

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



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WILLIAM LAMM
RECORDER
MADISON CO. IL.

Property of Cook County Clerk's Office

Whereas,

ARTICLES OF MERGER OF
MARINE CORPORATION

'92 JAN 28 PM 3 04

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 voice to

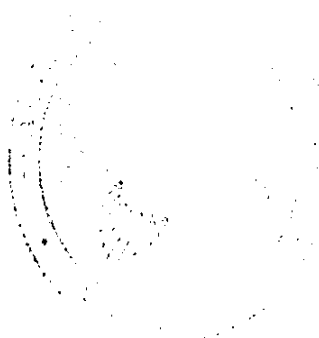
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 27th

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 27 1991

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

12/27/91

Filing Fee

\$ 100.00

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~~ ~~consolidate~~ ~~exchange shares~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
<u>Banc One Illinois Corporation</u>	<u>Illinois</u>
<u>Marine Corporation</u>	<u>Illinois</u>
_____	_____
_____	_____

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~~ surviving corporation: Marine Corporation with name changed to Banc One Illinois Corporation
(b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~ ~~exchange~~ merger is as follows: See attached Plan of Merger

If not sufficient space to cover this point, add one or more sheets of ~~100 size~~ **COOK COUNTY RECORDER**

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COOK COUNTY RECORDER

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5. Plan of merger, consolidation or exchange, approved by the shareholders of each corporation 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

Marine Corporation
Banc One Illinois Corporation

Grid of checkboxes for voting methods: [X] for Marine, [X] for Banc One.

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...
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:

NOT
APPLICABLE

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 _____.

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 December 26, 19 91

Banc One Illinois Corporation

(Exact Name of Corporation)

attested by *Charles F. Andrews*
(Signature of Secretary or Assistant Secretary)

by *Roman J. Gerber*
(Signature of President or Vice President)

Charles F. Andrews, Secretary
(Type or Print Name and Title)

Roman J. Gerber, President
(Type or Print Name and Title)

Dated December 26, 19 91

Marine Corporation

(Exact Name of Corporation)

attested by *Samuel J. Witsman*
(Signature of Secretary or Assistant Secretary)

by *John E. Staudt*
(Signature of President or Vice President)

Samuel J. Witsman, Assistant Secretary
(Type or Print Name and Title)

John E. Staudt, President
(Type or Print Name and Title)

Dated _____, 19 _____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

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PLAN OF MERGER

This Plan of Merger dated as of March 25, 1991 sets forth certain of the terms relating to the merger (the "Merger") of BANC ONE ILLINOIS CORPORATION, an Illinois corporation ("BANC ONE ILLINOIS"), into MARINE CORPORATION, an Illinois corporation (the "MARINE");

1. Merger and the Surviving Corporation.

- (a) Subject to the terms and conditions of the Agreement and Plan of Merger dated as of March 25, 1991 (the "Merger Agreement") among MARINE, BANC ONE ILLINOIS and BANC ONE CORPORATION, an Ohio corporation ("BANC ONE") and the sole shareholder of BANC ONE ILLINOIS, BANC ONE ILLINOIS shall be merged with and into MARINE (which shall be the surviving corporation in the Merger) in accordance with the Illinois Business Corporation Act of 1983, as amended (the "Illinois BCA"). The Merger shall become effective upon the issuance by the Secretary of State of the State of Illinois of a certificate of merger with respect thereto. For purposes hereof, the term "Effective Time" shall be 12:01 a.m. on January 1, 1992, and the term "Surviving Corporation" shall mean MARINE as the corporation surviving the Merger.
- (b) At the Effective Time, by virtue of the Merger, the Surviving Corporation shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Illinois BCA, and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of BANC ONE ILLINOIS and MARINE; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of BANC ONE ILLINOIS and MARINE, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either BANC ONE ILLINOIS or MARINE shall not revert or be in any way impaired by reason of the Merger, and the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of BANC ONE ILLINOIS and MARINE, all with the full effect provided for in the Illinois BCA.
- (c) The Surviving Corporation shall be governed by the laws of the State of Illinois. The Articles of Incorporation of MARINE in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation at and after the Effective Time, until amended in accordance with the provisions thereof and the Illinois BCA, except that at the Effective Time Articles One, Five and Ten of such Articles of Incorporation shall be amended in their entirety to read and provide, respectively, as follows:

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Article One. The name of the Corporation is: BANC ONE ILLINOIS CORPORATION.

Article Five. The total number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, \$1.00 par value."

Article Ten. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. The number of directors constituting the Board of Directors of the corporation shall be such number as shall be fixed from time to time in accordance with the By-laws of the corporation.

- (d) The By-laws of MARINE in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation at and after the Effective Time, until altered, amended or repealed as provided therein and in the Articles of Incorporation of the Surviving Corporation.
- (e) The directors of MARINE in office immediately prior to the Effective Time, together with William P. Boardman, shall be the directors of the Surviving Corporation at and after the Effective Time, until the next annual meeting of shareholders at which their respective successors are elected and qualified in accordance with the By-laws of the Surviving Corporation.
- (f) The officers of MARINE in office immediately prior to the Effective Time shall be the officers of the Surviving Corporation at and after the Effective Time, holding the offices in the Surviving Corporation which they held in MARINE immediately prior thereto, until their successors are elected or appointed in accordance with the By-laws of the Surviving Corporation and shall have duly qualified.

2. Conversion of Stock.

(a) At the Effective Time:

- (i) Each of the issued shares of MARINE Common Stock ("MARINE Common") that is issued and outstanding immediately prior to the Effective Time, except for shares of MARINE Common subject to the rights of a dissenting shareholder, shall thereupon and without further action be converted into 0.849 shares of BANC ONE Common Stock ("BANC ONE Common") subject, however, to (1) the anti-dilution provisions of Section 2(d) of this Plan of Merger and (ii) provisions hereinafter contained with respect to fractional shares (the "Exchange Rate").
- (ii) Each of the shares of Common Stock of BANC ONE ILLINOIS issued and outstanding immediately prior to the Effective Time shall, thereupon and without further notice be converted into one fully paid and nonassessable share of the Surviving Corporation.

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- (b) MARINE's shareholders of record at the Effective Time, for the shares of MARINE Common then held by them, respectively, shall be allocated and be entitled to receive (upon surrender of certificates formerly representing shares of MARINE Common for cancellation) certificates for shares of BANC ONE Common as shall be equal to the number of shares of MARINE Common outstanding immediately prior to the Effective Time multiplied by the Exchange Rate.
- (c) No certificate for fractional shares of BANC ONE Common will be issued by BANC ONE in connection with the conversion contemplated by the Merger, but in lieu thereof, any holder of MARINE Common shall, upon surrender of the certificate or certificates representing such MARINE Common, be paid cash without interest by BANC ONE for such fractional share(s) on the basis of the average of the daily means of the high and low trade prices of BANC ONE Common on the New York Stock Exchange ("NYSE") for each of the days of the calendar week immediately prior to the week during which the Effective Time occurs during which shares of BANC ONE Common are traded on the NYSE as reported in The Wall Street Journal for NYSE Composite Transactions.
- (d) If prior to the Effective Time, (i) MARINE shall declare a stock dividend or distribution upon or subdivide, split up, reclassify or combine MARINE Common or declare a dividend or make a distribution on MARINE Common in any security convertible into MARINE Common, or (ii) BANC ONE shall declare a stock dividend or distribution upon or subdivide, split up, reclassify or combine BANC ONE Common or declare a dividend or make a distribution on BANC ONE Common in any security convertible into BANC ONE Common, appropriate adjustment or adjustments will be made in the Exchange Rate.
3. Dissenting Shares. Any outstanding shares of MARINE Common held immediately prior to the Effective Time by persons who shall not have voted in favor of the Merger or consented thereto in writing and shall have delivered to MARINE written demand (and shall not have withdrawn such demand prior to the Effective Time) for payment for their shares in the manner provided in Section 11.70 of the Illinois BCA (such shares being herein called the "Dissenting Shares") shall not be converted pursuant to Section 2 hereof, but shall become the right to receive such consideration as shall be provided for under said Section 11.70; provided, however, that each Dissenting Share held by a person who shall, after the Effective Time, withdraw his demand for payment therefor or otherwise lose his right of dissent shall be deemed to be converted, as of the Effective Time, into the right to receive shares of BANC ONE Common and cash for any fractional shares interest, as set forth in Section 2.
4. Surrender of Certificates.
- (a) Prior to the Effective Time, BANC ONE shall appoint BANK ONE, INDIANAPOLIS, N.A. to act as exchange agent in respect of the Merger (said bank, in its capacity as such exchange agent, being hereinafter called the "Exchange Agent").

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- (b) Promptly following the Effective Time, BANC ONE shall provide to Exchange Agent shares of BANC ONE Common and funds necessary to pay for the shares of MARINE Common pursuant to Section 2.
- (c) As soon as practicable after the Effective Time, and subject to the provisions of Section 2 relating to fractional shares, BANC ONE, or BANK ONE, INDIANAPOLIS, N.A., as Exchange Agent for BANC ONE, will distribute to the former holders of MARINE Common, in exchange for and upon surrender for cancellation by such holders of a certificate or certificates formerly representing shares of MARINE Common, the certificate(s) for shares of BANC ONE Common in accordance with the Exchange Rate. Each certificate formerly representing MARINE Common (other than certificates representing shares of MARINE Common subject to the rights of dissenting shareholders) shall be deemed for all purposes to evidence the ownership of the number of shares of BANC ONE Common into which such shares have been converted pursuant to the Exchange Rate, except, however, that, until such surrender of a holder's certificate or certificates formerly representing shares of MARINE Common, the holder thereof shall not be entitled to receive any dividend or other payment or distribution payable to holders of BANC ONE Common. Upon such surrender (or in lieu of surrender other provisions reasonably satisfactory to BANC ONE as are made as set forth in the next following paragraph), there shall be paid to the person entitled thereon the aggregate amount of dividends or other payments or distributions (in each case without interest) which became payable after the Effective Time on the whole shares of BANC ONE Common represented by the certificates issued upon such surrender and exchange or in accordance with such other provisions, as the case may be. After the Effective Time, the holders of certificates formerly representing shares of MARINE Common shall cease to have rights with respect to such shares (except such rights, if any, as they may have as dissenting shareholders), and except as aforesaid, their sole rights shall be to exchange said certificates for shares of BANC ONE Common in accordance with this Merger Agreement.

Certificates formerly representing shares of MARINE Common surrendered for cancellation by each shareholder entitled to exchange shares of MARINE Common for shares of BANC ONE Common by reason of the Merger shall be accompanied by such appropriate, executed letter of transmittal as BANC ONE may reasonably require; provided, however, that if there be delivered to BANC ONE by any person who is unable to produce any such certificate formerly representing shares of MARINE Common for surrender (i) evidence to the reasonable satisfaction of BANC ONE that any such certificate has been lost, wrongfully taken or destroyed, and (ii) such security or indemnity as reasonably may be requested by BANC ONE to save it harmless, and (iii) evidence to the reasonable satisfaction of BANC ONE that such person is the owner of the shares theretofore represented by each certificate claimed by him to be lost, wrongfully taken or destroyed and that he is the person who would be entitled to present each such certificate and to receive shares of BANC ONE Common pursuant to this Merger Agreement, then BANC ONE, in the absence of actual notice to

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It that any shares theretofore represented by any such certificate have been acquired by a bona fide purchaser, shall deliver to such person the certificate(s) representing shares of BANC ONE Common which such person would have been entitled to receive upon surrender of each such lost, wrongfully taken or destroyed certificate representing shares of MARINE Common.

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NUMBER
- 1 -
ORGANIZED UNDER THE LAWS



SHARES
- 100 -
OF THE STATE OF ILLINOIS

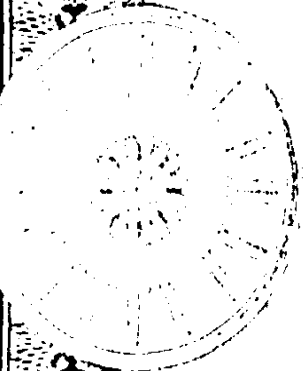
BANC ONE ILLINOIS CORPORATION

THIS CERTIFIES THAT BANC ONE CORPORATION IS THE OWNER OF ONE HUNDRED-----
full paid and non-assessable shares of the common stock of Banc One
Illinois Corporation par value \$1.00 per share and transferable on the
books of the Corporation by the holder hereof in person or by duly
authorized attorney upon production of this Certificate properly
endorsed.

IN WITNESS WHEREOF the said Corporation has caused this Certificate
to be signed by its duly authorized officers and sealed with the
Seal of the Corporation this 1st day of January, 1992.

Thomas H. Carstey
Secretary

John S. Stewart
President



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BANC ONE ILLINOIS
CORPORATION

** 100 Shares **

ISSUED TO

BANC ONE CORPORATION
DATED

January 1, 1992

***** 000249