARENT CORPORATION.
 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 June 8, 1990

attested by *Carol A. Travis, Secy*
(Signature of Secretary or Assistant Secretary)
CAROL A. TRAVIS Secretary
(Type or Print Name and Title)

FACTORY OUTLET OF AMERICA LTD.

(Exact Name of Corporation)
 by *J. Bayard Kelly Pres*
(Signature of President or Vice President)
J. BAYARD KELLY President
(Type or Print Name and Title)

Dated _____, 19____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

Dated _____, 19____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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File No.

ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations, \$60 for each additional corporation

FILED

JUN 29 1990

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6861

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Exhibit 2
to Factory Card Outlet
Articles of Merger, Consolidation, Exchange

The plan of merger is as follows:

THE AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of June 30, 1990, by and among Factory Card Outlet of America Ltd., an Illinois corporation ("FCOA"), and Factory Card Outlet of Beloit Corp., an Illinois corporation ("FCO Beloit"), Factory Card Outlet of Bloomingdale Corp., an Illinois corporation ("FCO Bloomingdale"), Factory Card Outlet of Buffalo Grove Corp., an Illinois corporation ("FCO Bloomingdale"), Factory Card Outlet of Darien Corp., an Illinois corporation ("FCO Darien"), Factory Card Outlet of Evanston Corp., an Illinois corporation ("FCO Evanston"), Factory Card Outlet of Merrillville Corp., an Illinois corporation ("FCO Merrillville"), Factory Card Outlet of Niles Corp., an Illinois corporation ("FCO Niles"), Factory Card Outlet of North Park Corp., an Illinois corporation ("FCO North Park"), Factory Card Outlet of Rolling Meadows Corp., an Illinois corporation ("FCO Rolling Meadows"), Factory Card Outlet of St. Charles Corp., an Illinois corporation ("FCO St. Charles"), Factory Card Outlet of Tinley Park Corp., an Illinois corporation ("FCO Tinley Park"), and Factory Card Outlet of Villa Park Corp., an Illinois corporation ("FCO Villa Park").

The aggregate number of shares of capital stock that each of FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park has authority to issue is 100,000 shares of Common Stock, without par value (the "Common Stock of each subsidiary") of which 2,500 shares are issued and outstanding with respect to each such subsidiary corporation of FCOA.

1. The Merger. At and as of the Effective Time, July 1, 1990, each of FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park shall be merged with and into FCOA (the "Merger"), whereupon:

(a) The separate existence of each of FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park shall cease and FCOA, FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling

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Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park (hereinafter sometimes together called the "Constituent Corporations") shall be a single corporation which shall be FCOA as the surviving corporation, continuing to be called "Factory Card Outlet of America Ltd." (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 invested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in any 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 any 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 nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

(d) The Articles of Incorporation of FCOA 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 FCOA 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 FCOA 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.

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2. Conversion of Shares. Also at and as of the Effective Time:

(a) Each and all of the shares of the Common Stock of each subsidiary issued and either outstanding or held in the treasury of any such corporation 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 FCOA 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 nonassessable share of Common Stock, without par value, of the Surviving Corporation. Then outstanding certificates representing shares of FCOA 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.

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Exhibit 3
to Factory Card Outlet
Articles of Merger, Consolidation, Exchange

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

By written consent of the Board of Directors of the parent corporation, Factory Card Outlet of America Ltd., approving the plan of merger of each of its subsidiary corporations, Factory Card Outlet of Beloit Corp., Factory Card Outlet of Bloomington Corp., Factory Card Outlet of Buffalo Grove Corp., Factory Card Outlet of Darien Corp., Factory Card Outlet of Evanston Corp., Factory Card Outlet of Merrillville Corp., Factory Card Outlet of Niles Corp., Factory Card Outlet of North Park Corp., Factory Card Outlet of Rolling Meadows Corp., Factory Card Outlet of St. Charles Corp., Factory Card Outlet of Tinley Park Corp., Factory Card Outlet of Villa Park Corp., of which it holds 100% of all classes of stock of each such corporation, and each of which subsidiaries is solvent, in accordance with \$8.45 and \$11.30.

Cook County Clerk's Office

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Exhibit 4
to Factory Card Outlet
Articles of Merger, Consolidation, Exchange

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding of Each Class</u>	<u>Number of Shares of Each Class Owned Immediately Prior to Merger by Parent Corporation</u>
Factory Card Outlet of America Ltd.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Beloit Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Bloomingdale Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Buffalo Grove Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Darien Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Evanston Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Merrillville Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Niles Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of North Park Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Rolling Meadows Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of St. Charles Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Tinley Park Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet of Villa Park Corp.	Common - 2,500 shares	2,500 shares

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After recording, please return to:

Box 298

Walter M. Piecewicz, Esq.
Peterson, Ross, Schloerb & Seidel
200 East Randolph Drive
Suite 7300
Chicago, IL 60601-6969

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