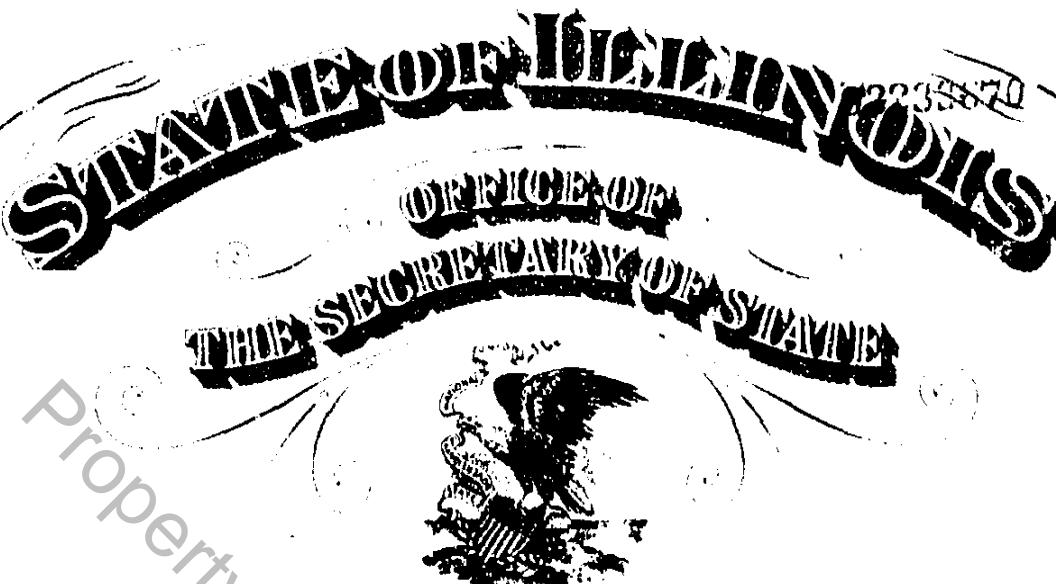


UNOFFICIAL COPY
File Number 510 371 8
2235870

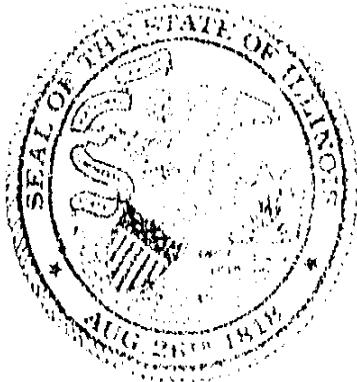


Wheras, ARTICLES OF MERGER OF
MUFAC CORPORATION

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

UNOFFICIAL COPY

merger

5. Plan of ~~consolidation~~ 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

Electromatic Controls Corporation

<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"/>
<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.

92
92
92
92
92

UNOFFICIAL COPY

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

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.

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **3/31/92**

Filing Fee **\$ 100**

Approved: **JHC**

FILED

MAR 3 1992
GEORGE H. RYAN
SECRETARY OF STATE

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

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** corporation: **Mupac Corporation**

REMOVING

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

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

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

92203679

UNOFFICIAL COPY

9 2 2 3 3 6 7 0

955335879

Dated: As of March 31, 1992

ELECTRONIC CONTROLS CORPORATION,
an Illinois Corporation,

and

MUPAC CORPORATION,
a Massachusetts Corporation,

between

AGREEMENT AND PLAN OF MERGER

UNOFFICIAL COPY

Property of Cook County Clerk's Office

32239870

UNOFFICIAL COPY

0 7 9 5 3 2 2 0

RECEIVED MARC-RON

WHEREAS, ECC 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 2495 Pembroke Avenue, Holman Estates, Illinois 60195;

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 563 1/2 Common Stock, \$0.01 par value per share (the "Mupac Common Stock"), of which Five Hundred Sixty-Three Thousand and (563,100) shares per share (the "ECC Common Stock"), of which Ten Thousand and (10,000) shares are issued and outstanding as of the date of which Ten Thousand and (10,000) shares of Common Stock, \$1.00 par value and executed below; and

WHEREAS, the authorized capitalization of ECC consists of five hundred sixty-three thousand One hundred One (563,100) shares of Common Stock, \$0.01 par value per share (the "Mupac Common Stock"), of which Five Hundred Sixty-Three Thousand and (563,100) shares are issued and outstanding as of the date executed below;

WITNESSETH:

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, Brookton, Massachusetts 02401; and

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 2495 Pembroke Avenue, Holman 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 563 1/2 Common Stock, \$0.01 par value per share (the "ECC Common Stock"), of which Five Hundred Sixty-Three Thousand and (563,100) shares are issued and outstanding as of the date of which Ten Thousand and (10,000) shares of Common Stock, \$1.00 par value and executed below;

PARTIES, BACKGROUND AND PURPOSE

ELECTROMATIC CONTROLS CORPORATION

AND

MUPAC CORPORATION

AGREEMENT AND PLAN
OF MERGER BETWEEN

UNOFFICIAL COPY

WHEREAS, the undersigned deem it desirable, upon the terms and conditions stated below, that BCC be merged into Mupac and that, upon the effective dates of merger, Mupac and its shareholders shall be entitled to receive stock held of record by shareholders on the total of the ten thousand (10,000) issued and outstanding shares of BCC Common Stock held by the surviving corporation.

2.1 AS PROVIDED BY SECTION 79 AND THE OTHER INCORPORATED SECTIONS OF THE MASSACHUSETTS BUSINESSES CORPORATION LAW AND SECTION 11.35 AND THE OTHER INCORPORATED SECTIONS OF THE BUSINESSES CORPORATION ACT OF THE STATE OF MASSACHUSETTS, THAT

AGREEMENT SHALL BE (I) SUBMITTED TO THE BOARD OF DIRECTORS OF EACH OF THE CONSTITUENT CORPORATIONS FOR THEIR APPROVAL OR AGREEMENT SHALL BE (I) CERTIFIED TO THE STATE OF MASSACHUSETTS, THAT

Effective Date

Section 2: Approval of Directors and Stockholders;

1.3 UPON THE EFFECTIVE DATE OF THE MERGER, THE TOTAL OF THE BCC COMMON STOCK SHALL, BY VIRTUE OF THE MERGER AND WITHOUT ANY FURTHER ACTION ON THE PART OF THE CONSTITUENT CORPORATIONS OR BCC COMMON STOCK HOLDERS, BE CONVERTED INTO A TOTAL OF ONE (1) ONE FULL AND NONASSASSABLE SHARE OF MUPAC COMMON STOCK.

1.2 THE SURVIVING CORPORATION WITH 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), BCC 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 MASSACHUSETTS LAW, THE CORPORATION SHALL BE ENTITLED TO ALL THE RIGHTS AND PRIVILEGES PERMITTED BY MASSACHUSETTS LAW.

1.3 UPON THE EFFECTIVE DATE OF THE MERGER, THE TOTAL OF THE BCC COMMON STOCK SHALL, UPON OUTSTANDING SHARES OF MUPAC, BE CONVERTED INTO A TOTAL OF ONE (10,000) ISSUED AND OUTSTANDING SHARES OF BCC COMMON STOCK HELD BY THE CLERK OF MUPAC, SHALL BE ENTITLED TO RECEIVABLE IN EXCHANGE FOR ALL TEN THOUSAND (10,000) SHARES OF BCC COMMON STOCK, A CERTIFICATE REPRESENTING ONE (1) FULL AND NONASSASSABLE SHARE OF MUPAC COMMON STOCK.

1.4 UPON THE EFFECTIVE DATE OF THE MERGER, THE HOLDERS 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 BCC COMMON STOCK, A CERTIFICATE REPRESENTING ONE (1) FULL AND NONASSASSABLE SHARE OF MUPAC COMMON STOCK.

Section 3: Surviving Corporation Name, Conversion and Dividend Rights in Stock

TERMS AND CONDITIONS

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.

WHEREAS, the undersigned deem it desirable, upon the terms and conditions stated below, that BCC be merged into Mupac and that, upon the effective dates of merger, Mupac and its shareholders shall be entitled to receive stock held of record by shareholders on the total of the ten thousand (10,000) issued and outstanding shares of BCC Common Stock held by the surviving corporation.

2.1 AS PROVIDED BY SECTION 79 AND THE OTHER INCORPORATED SECTIONS OF THE MASSACHUSETTS BUSINESSES CORPORATION LAW AND SECTION 11.35 AND THE OTHER INCORPORATED SECTIONS OF THE BUSINESSES CORPORATION ACT OF THE STATE OF MASSACHUSETTS, THAT

UNOFFICIAL COPY

Property of Cook County Clerk's Office

UNOFFICIAL COPY

0 6 0 6 0 2 2 6

92233670

[Signature Page Immediate Follows]

[Remainder of Page Left Intentionally Blank]

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

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

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

Section 5.1 To the extent permitted by law, at any time prior to closing the Articles of Merger, this Agreement may be amended in writing by mutual consent of the Board of Directors of the Company that is being merged.

Section 4: Amendments; Termination

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.

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 be elected and qualified.

UNOFFICIAL COPY

PUBLIC RECORDS ACT

With the provisions thereof and of applicable Massachusetts law.
Corporation, to remain unchanged until amended in accordance
date of the merger shall be the By-Laws of the surviving

4.2 The By-Laws of Mupac in effect on the effective

Massachusetts law.
until amended in accordance with the provisions of applicable
organization of the surviving Corporation, to remain unchanged
the effective date of the merger shall be the Articles of

4.1 The Articles of Organization of Mupac in effect on

And Official Purpose

Section 4: Articles of Organization; By-Laws; Directories

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

agreement by said Board and such shareholders.
required by law; and (ii) recommend the approval of this
such shareholders those circumstances and that information that is
their approval or disapproval; (ii) furnish to said Board and
by said Board, to the holders of the Mupac Common Stock for
or rejection to the Board of Directors of Mupac and, if approved
agreed that they will: (i) present this Agreement for adoption
3.1 The undersigned officers of Mupac covenant and

Section 3: Covenant of Protection

become effective as of 12:01 A.M., April 1, 1992.

2.3 The merger contemplated by this Agreement shall
be specifically, with the offices of the Secretary of State of
Commonwealth of Massachusetts and Illinois, shall be filed,
laws of Massachusetts and Illinois, shall be executed
Articles of Merger, executed in accordance with applicable
terminated as contemplated by Section 5 of this Agreement,
Directors and shareholders of ECC and Mupac and is not
2.2 If this Agreement is duly adopted by the Board of
voiced thereon for their approval or disapproval.
to the shareholders of the Connecticut Corporations entitled to
disapproval; and (ii) if approved by each such Board, submitted to

vote thereon for their approval or disapproval.

UNOFFICIAL COPY

- 5 - 2 2 3 3 6 7 0

WORK MARK-PON

CLERK'S OFFICE

By: Michael Collings, Treasurer

(Corporate Seal)

By: Robert Zobell, President

Michael Collings, Secretary

ATTEST:

ELECTRONIC CORPORATIONS
CORPORATION

By: Frank Angellis
President and Treasurer

(Corporate Seal)

Richard A. Wiley, Clerk

ATTEST:

MUPAC CORPORATION

EXECUTED, as of March 31, 1992.

IN WITNESS WHEREOF, each of the constituent corporations, pursuant to authority 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.

UNOFFICIAL COPY

(Type or Print Name and Title)

(Signature of President or Vice President)

by

(Signature of Secretary or Assistant Secretary)

19

Attested by _____

Dated _____

(Exact Name of Corporation)

(Type or Print Name and Title)

(Type or Print Name and Title)

(Signature of Secretary or Assistant Secretary)

by

(Exact Name of Corporation)

19

Attested by _____

Dated _____

(Type or Print Name and Title)

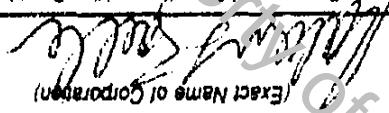
(Type or Print Name and Title)

MICHAEL COLLINS, Secretary

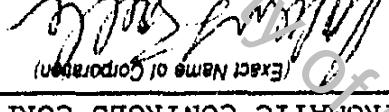
by

ROBERT ZOELLER, President

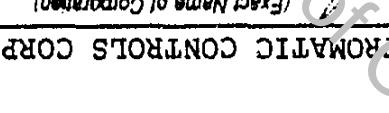
(Signature of Secretary or Assistant Secretary)

by 

(Signature of Secretary or Assistant Secretary)

by 

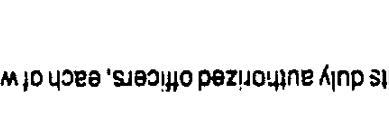
(Signature of Secretary or Assistant Secretary)

by 

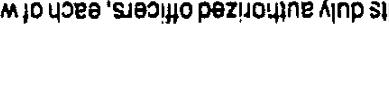
(Signature of Secretary or Assistant Secretary)

by 

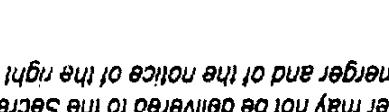
(Signature of Secretary or Assistant Secretary)

by 

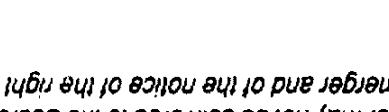
(Signature of Secretary or Assistant Secretary)

by 

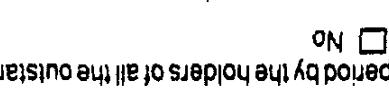
(Signature of Secretary or Assistant Secretary)

by 

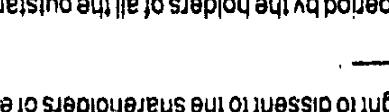
(Signature of Secretary or Assistant Secretary)

by 

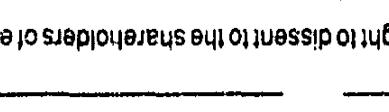
(Signature of Secretary or Assistant Secretary)

by 

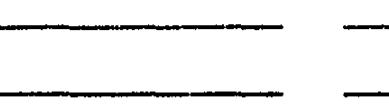
(Signature of Secretary or Assistant Secretary)

by 

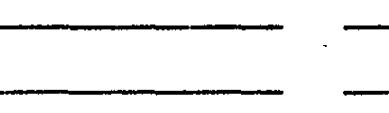
(Signature of Secretary or Assistant Secretary)

by 

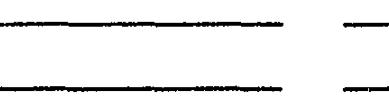
(Signature of Secretary or Assistant Secretary)

by 

(Signature of Secretary or Assistant Secretary)

by 

(Signature of Secretary or Assistant Secretary)

by 

Name of Corporation _____

Number of Shares of Each Class

Owned Immediately Prior to

Merge by the Parent Corporation

of Each Class

Outstanding

Shares of Each Class

Number of Outstanding

Shares of Each Class

02225670

FLUOROMATIC CONTROLS CORPORATION

March 31

19 92

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 copy 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_____.

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

shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation. Are

7. Complete this item in reporting a merger under § 11.30—90% owned subsidiary provisions.)

UNOFFICIAL COPY

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 RECORDED : 141111 TRAN 4379 04/07/92 12:06:00
: \$1961 + 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)

Dated March 31 , 19 92

Robert Zoeller, President

(Type or Print Name and Title)

attested by Richard A. Wiley _____

(Signature of Secretary or Assistant Secretary)

Richard A. Wiley, Clerk

(Type or Print Name and Title)

MUPAC CORPORATION

(Exact Name of Corporation)

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)

by _____

(Signature of President or Vice President)

UNOFFICIAL COPY

Property of Cook County Clerk's Office