

91648700

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, ARTICLES OF MERGER OF
HYSAN CORPORATION

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.

COOK COUNTY CLERK'S OFFICE

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 5th
day of December 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

FILED
DEC 5 - 1991
GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

12/5/91

Filing Fee

\$

100⁰⁰

Approved:

[Signature]

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

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
Hysan Corporation	Illinois
Institutional Labs, Inc.	Illinois

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} ~~new~~ _{acquiring} corporation: Hysan Corporation

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

4. Plan of ^{merger} ~~consolidation~~ _{exchange} is as follows:

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

(See Exhibit "A" attached hereto and made a part hereof)

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RECORDING DESK
BOX 170

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Handwritten initials/signature

(Type or Print Name and Title) _____

(Signature of President or Vice President)

(Signature of Secretary or Assistant Secretary)

by

attested by

(Exact Name of Corporation)

Dated _____, 19__

(Type or Print Name and Title)

Walter H. Heckelmann, President

William J. Ayers, Asst. Secretary

(Signature of President or Vice President)

(Signature of Secretary or Assistant Secretary)

by

attested by

(Exact Name of Corporation)

Dated November 27, 1991

(Type or Print Name and Title)

Walter H. Heckelmann, President

(Type or Print Name and Title)

Michael R. Kaiser, Secretary

(Signature of President or Vice President)

(Signature of Secretary or Assistant Secretary)

by

attested by

(Exact Name of Corporation)

Dated November 27, 1991

Hysan Corporation

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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.

(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.)

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

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__ N/A

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
Institutional Labs, Inc.	1000 Common	1000 Common
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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:

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

-91-648700

DEPT-01 \$17.00
12/17/91 10:14:00
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COOK COUNTY RECORDER

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5. Plan of consolidation 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. Shareholders who have voted in favor of the action taken.

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

Name of Corporation	<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"/>
_____	<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 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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EXHIBIT A

PLAN OF MERGER

1. Pursuant to the provisions of the Business Corporation Law of the State of Illinois, Institutional Labs, Inc. ("Institutional"), an Illinois corporation and a wholly owned subsidiary of Hysan Corporation ("Hysan"), an Illinois corporation will be merged with and into Hysan, which corporations are sometimes hereinafter collectively called the "Constituent Corporations". Hysan shall be the surviving corporation (the "Surviving Corporation") and shall continue to be named Hysan Corporation.
2. At the Effective Time (as hereinafter defined):
 - (a) The separate existence and corporate organization of Institutional, insofar as it may be continued by operation of law, shall be terminated and cease;
 - (b) The officers and directors of the Surviving Corporation shall be the officers and directors of Hysan immediately prior to the Effective Time;
 - (c) The Bylaws of the Surviving Corporation shall be the Bylaws of Hysan as in effect immediately prior to the Effective Time;
 - (d) The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Hysan as in effect immediately prior to the Effective Time;
 - (e) Each share of the Common Stock, \$1.00 par value, of Hysan issued and outstanding immediately prior to the Effective Time shall be converted into one share of Common Stock, \$1.00 par value of the Surviving Corporation;
 - (f) Each share of the Common Stock, \$1.00 par value, of Institutional issued and outstanding immediately prior to the Effective Time (all of which are owned by Hysan) shall be cancelled.
3. At the Effective Time, the rights, privileges, powers and franchises, both of a public as well as a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all the restrictions, disabilities and duties of or upon each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of each of, and all debts due to any of, the Constituent Corporations on whatever account, and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectively the property of the Surviving Corporation as they were of the constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. From time to time and as and when requested by the Surviving Corporation, or by its successors or assigns, to the extent permitted by law, the officers and directors of Institutional and the officers and directors of the Surviving Corporation, are fully authorized in the name of Institutional or otherwise

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to execute and deliver all such deeds, assignments, confirmations, assurances and other instruments and to take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, confirm in or assure the Surviving Corporation title to and possession of all of said property rights, privileges, powers and franchises and otherwise to carry out the intent and purpose of the Plan of Merger.

4. The merger shall become effective upon the date of filing this certificate with the Secretary of State of Illinois (the "Effective Time").

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