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File Number

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STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



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DEPT-01 RECORDING 039.50
T#2222 TRAN 3222 05/01/92 12:34:00
#5442 # B #-92-298142
COOK COUNTY RECORDER

Whereas, ARTICLES OF MERGER OF
THIEL COMPANY, 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.

*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 17th
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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File #

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

SUBMIT IN DUPLICATE

FILED

This space for use by
 Secretary of State

Date 3/17/92

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 consolidation of more than 2 corporations, \$50 for each additional corporation.

MAR 17 1992

GEORGE H. RYAN
 SECRETARY OF STATE

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

| Name of Corporation | State or Country of Incorporation |
|---------------------|-----------------------------------|
| R & D THIEL, INC. | Delaware |
| THIEL COMPANY, INC. | Illinois |
| | |
| | |

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

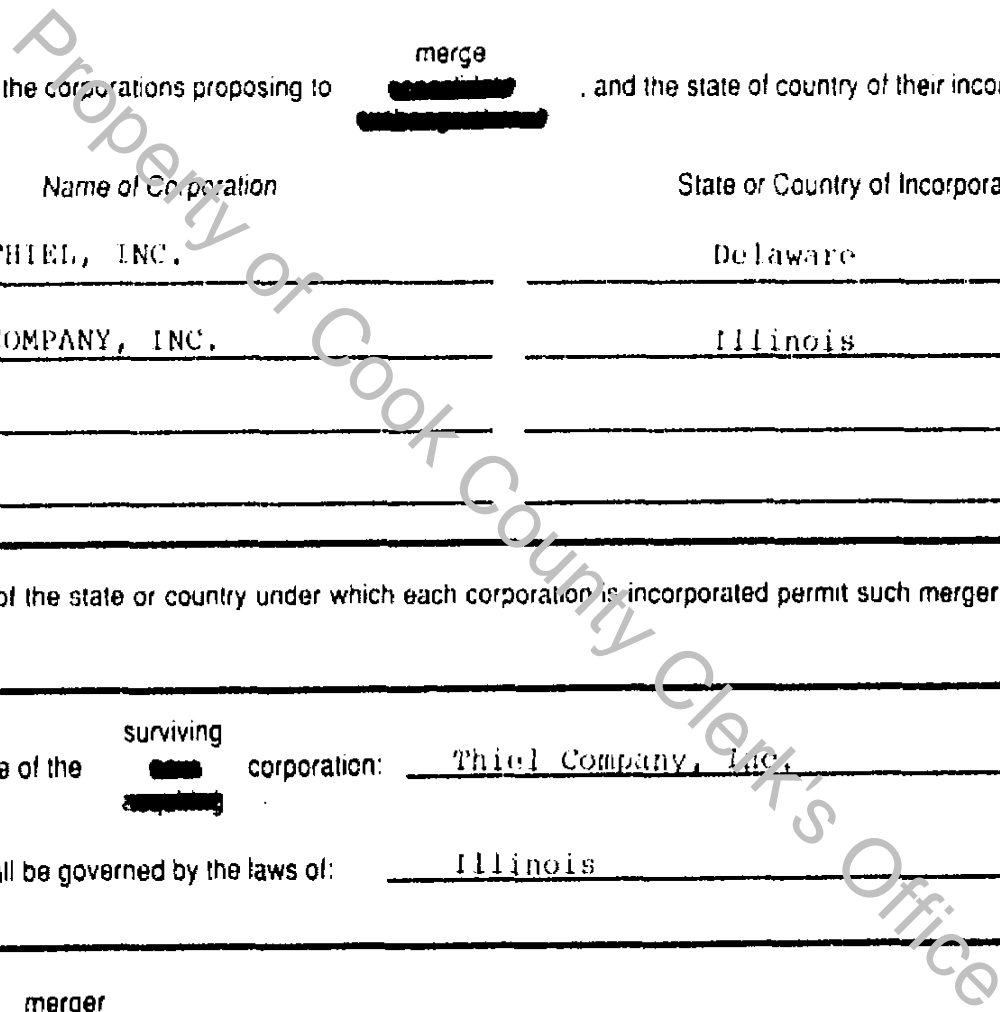
3. (a) Name of the ~~surviving~~ ^{surviving} corporation: Thiel Company, Inc.

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

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

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

(SEE ATTACHED)



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5. Plan of merger was approved, as to each corporation, as to 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 (§ 11.20) | By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20 |
|--|---|--|

Name of Corporation

| | | | |
|---------------------|--------------------------|--------------------------|-------------------------------------|
| Thiel Company, 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"/> |

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

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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(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:

| N/A 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 March 9, 19 92

THIEL COMPANY, INC.

(Exact Name of Corporation)

attested by *Aileen M. Duffey*
(Signature of Secretary or Assistant Secretary)

by *Donald W. Reiter*
(Signature of President or Vice President)

Aileen M. Duffey
(Type or Print Name and Title)

Donald W. Reiter
(Type or Print Name and Title)

Dated March 9, 19 92

R & D THIEL, INC.

(Exact Name of Corporation)

attested by *Aileen M. Duffey*
(Signature of Secretary or Assistant Secretary)

by *Donald W. Reiter*
(Signature of President or Vice President)

Aileen M. Duffey
(Type or Print Name and Title)

Donald W. Reiter
(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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AGREEMENT OF MERGER

Agreement of Merger dated this 9th day of March, 1992 by and between R & D THIEL, INC., a Delaware corporation, (hereinafter called "R&D") and THIEL COMPANY, INC., an Illinois corporation, (hereinafter called "THIEL").

W I T N E S S E T H :

WHEREAS, the Boards of Directors of R&D and THIEL have resolved that R&D be merged under and pursuant to the General Corporation Law of the State of Delaware and the Illinois Business Corporation Act of 1983 into a single corporation existing under the laws of the State of Illinois, to wit, THIEL, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

WHEREAS, the authorized capital stock of R&D consists of 1,000,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "R&D Common Stock"), of which 79,000 are issued and outstanding;

WHEREAS, the authorized capital stock of THIEL consists of 1,000,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "THIEL Common Stock"), 1,000 shares of which are issued and outstanding; and

WHEREAS, the respective Boards of Directors of R&D and THIEL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

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NOW, THEREFORE, IN CONSIDERATION of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Delaware and the Illinois Business Corporation Act of 1983 that R&D shall be, at the Effective Date (as hereinafter defined) merged into a single corporation existing under the laws of the State of Illinois, to wit, THIEL, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. Stockholders Meetings, Filings, Effects of Merger

1.1 R&D Stockholder Meeting. R&D shall call a meeting of its sole stockholder to be held in accordance with the General Corporation Law of the State of Delaware at the earliest practicable date, upon due notice thereof to its stockholder to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by R&D as Sole Stockholder of THIEL. R&D, as the sole stockholder of THIEL, shall adopt this Agreement in accordance with the Illinois Business Corporation Act of 1983.

1.3 Filing of Certificate of Merger, Effective Date. If (a) This Agreement is adopted by the stockholders of R&D in accordance with the General Corporation Law of the State of Delaware, (b) this Agreement has been adopted by R&D as the sole stockholder of THIEL, in accordance with the Illinois Business Corporation Act of

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1983, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation law of the State of Delaware and Articles of Merger shall be filed in accordance with the Illinois Business Corporation Act of 1983. Such filings shall be made on the same day. The merger shall become effective on March 17, 1992, which date is herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of R&D shall cease, and R&D shall be merged into THIEL which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of R&D; and all and singular, the rights, privileges, powers and franchises of R&D, and all property, real, personal and mixed, and all debts due to R&D on whatever account, as well as stock subscriptions and all other things in action or belonging to R&D, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of R&D, and the title to any real estate vested by deed or otherwise under the laws of Delaware or Illinois or any other jurisdiction, in R&D, shall not revert or be in any way impaired; but all rights of creditors

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and all liens upon any property of R&D shall be preserved unimpaired, and all debts, liabilities and duties of R&D shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of R&D, or the corresponding officers of the Surviving Corporation, may, in the name of R&D, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all R&D's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation, Certification of Incorporation, By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be R & D THIEL, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of THIEL as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law, except that Article First shall be amended in accordance with Section 2.1 hereof.

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3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of R&D and the nature and amount of securities of THIEL which the holders of shares of R&D Common Stock are to receive in exchange for such shares are as follows:

3.1 R&D Common Stock. Each one share of R&D Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully-paid share of THIEL Common Stock, and outstanding certificates representing shares of R&D Common Stock shall thereafter represent shares of THIEL Common Stock. Such certificates may, but need not, be exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 THIEL Common Stock held by R&D. All issued and outstanding shares of THIEL Common Stock held by R&D immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed merger abandoned at any time before the Effective Date of the merger, and whether before or after approval of this Agreement of Merger by the shareholder of R&D, if the Board of Directors of

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R&D or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by R&D THIEL, INC. and THIEL COMPANY, INC. on the date first above written.

R&D THIEL, INC.
A Delaware Corporation

By: *Donald M. Burt*
President

ATTEST:

Arthur M. Luffey
Secretary

THIEL COMPANY, INC.
An Illinois Corporation

By: *Donald M. Burt*
President

ATTEST:

Arthur M. Luffey
Secretary

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MAIL TO: JOHN W. DUBBS III
HINSHAW & CULBERTSON
222 N. LA SALLE ST., SUITE 300
CHICAGO, ILLINOIS 60601