

91400369

SEAL OF THE OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

91400369

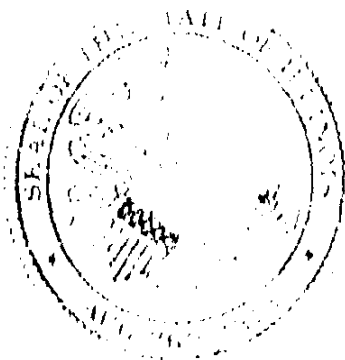
Whereas, ARTICLES OF MERGER OF

HAUGE EVANGELICAL LUTHERAN CHURCH

INCORPORATED UNDER THE LAWS OF THE STATE OF Illinois HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, George H. Ryan, 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 26th day of June, A.D. 1991, and of the Independence of the United States the two hundred and 15th



George H. Ryan SECRETARY OF STATE

PLEASE MAIL TO: Walter C. Rasmussen 444 Skokie Road #302 Wilmette, IL 60091

# UNOFFICIAL COPY

NFP-111.25  
(Rev Jan. 1991)

GEORGE H. RYAN  
Secretary of State  
State of Illinois

File # 5625-389-8

This Space For Use By Secretary of State	
Date	6/26/91
Filing Fee	\$ 2500
Approved	<i>[Signature]</i>

Submit in Duplicate

Remit payment in check or money  
order, payable to "Secretary of  
State."

## ARTICLES OF MERGER OR CONSOLIDATION

DO NOT SEND CASH!

Filing Fee \$25.00

under the  
General Not For Profit Corporation Act

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby adopt the following Articles of Merger ~~or Consolidation~~. (Strike inapplicable word.)

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation
HAUGE EVANGELICAL LUTHERAN CHURCH	ILLINOIS
SAIN'T MARY'S LUTHERAN CHURCH OF NORTH HUMBOLDT PARK	ILLINOIS

DEPT-01 RECORDING \$17.29  
 T#3333 TRAN 7104 08/07/91 15:48:00  
 #7607 # C \*-91-400369  
 COOK COUNTY RECORDER

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~new~~ <sup>surviving</sup> corporation: SAIN'T MARY'S HOPE LUTHERAN CHURCH

and it shall be governed by the laws of: ILLINOIS

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

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

4.1 In and for the plan of merger ("this Plan") --  
"St. Mary's" means said Saint Mary's Lutheran Church of North Humboldt Park, (File No. 5366-469-5), a corporation organized under The General Not For Profit Corporation Act of 1986 ("the Act").

"Hauge" means said Hauge Evangelical Lutheran Church (File No. 5625-385-8), a corporation organized under the Act.

"effective date" means the effective date of the merger between St. Mary's and Hauge, that is, February 15, 1991, or a subsequent date not later than June 30, 1991, when Articles of Merger are filed by the Secretary of State of the State of Illinois.

"constituent corporation" means either St. Mary's or Hauge, and "constituent corporations" means both said constituent corporations.

(see Attached Sheet "A")

91400369

91400369

1729

FORM NFP-111.25

File No. \_\_\_\_\_

ARTICLES OF MERGER,  
OR CONSOLIDATION

under the

GENERAL NOT FOR PROFIT  
CORPORATION ACT

Filing Fee \$25.00

**FILED**  
JUN 26 1991  
GEORGE H. RYAN  
SECRETARY OF STATE

RETURN TO:

Department of Business Services  
Secretary of State  
Springfield, Illinois 62756  
Telephone (217) 782-9921

Property of Cook County Clerk's Office  
31403369

# UNOFFICIAL COPY 0369

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

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

Property of Cook County

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated June 15, 19 91

attested by Esther M. Masted  
(Signature of Secretary or Assistant Secretary)

ESTHER MASTED, SECRETARY  
(Type or Print Name and Title)

Dated June 18, 19 91

attested by Juana Cosme  
(Signature of Secretary or Assistant Secretary)

JUANA COSME, SECRETARY  
(Type or Print Name and Title)

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

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

HAUGE EVANGELICAL LUTHERAN CHURCH

(Exact Name of Corporation)  
by Ruben Damm  
(Signature of President or Vice President)

RUBEN DAMM, PRESIDENT  
(Type or Print Name and Title)

SAINT MARY'S LUTHERAN CHURCH OF NORTH HUMBOLDT PARK  
(Exact Name of Corporation)

by Lucia Rosado  
(Signature of President or Vice President)

LUCIA ROSADO, PRESIDENT  
(Type or Print Name and Title)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

91400369

UNOFFICIAL COPY

Property of Cook County Clerk's Office

91400389

merger

5. The plan of ~~XXXXXXX~~ 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:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

HAUGE EVANGELICAL LUTHERAN CHURCH

SAINT MARY'S LUTHERAN CHURCH OF

NORTH HUMBOLDT PARK

C

C

# UNOFFICIAL COPY

Attached Sheet "A"

## 4.2 Generally, under this Plan --

- (a) St. Mary's shall be merged into Hauge.
- (b) Hauge shall be the surviving corporation of said merger.
- (c) Upon said merger becoming effective, the surviving corporation shall change its name to "Saint Mary's Hope Lutheran Church".
- (d) The specific purposes for which the surviving corporation is organized are religious purposes, as a congregation of and in accordance with the Constitution and polity of the Evangelical Lutheran Church in America.
- (e) The address of the surviving corporation's registered office shall be  
3600 West Wabansia Street,  
Chicago, Illinois 60647,  
and the name of its registered agent at that office shall be  
Walter Christoph Kamm.
- (f) The respective memberships, parochial records, assets, and financial affairs, and all other rights, proprietary interests, and matters comprising the constituent corporations shall be consolidated and, as consolidated, shall accrue only to the surviving corporation and for the specific purposes of the surviving corporation, and, the surviving corporation shall assume, as by assignment, outstanding liabilities, if any, of St. Mary's.
- (g) The surviving corporation shall have a board of directors (called the "Congregation Council") of which the members are suitably representative of the respective memberships of the constituent corporations.

## 4.3 Subject to the Act, after the effective date (unless sooner accomplished) --

- (a) the constituent corporations shall execute or cause to be executed such documents as the surviving corporation deems necessary or appropriate to confirm ownership or title of assets, rights, proprietary interests and other matters in the surviving corporation including, in particular, that St. Mary's shall convey to the surviving corporation the real estate known as 1666 North Richmond Street, Chicago, Illinois (PIN 13-36-328-014-0000).
- (b) the officers and directors of constituent corporations shall and will do all acts and things necessary or appropriate to effect this Plan as the surviving corporation may reasonably request.
- (c) the surviving corporation may identify itself by an expression such as "(formerly Hauge)" or "(antes Hauge)", and may amend its organizational documents (including its Constitution, By-Laws and Articles of Incorporation) in any respect that it deems necessary or appropriate to effect the Plan.

## 4.4 Subject to the Act, the separate existence of St. Mary's shall cease, provided the corporate existence of St. Mary's shall continue for purposes of --

- (a) filing a tax return and report, if any, that St. Mary's may be required to file with a governmental authority.
- (b) complying with a covenant or condition in a loan agreement or mortgage or requiring maintenance of the corporate existence of St. Mary's.
- (c) receiving a devise, bequest, gift or grant as contained in any will or other instrument made to St. Mary's before or after said merger becomes effective which, otherwise, would not accrue to the surviving corporation.

91400369