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DEPT-01 RECORDING \$31.00  
7-1111 TRAN 1026 07/02/92 09:39:00  
9455 \* -92-482914  
COOK COUNTY RECORDER

**Whereof, ARTICLES OF MERGER OF UNITED STATIONERS SUPPLY CO.**

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 24th day of June A.D. 1992 and of the Independence of the United States the two hundred and 16th



*George H. Ryan*  
SECRETARY OF STATE

Box 314

5100  
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# UNOFFICIAL COPY



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PROPERTY OF COOK COUNTY CLERK'S OFFICE

TO BE KEPT IN THE OFFICE OF THE CLERK OF THE COURT  
IN THE COUNTY OF COOK, ILLINOIS

THIS IS TO CERTIFY THAT THE ABOVE NAMED  
DOCUMENTS ARE THE ORIGINALS OF THE  
DOCUMENTS FILED IN THE OFFICE OF THE CLERK OF THE COURT  
IN THE COUNTY OF COOK, ILLINOIS, IN THE YEAR 1984.

IN WITNESS WHEREOF, I HAVE HEREBY SET MY HAND AND  
THE SEAL OF SAID OFFICE AT CHICAGO, ILLINOIS, THIS  
22ND DAY OF FEBRUARY, 1984.

CLERK OF THE COURT

*[Handwritten signature]*

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Form **BCA-11.25**  
(Rev. Jan. 1991)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # **D1648-748-1**

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

**SUBMIT IN DUPLICATE**

**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.

**FILED**

**JUN 24 1992**

Secretary of State  
**GEORGE H. RYAN**

This space for use by Secretary of State

Date: **6-24-92**

Filing Fee \$ **100**

Approved: \_\_\_\_\_

Names of the corporations proposing to **merge**, **consolidate**, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
United Stationers Supply Co.	Illinois
Stationers Distributing Company, Inc.	Delaware

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 <sup>surviving</sup> ~~new~~ corporation: United Stationers Supply Co.

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

4. Plan of ~~consolidation~~ **exchange** is as follows:  
If not sufficient space to cover this point, add one or more sheets of this size.

See attached Exhibit A

**EXPEDITED**

JUN 24 1992

SECRETARY OF STATE

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ARTICLES OF MERGER

BCA-11.52

merger

5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

not applicable

(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)

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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

	<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 1963" of the State of Illinois with respect to the rights of dissenting shareholders.

EXPEDITED

JUN 24 1988

SECRETARY OF STATE

Exhibit A

PLAN OF MERGER

This is a plan of merger for the merger (the "Merger") by United Stationers Supply Co., an Illinois corporation (the "Corporation" or, in its capacity as the surviving corporation of the Merger, the "Surviving Corporation") of its wholly-owned subsidiary, Stationers Distributing Company, Inc., a Delaware corporation ( the "Subsidiary") with and into the Corporation.

Article I

1.1 The Merger.

The Subsidiary shall be merged into the Corporation pursuant to Section 11.30 of the Business Corporation Act of 1983 of the State of Illinois (the "BCA"), and the separate corporate existence of the Subsidiary will cease.

1.2 Effectiveness.

The Merger shall be effective at 3:00 p.m., Central Daylight Savings Time, on the date that Articles of Merger providing for the Merger are filed with the Secretary of State of the State of Illinois in accordance with the BCA (the "Effective Time").

Article II

2.1 Articles of Incorporation.

At the Effective Time, the Articles of Incorporation of the Corporation as in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Corporation, and thereafter may be amended in accordance with their terms and as provided by law.

2.2 By-laws.

At the Effective Time, the By-laws of the Corporation as in effect immediately prior to the Effective Time will be the By-laws of the Surviving Corporation, and thereafter may be amended or repealed in accordance with their terms.

2.3 Officers.

At the Effective Time, the officers of the Corporation immediately prior to the Effective Time will be the officers of the Surviving Corporation and will hold office from the Effective Time until their respective successors shall have been duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided by law, or until their earlier death, resignation or removal.

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2.4 Directors.

At the Effective Time, the directors of the Corporation immediately prior to the Effective Time will be the directors of the Surviving Corporation and will hold office from the Effective Time for the balance of the respective terms for which they were previously elected as directors of the Corporation and until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided by law, or until their earlier death, resignation or removal.

Article III

3.1 Conversion of Shares.

At the Effective Time, each issued and outstanding share of common stock, par value \$1.00 per share, of the Corporation will remain issued and outstanding and will represent one fully-paid and non-assessable share of common stock, par value \$1.00 per share, of the Surviving Corporation, and each issued and outstanding share of common stock, par value \$0.10 per share, of the Subsidiary will be cancelled and retired and no payment shall be made with respect thereto.

Property of Cook County Clerk's Office  
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Page 1 of 1

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, and that the same has been compared with the original and found to be a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

Witness my hand and the seal of the County of Cook, Illinois, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Clerk of Cook County, Illinois

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, and that the same has been compared with the original and found to be a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

Property Of Cook County Clerk's Office

11/06/2004 10:00 AM



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Complete this item if reporting a merger under § 11-30—90% owned subsidiary provisions.

3. 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
Stationers Distributing Company, Inc.	1,000	1,000
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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\_\_\_\_.

not applicable

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 June 24, 1992

attested by *Otis H. Halleen*  
(Signature of Secretary or Assistant Secretary)

Otis H. Halleen, Secretary  
(Type or Print Name and Title)

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

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

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

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

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

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

UNITED STATIONERS SUPPLY CO.

(Exact Name of Corporation)

by *Jeffrey K. Hewson*  
(Signature of President or Vice President)

Jeffrey K. Hewson, President  
(Type or Print Name and Title)

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

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

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

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

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