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



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DEPT-01 RECORDING \$33.50
T4444 TRAN 11/03/92 15:42:00
#6179 # - 92 - 818987
COOK COUNTY RECORDER

Whereas,

ARTICLES OF MERGER OF GARY CURRENCY EXCHANGE, INC. 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.

DEPT-01 RECORDING \$33.50
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COOK COUNTY RECORDER

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 voice to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 9TH

day of OCTOBER A.D. 19 92 and

of the Independence of the United States

the two hundred and 17TH

George H. Ryan
SECRETARY OF STATE

[Handwritten signature]

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Form **BCA-11.25**

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5347-633-3

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

SUBMIT IN DUPLICATE

FILED

OCT 9 1992
Secretary of State
GEORGE H. RYAN

This space for use by
Secretary of State

Date 10-9-92

Filing Fee \$ 100 ^{LL}

Approved: ✓

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.

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

Name of Corporation	State or Country of Incorporation
<u>Gary Currency Exchange, Inc.</u>	<u>Illinois</u>
<u>Tri-City Currency Exchange, Inc.</u>	<u>Illinois</u>

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

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: Gary Currency Exchange, Inc. **92819987**

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

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

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

PLEASE SEE ATTACHED CORPORATE RESOLUTION
DETAILING THE PLAN OF MERGER



RETURN TO:
Michael E. Fryzel
100 W. Monroe Suite 1800
Chicago, Illinois 60603

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5. Plan of ~~consolidation~~ ^{merger} 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

Gary Currency Exchange, Inc.

Tri-City Currency Exchange, Inc.

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

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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," 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.)

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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.

Dated June 30, 19 92

attested by *Leonard Sklare*
 (Signature of Secretary or Assistant Secretary)
Leonard Sklare, Secretary
 (Type or Print Name and Title)

Gary Currency Exchange, Inc.

(Exact Name of Corporation)
 by *Barry Shack*
 (Signature of President or Vice President)
Barry Shack, President
 (Type or Print Name and Title)

Dated June 30, 19 91

attested by *Leonard Sklare*
 (Signature of Secretary or Assistant Secretary)
Leonard Sklare, Secretary
 (Type or Print Name and Title)

Tri-City Check Cashers, Inc.

(Exact Name of Corporation)
 by *Barry Shack*
 (Signature of President or Vice President)
Barry Shack, President
 (Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

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GARY CURRENCY EXCHANGE, INC.

CORPORATE RESOLUTION

WHEREAS, Barry Shack, Evelyn Moss, Donald Benjamin and Leonard Sklare are all the officers, directors and shareholders of Gary Currency Exchange, Inc., an Illinois corporation doing business in Indiana, and

WHEREAS, Barry Shack, Evelyn Moss, Donald Benjamin and Leonard Sklare are all the officers, directors and shareholders of Tri-City Check Cashers, Inc., and Illinois corporation doing business in Indiana, and

WHEREAS, Shack, Moss, Benjamin and Sklare are equal shareholders in both the Gary Currency Exchange, Inc. and Tri-City Check Cashers, Inc., and

WHEREAS Shack, Moss, Benjamin and Sklare wish to merge Tri-City Check Cashers, Inc. into Gary Currency Exchange, Inc.,

NOW THEREFORE BE IT RESOLVED, that Shack, Moss, Benjamin and Sklare authorize the following action:

1. The merger of the two corporations shall take place upon the issuance of a Certificate of Merger by the Secretary of State.
2. The Surviving Corporation shall be known as the Gary Currency Exchange, Inc.
3. The Surviving Corporation shall continue to operate as an Illinois corporation doing business in the State of Indiana.
4. The By-Laws of the Gary Currency Exchange, Inc. at the time of the merger shall be the By-Laws of the Surviving

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Corporation until such time as they are amended pursuant to allowable provisions.

5. The Officers and Directors of the Gary Currency Exchange, Inc. at the time of the merger shall be the Officers and Directors of the Surviving Corporation until their respective successors are duly elected and qualified.
6. Since the Shareholders of both the Surviving and Non-surviving corporation are the same, and each of the Shareholders hold an equal number of shares, the shares of the Non-surviving corporation shall be canceled.
7. The Surviving Corporation shall assume all the assets, debts, liabilities and duties of Tri-City Check Cashers, Inc.
8. All required filings shall be made with the proper agencies in the State of Illinois, State of Indiana and with the Internal Revenue Service.
9. The books and records of the Surviving Corporation shall properly reflect all transfers of assets and liabilities in addition to the amount of capital resulting from the merger with any surplus of the surviving corporation being available for any legal purpose for which surplus may be used.

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APPROVED THIS 30TH DAY OF JUNE 1992.

GARY CURRENCY EXCHANGE, INC.

Barry Shack
BARRY SHACK

Evelyn Moss
EVELYN MOSS

Donald Benjamin
DONALD BENJAMIN

Leonard Sklare
LEONARD SKLARE

TRI-CITY CHECK CASHERS, INC.

Barry Shack
BARRY SHACK

Evelyn Moss
EVELYN MOSS

Donald Benjamin
DONALD BENJAMIN

Leonard Sklare
LEONARD SKLARE

3251-947

BEING ALL THE OFFICERS, DIRECTORS AND SHAREHOLDERS OF BOTH CORPORATIONS.

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