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SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



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Whereas,

ARTICLES OF MERGER OF
FOXMEYER DRUG COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF KANSAS 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, 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 have set my hand and cause to

be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 3rd

day of SEPTEMBER A.D. 19 91 and

of the Independence of the United States

the two hundred and 16th



George H. Ryan
SECRETARY OF STATE

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Form **BCA-11.25**

(Rev. Jan. 1991)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File #

George H. Ryan
Secretary of State
Department of business Services
Springfield, IL 62756
Telephone (217)782-6961

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or con-
solidation of more than 2 corporations,
\$50 for each additional corporation.

FILED

SEP 3 - 1991

GEORGE H. RYAN
SECRETARY OF STATE

Date 9/3/91
Filing Fee \$ 100.00
Approved: HR

1. Names of the corporations proposing to merge and the state of country of their incorporation:

Name of Corporation

State or Country of Incorporation

Retail Financing and Development Corporation

Illinois

FoxMeyer Drug Company

Kansas

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

3. (a) Name of the surviving corporation: FoxMeyer Drug Company

(b) it shall be governed by the laws of: Kansas

4. Plan of merger is as follows: Attached as Appendix A

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

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merger

5. Plan of consolidation exchange was approved, 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:

(The following items are not applicable to mergers under § 11.30-90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

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 voted in favor of the action taken.
(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>			
_____	<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"/>

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, consolidation or exchange by the Secretary of State of the 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 the 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
- c. 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.

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BOX 170

PLAN OF MERGER ADOPTED
BY THE BOARD OF DIRECTORS OF
FOXMEYER DRUG COMPANY
ON AUGUST 21, 1991

RESOLVED, that FoxMeyer Drug Company (the "Corporation") shall cause Retail Financing and Development Corporation, an Illinois corporation and a direct wholly-owned subsidiary of the Corporation ("Retail"), to merge (the "Merger") with and into it, and that the Merger be, and the same hereby is, authorized and approved; and further

RESOLVED, that the Merger is intended to be a complete liquidation of Retail within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended; and further

RESOLVED, that the terms and conditions of the Merger are as follows:

1. The separate corporate existence of Retail shall cease upon the effectiveness of the Merger;
2. The Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of the Corporation with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected and unimpaired by the Merger;

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3. The Surviving Corporation shall assume all of the liabilities and obligations of Retail upon the effectiveness of the Merger;

4. The Articles of Incorporation and By-laws of the Corporation, as in effect immediately prior to the effectiveness of the Merger, shall be the Articles of Incorporation and By-laws of the Surviving Corporation and shall continue in full force and effect until further amended or restated in the manner prescribed by the provisions of the General Corporation Code of the State of Kansas;

5. The directors and officers of the Corporation immediately prior to the effectiveness of the Merger shall be the directors and officers of the Surviving Corporation and shall hold such positions as provided in the By-laws of the Surviving Corporation; and

6. Upon the effectiveness of the Merger, each of the issued shares of common stock of Retail shall be surrendered and extinguished and each of the issued shares of common stock of the Corporation shall remain issued and each certificate therefor shall continue to evidence the same number of shares of common stock of the Surviving Corporation.

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7. (Complete this item if reporting a merger under § 11.30-90% owned 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 Share Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>Retail Financing and Development Corporation</u>	<u>10,000</u>	<u>10,000</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- 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.)

8. 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 August 21, 1991 FOXMEYER DRUG COMPANY
(Exact Name of Corporation)

attested by Leonard Benjamin by Lawrence J. Pilon
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Leonard Benjamin, Asst. Secretary Lawrence J. Pilon, Senior V.P.
(Type or Print Name and Title) (Type or Print Name and Title)

Dated _____, 19__ _____
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

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

Dated _____, 19__ _____
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

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

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