



Whereas, ARTICLES OF MERGER OF
MUPAC CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS 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 31st
day of MARCH A.D. 1992 and
of the Independence of the United States
the two hundred and 16th*



George H Ryan
SECRETARY OF STATE

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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

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Electromatic Controls Corporation</u>	<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"/>

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 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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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

SUBMIT IN DUPLICATE

FILED

MAR 31 1992

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 3/31/92

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~~ ^{merge} ~~consolidate~~ ^{consolidate} ~~exchange shares~~ ^{exchange shares}, and the state or country of their incorporation:

Name of Corporation

State or Country of Incorporation

Electromatic Controls Corporation

Illinois

Mupac Corporation

Massachusetts

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~~ ^{surviving} ~~corporation~~ ^{corporation}: Mupac Corporation

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

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

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

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Dated: As of March 31, 1992

ELECTRONIC CONTROLS CORPORATION,
an Illinois corporation

and

MUPAC CORPORATION,
a Massachusetts corporation

between

AGREEMENT AND PLAN OF MERGER

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MARK MUPAC-FOM

WHEREAS, the authorized capitalization of ECC consists of Ten Thousand (10,000) shares of common stock, \$1.00 par value per share (the "ECC common stock"), of which Ten Thousand (10,000) shares are issued and outstanding as of the date executed below; and

WHEREAS, the authorized capitalization of Mupac consists of Five Hundred Sixty-Three Thousand One Hundred (563,100) shares of common stock, \$0.01 par value per share (the "Mupac common stock"), of which Five Hundred Sixty-Three Thousand (563,000) shares are issued and outstanding as of the date executed below;

WHEREAS, ECC is a corporation duly organized and existing under the laws of the State of Illinois, having been incorporated on March 2, 1977, and having a principal office at 2495 Pembroke Avenue, Hoffman Estates, Illinois 60195;

WHEREAS, Mupac is a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts, having been incorporated on June 27, 1972, and having a principal office at 10 Mupac Drive, Brockton, Massachusetts 02401; and

WITNESSETH:

THIS AGREEMENT, effected pursuant to Section 79 and all other sections incorporated therein of the Massachusetts Business Corporation Law, and Section 11.05 and all other sections incorporated therein of the Business Corporation Act of the State of Illinois is made and entered into by and between Mupac Corporation, a Massachusetts corporation (hereinafter referred to as "Mupac" or the "Surviving corporation," context permitting) and Electromatic Controls Corporation, an Illinois corporation (hereinafter referred to as "ECC"), said two corporations being herein sometimes collectively referred to as the "Constituent corporations."

PARTIES, BACKGROUND AND PURPOSE

ELECTROMATIC CONTROLS CORPORATION

AND

MUPAC CORPORATION

OF MERGER BETWEEN
AGREEMENT AND PLAN

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2.1 As provided by Section 79 and the other incorporated sections of the Massachusetts Business Corporation Law and Section 11.35 and the other incorporated sections of the Business Corporation Act of the State of Illinois, this Agreement shall be (1) submitted to the Board of Directors of each of the constituent corporations for their approval or

Section 2: Approval of Directors and Stockholders: Effective Date

1.3 Upon the effective date of the merger, the total of the Ten Thousand (10,000) issued and outstanding shares of ECC common stock shall, by virtue of the merger and without any further action on the part of the constituent corporations or their respective shareholders, be converted into a total of one (1) one full and nonassessable share of Mupac common stock. After the effective date of the merger, the holder of the Ten Thousand (10,000) shares of ECC common stock, upon surrender of the certificate(s) for the same to the clerk of Mupac, shall be entitled to receive in exchange for all Ten Thousand (10,000) shares of ECC common stock, a certificate representing one (1) share of Mupac common stock.

1.2 The surviving corporation will maintain the name of its Massachusetts constituent -- MUPAC CORPORATION.

1.1 On the effective date of the merger (as defined in Section 2.3 of this Agreement), ECC shall be merged with and into Mupac; Mupac to continue its legal existence under the laws of the Commonwealth of Massachusetts as the surviving corporation and, for all purposes permitted by Illinois law, the separate corporate and legal existence of ECC shall cease forthwith.

Section 1: Surviving Corporation, Name, Conversion and Ownership Rights in Stock

TERMS AND CONDITIONS

WHEREAS, the undersigned deem it desirable, upon the terms and conditions stated below, that ECC be merged with and into Mupac and that, upon the effectiveness of the proposed merger, the total of the Ten Thousand (10,000) issued and outstanding shares of ECC common stock held of record by shareholders on the date executed below shall, by virtue of the merger and without any further action on the part of the constituent corporations or their shareholders, be converted into a total of one (1) full and nonassessable share of Mupac common stock, so that after the merger there shall be five Hundred Sixty-Three Thousand and One (563,001) issued and outstanding shares of Mupac common stock; NOW, THEREFORE, the undersigned officers of the constituent corporations do hereby make and enter into this Agreement and Plan of Merger (the "Agreement") upon the terms and conditions set forth below.

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4.3 The members of the Board of Directors and the officers of Mupac in office immediately prior to the merger becoming effective shall constitute the members of the Board of Directors and the officers of the surviving corporation, to remain in such offices for the terms provided by applicable law or the By-Laws, or until their respective successors are duly elected and qualified.

4.4 The purpose of Mupac as set forth in the Articles of Organization of Mupac in effect on the effective date of the merger shall be the purpose of the surviving corporation.

Section 5: Amendment, Termination

5.1 To the extent permitted by law, at any time prior to filing the Articles of Merger, this Agreement may be amended in writing by mutual consent of the Board of Directors of the Constituent corporations.

5.2 To the extent permitted by law, at any time prior to filing the Articles of Merger, this Agreement may be terminated and abandoned in writing by the Board of Directors or shareholders of either constituent corporation.

Section 6: Governing Law. This Plan shall be governed by the laws of the Commonwealth of Massachusetts (regardless of the laws that might be applicable under principles of conflicts of law) as to all matters, including but not limited to matters of validity, construction, effect and performance.

Section 7: Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all together shall constitute one and the same instrument.

[Remainder of Page Left Intentionally Blank]
 [Signature Page Immediately Follows]

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4.2 The By-Laws of Mupac in effect on the effective date of the merger shall be the By-Laws of the surviving corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable Massachusetts law.

4.1 The Articles of Organization of Mupac in effect on the effective date of the merger shall be the Articles of Organization of the surviving corporation, to remain unchanged until amended in accordance with the provisions of applicable Massachusetts law.

Section 4: Articles of Organization, By-Laws, Directors and Officers Purpose

3.2 The undersigned officers of ECC covenant and agree that they will: (1) present this Agreement for adoption or rejection to the Board of Directors of ECC and, if approved by said Board, to the holders of the ECC common stock for their approval or disapproval; (2) furnish to said Board and such shareholders those documents and that information that is required by law; and (3) recommend the approval of this Agreement by said Board and such shareholders.

3.1 The undersigned officers of Mupac covenant and agree that they will: (1) present this Agreement for adoption or rejection to the Board of Directors of Mupac and, if approved by said Board, to the holders of the Mupac common stock for their approval or disapproval; (2) furnish to said Board and such shareholders those documents and that information that is required by law; and (3) recommend the approval of this Agreement by said Board and such shareholders.

Section 3: Covenants of Presentment

2.3 The merger contemplated by this Agreement shall become effective as of 12:01 A.M., April 1, 1992.

2.2 If this Agreement is duly adopted by the Board of Directors and shareholders of ECC and Mupac and is not terminated as contemplated by Section 5 of this Agreement, Articles of Merger, executed in accordance with the applicable laws of Massachusetts and Illinois, shall be filed, respectively, with the offices of the Secretary of State of the Commonwealth of Massachusetts and the Secretary of State of Illinois (hereinafter collectively referred to as the "State Secretaries").

disapproval; and (2) if approved by each such Board, submitted to the shareholders of the constituent corporations entitled to vote thereon for their approval or disapproval.

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IN WITNESS WHEREOF, each of the constituent corporations, pursuant to authority duly granted by its respective Board of Directors, has caused this Agreement to be executed by its President, attested to by its Clerk or Secretary, and its corporate seal affixed.

EXECUTED, as of March 31, 1992.

ATTEST: MUPAC CORPORATION

BY: Frank Angella
President and Treasurer

Richard A. Wiley, Clerk

[Corporate Seal]

ATTEST: ELECTRONATIC CONTROLS CORPORATION

BY: Robert Zoeller, President

Michael Collins, Secretary

[Corporate Seal]

BY: Michael Collins, Treasurer

6 2 2 3 3 6 7 0
(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

attested by

by

Dated _____, 19____

(Type or Print Name and Title)

(Type or Print Name and Title)

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

attested by

by

Dated _____, 19____

(Type or Print Name and Title)

(Type or Print Name and Title)

Michael Collins, Secretary

Robert Zoeller, President

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

attested by

by

Dated March 31, 19 92

ELBETHROMATIC CONTROLS 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____

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

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 § 1.30--90% owned subsidiary provisions.)

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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.

DEPT. OF RECORDING
TRAN #579 04/07/92 12:06:00
\$1981 + A * -92-233670
COOK COUNTY RECORDER

Dated March, 19 92

ELECTRONIC CONTROLS CORPORATION
(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)
Michael Collins, Secretary
(Type or Print Name and Title)

by _____
(Signature of President or Vice President)
Robert Zoeller, President
(Type or Print Name and Title)

Dated March 31, 19 92

MUPAC CORPORATION
(Exact Name of Corporation)

attested by Richard A. Wiley
(Signature of Secretary or Assistant Secretary) Clerk
Richard A. Wiley, Clerk
(Type or Print Name and Title)

by Frank Angelis
(Signature of President or Vice President)
Frank Angelis, President
(Type or Print Name and Title)

Dated _____, 19 _____

(Exact Name of Corporation)

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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