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File Number 5805-970-8 91544988

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



DEPT-01 RECORDINGS \$20.00
T#8888 TRAN 9730 10/18/91 13.49.00
#2054 # F *-91-544988
COOK COUNTY RECORDER

Whereas, ARTICLES OF MERGER OF SWANNE HAYDEN CONNELL 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, 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 22ND day of MAY A.D. 19 91 and of the Independence of the United States the two hundred and 15TH



George H. Ryan
SECRETARY OF STATE

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COOK COUNTY CLERK'S OFFICE
100 N. LAUREL ST. CHICAGO, IL 60602
TEL: 312.603.1000 FAX: 312.603.1001
WWW.COOKCOUNTYCLERK.COM

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BCA-11.25/11.30 (Rev. Jul. 1984)

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Submit in Duplicate

~~JIM EDGAR~~
Secretary of State
State of Illinois

| | |
|---|-------------------|
| This Space for Use By Secretary of State | |
| Date | 5/22/91 |
| Filing Fee \$ | 100 ⁰⁰ |
| Clerk | He |

Remit payment in check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

Filing Fee is \$100, but if merger or con-
solidation of more than 2 corporations
\$50 for each additional corporation.

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)

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

| Name of Corporation | State or Country of Incorporation |
|---|-----------------------------------|
| <u>Swanke Hayden Connell Ltd.</u> | <u>Illinois</u> |
| <u>SHC Architectural & Design Services Ltd.</u> | <u>Delaware</u> |

2 The laws of the State or Country under which each corporation is incorporated permit such merger, consolida-
tion or exchange.

3 The name of the ~~new~~ ^{surviving} corporation is Swanke Hayden Connell Ltd.
~~acquiring~~ and it shall be governed by the laws of Delaware

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 ATTACHED PLAN DESCRIPTION

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**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.

PLANK HAYDEN CONNELL LTD.

and

**SHQ ARCHITECTURAL & DESIGN
SERVICES LTD.**

FILED

MAY 2 1991

**GEORGE H. RYAN
SECRETARY OF STATE**

RETURN TO:

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

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RECEIVED

MAY 10 1991

ROEMER & FEATHER STONHAUGH, P.C.

RECEIVED

MAY 31 1991

ROEMER & FEATHER STONHAUGH, P.C.

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merger
consolidation-

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5 The plan 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:

(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. (§ 11.20)

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

Name of Corporation

Swanke Hayden Connell Lco.

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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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 Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--|--|
| | | |
| | | |
| | | |
| | | |
| | | |

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," 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 stockholders 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 4/29 1991 attested by Edward S. Connell, Secretary
 (Signature of Secretary or Assistant Secretary)
 by Richard S. Hayden, President
 (Signature of President or Vice President)
Swanke Hayden Connell Ltd.
 (Exact Name of Corporation)

Dated 4/29 1991 attested by Edward S. Connell, Secretary
 (Signature of Secretary or Assistant Secretary)
 by Richard S. Hayden, President
 (Signature of President or Vice President)
SHC Architectural & Design Services, Ltd.
 (Exact Name of Corporation)

Dated _____ 19__ attested by _____
 (Signature of Secretary or Assistant Secretary)
 by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

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DESCRIPTION OF

PLAN OF MERGER

OF

SWANKE HAYDEN CONNELL LTD.
(an Illinois Corporation)

INTO

SHC ARCHITECTURAL AND DESIGN SERVICES LTD.,
(a Delaware Corporation)

FIRST: (a) The name of each constituent corporation is
as follows:

SWANKE HAYDEN CONNELL LTD., an Illinois
Corporation (hereinafter designated as
"SHCL"
and as the "merged corporation"

SHC ARCHITECTURAL AND DESIGN SERVICES LTD., a Delaware
Corporation (hereinafter designated as
"SHC A&D (Del.)"
and as the "surviving corporation"

(b) SHCL is a corporation duly organized and
existing under the laws of Illinois, having been incorporated
thereunder on April 14, 1983. SHC A&D (Del.) is a corporation
organized and existing under the laws of the State of Delaware,
having been incorporated thereunder on June 12, 1989.

(c) The name of the surviving corporation is SHC
A&D (Del.) and following the merger its name shall be SWANKE
HAYDEN CONNELL LTD. In order to perfect the merger, the
Certificate of Incorporation of SHC A&D (Del.) is amended by
striking all of Article FIRST substituting the following:

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FIRST: The name of the corporation is Swanke Hayden Connell Ltd."

SECOND: As to each constituent corporation the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are as follows:

| Corporation | Shares Authorized in Each Series or Class | Number of Shares Issued and Outstanding | Number of Outstanding Shares Entitled to Vote |
|----------------|---|---|---|
| SHCL | 100,000 Common Class A (No par) | 10,000 | 10,000 |
| " | 100,000 Common Class B (No par) | 0 | Non-voting |
| SHC A&D (Del.) | 100,000 Common Class A Common (No par) | 1 | 1 |
| " | 100,000 Common Class B (No par) | 0 | Non-voting |

THIRD: The terms and conditions of the merger, including the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation, are as follows:

1. On the effective date of the merger, all of the rights, privileges, powers, and franchises and all of the property, real, personal and mixed, of SHCL shall become vested in and be held, possessed and enjoyed by SHC A&D (Del.) fully and entirely and without change or diminution. SHC A&D (Del.) shall assume all of the obligations of SHCL.

2. There is presently one outstanding share of stock of SHC A&D (Del.) which has never done business anywhere. The holder of that share of stock is the attorney for SHC A&D and he holds the share solely for the purpose, pending the effectiveness of the merger, of permitting him to take any action required by shareholders. It is the intention of the shareholders of SHCL

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and of the sole shareholder of SHC A&D (Del.) that upon the consummation of the merger, the surviving corporation shall be owned by the shareholders of SHCL in the same percentages as they now hold the shares of SHCL. To achieve that, the share of stock of SHC A&D (Del.) which is outstanding immediately prior to the effective date of the merger shall be surrendered and extinguished. All shares of treasury stock of SHCL shall revert to the status of unissued shares as of the date of the merger.

3. Each share of Class A Common Stock (No par value) of SHCL which shall be issued and outstanding immediately prior to the effective date of the merger shall be converted into one issued and outstanding share of the Class A Common Stock (No par value) of SHC A&D (Del.); and on the effective date of the merger, the holders of all of said issued and outstanding shares of SHCL shall automatically be and become holders of shares of SHC A&D (Del.) upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

4. Upon the effective date of the merger, each holder of record of an outstanding certificate or certificates theretofore representing stock of SHCL may surrender the same to SHC A&D (Del.) and such holder shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates representing an equal number of shares of stock of SHC A&D (Del.). Until so surrendered, each outstanding certificate which prior to the effective date of the merger represented one or more shares of stock of SHCL shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of stock of SHC A&D (Del.).

5. Upon the effective date of the merger, the certificate of incorporation and the by-laws of SHC A&D (Del.) shall be and remain the certificate of incorporation and the by-laws of the surviving corporation except as otherwise amended by this agreement.

6. Upon the effective date of the merger, the members of the Board of Directors and officers of SHC A&D (Del.) shall become the members of the Board of Directors and the corresponding officers of the surviving corporation.

7. All corporate acts, plans, policies, approvals and authorizations of the merged corporation, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as they were on the merged corporation. Without limiting the foregoing, all pension and profit-sharing and employee benefit plans of the merged corporation, all as amended and in effect immediately prior to

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The undersigned, Clerk of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

In witness whereof, I have hereunto set my hand and the seal of said County at Chicago, Illinois, this _____ day of _____, 19____.

Clerk of Cook County, Illinois

Notary Public for Cook County, Illinois

Notary Public for Cook County, Illinois

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the merger becoming effective, and any and all outstanding rights thereunder, shall be continued by the surviving corporation, which shall be substituted for the merged corporation. The merger shall not effect any other change in such plans or rights. The employees of the merged corporation shall be entitled to the same rights and benefits they enjoyed as employees of the merged corporation. It is intended that the transaction described herein will qualify as a reorganization within the definition of Clause (F) of section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

8. This merger shall be fully authorized in accordance with the provisions of the Illinois Business Corporation Act and in accordance with the provisions of the Delaware Corporation Law. All necessary acts shall be performed by the officers and directors of each constituent corporation to effectuate the merger.

9. The fact that the name of SHC A&D (Del.) shall be changed by amendment of its Certificate of Incorporation prior to the effective date of this merger shall not affect this merger.

10. SHC A&D (Del.) agrees that, subject to the provisions of Paragraph 11.35 of the Illinois Business Corporation Act, it will promptly pay to the shareholders of the merged corporation the amount, if any, to which they may be entitled under the provisions of the Illinois Business Corporation Act relating to the right of shareholders to receive payment for their shares.

11. The merger shall become effective in the State of Illinois immediately upon the filing of Articles of Merger with the Secretary of State of Illinois.

Clerk's Office

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