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File Number

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**Whereas,** ARTICLES OF MERGER OF

PAL-WAUKEE AVIATION, INC.

ILLINOIS

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* 20th

*day of* NOVEMBER *A.D. 19* 92 *and*

*of the Independence of the United States*

*the two hundred and* 17th



*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

NOV 20 1992

GEORGE H. RYAN  
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date 11/20/92

Filing Fee \$ 100-

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 con-  
solidation of more than 2 corporations,  
\$50 for each additional corporation.

1. Names of the corporations proposing to ~~merge~~ <sup>consolidate</sup> and the state or country of their incorporation:  
~~exchange~~ shares

Name of Corporation

State or Country of Incorporation

Pal-Waukee Aviation, Inc.

Illinois

Thurston Aviation, Inc.

North Carolina

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FROM 3416 11/24/92 10:22:00  
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COOK COUNTY RECORDER

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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 ~~new~~ <sup>surviving</sup> corporation: Pal-Waukee Aviation, Inc.  
~~acquiring~~

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

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows: See attached Agreement and Plan of Merger.  
~~exchange~~

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

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5. Plan of <sup>merger</sup> 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.

(§ 11.21)

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

Name of 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. (§ 11.21)	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
Pal-Waukee Aviation, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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"/>

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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:

- 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.
- 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
- 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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## AGREEMENT AND PLAN OF MERGER

17<sup>th</sup> THIS AGREEMENT AND PLAN OF MERGER entered into this day of November, 1992, provides for the merger of THURSTON AVIATION, INC., a North Carolina corporation ("Thurston"), into PAL-WAUKEE AVIATION, INC., an Illinois corporation ("Pal-Waukee"). Pal-Waukee and Thurston are sometimes referred to in this Agreement and Plan of Merger as the "Constituent Corporations".

### PRELIMINARY STATEMENT

The shareholders of Pal-Waukee are the same as the shareholders of Thurston and such shareholders own equivalent percentages of the outstanding capital stock of each of Thurston and Pal-Waukee.

The Board of Directors of Pal-Waukee and the Board of Directors of Thurston desire that Thurston be merged with and into Pal-Waukee pursuant to the terms of this Agreement and Plan of Merger, with Pal-Waukee as the surviving corporation (the "Surviving Corporation").

### THE MERGER

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1. Description of the Merger. As of the "Effective Time" (as hereinafter defined), Thurston shall merge with and into Pal-Waukee (the "Merger") and Pal-Waukee shall continue as the Surviving Corporation under the name "Pal-Waukee Aviation, Inc.", subject to the Illinois Business Corporation Act of 1983 (the "Act"). The Merger shall be pursuant to and shall have the effect provided for in the Act and the North Carolina Business Corporation Act.

2. Articles of Incorporation. The Articles of Incorporation of Pal-Waukee, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time until they are amended or repealed in accordance with the Act and the Articles of Incorporation of the Surviving Corporation.

3. By-Laws. The By-laws of Pal-Waukee, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time until they are amended or repealed in accordance with the Act, the Articles of Incorporation and By-laws of the Surviving Corporation.

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4. Directors and Officers. The persons who are directors and officers of Pal-Waukee immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions and shall hold office in accordance with the Act, the Articles of Incorporation and By-laws of the Surviving Corporation.

5. Shares. As of the Effective Time, pursuant to this Agreement and Plan of Merger and without any action on the part of the holder thereof:

(i) each share of capital stock of Pal-Waukee issued and outstanding immediately prior to the Effective Time shall remain an issued and outstanding share of the Surviving Corporation; and

(ii) each share of capital stock of Thurston issued and outstanding immediately prior to the Effective Time shall be cancelled and retired because of the common ownership of Thurston and Pal-Waukee.

6. Actions to Effect Merger. If this Agreement and Plan of Merger is not terminated or abandoned, then the following actions shall be taken to effect the Merger:

(i) Articles of Merger shall be executed, acknowledged and filed in accordance with the Act;

(ii) Articles of Merger shall be executed, acknowledged and filed in accordance with the North Carolina Business Corporation Act; and

(iii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

7. Effective Time. The Merger shall become effective as of 11:59 P.M. Charlotte, North Carolina time on November 21, 1992 (the "Effective Time").

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8. Expenses. The Surviving Corporation shall pay all expenses incurred in connection with this Agreement and Plan of Merger.

PAL-WAUKEE AVIATION, INC.

THURSTON AVIATION, INC.

By *Charles Austin*  
Title: President

By *C. Hughes*  
Title: President

Attest:

Attest:

By *Jan [unclear]*  
Title: Assistant Secretary

By *E. Pallat*  
Title: Secretary

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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:

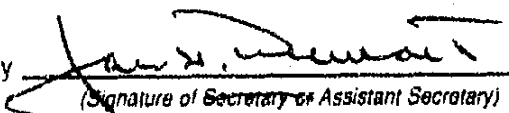
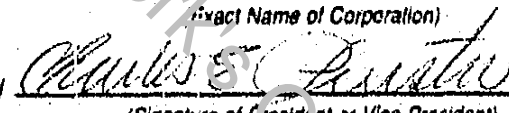
Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____


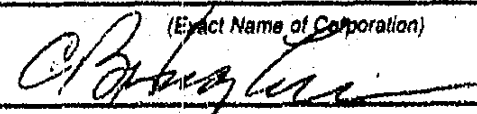
b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_.

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.)*

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 <u>November 17</u> , 19 <u>92</u> attested by <u></u> (Signature of Secretary or Assistant Secretary) <u>John H. McDermott, Assistant Secretary</u> (Type or Print Name and Title)	<u>32881024</u> <u>PAL-WAQUEE AVIATION, INC.</u> (Exact Name of Corporation) by <u></u> (Signature of President or Vice President) <u>Charles E. Priestler, President</u> (Type or Print Name and Title)
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Dated <u>November 17</u> , 19 <u>92</u> attested by <u></u> (Signature of Secretary or Assistant Secretary) <u>Everett J. Talbot, Secretary</u> (Type or Print Name and Title)	<u>THURSTON AVIATION, INC.</u> (Exact Name of Corporation) by <u></u> (Signature of President or Vice President) <u>C. Ben Hughes, President</u> (Type or Print Name and Title)
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Dated _____, 19 _____ attested by _____ (Signature of Secretary or Assistant Secretary) _____ (Type or Print Name and Title)	_____ (Exact Name of Corporation) by _____ (Signature of President or Vice President) _____ (Type or Print Name and Title)
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