

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



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92205019

Whereas, ARTICLES OF MERGER OF ARPAC CORP.

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.

DEPT-01 RECORDING \$37.00
T01111 TRAN 6281 05/05/92 10:56:00
46306 # A \*-92-305019
COOK COUNTY RECORDER

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 1st day of MAY A.D. 19 92 and of the Independence of the United States the two hundred and 16th



George H. Ryan 92305019 SECRETARY OF STATE

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RETURN TO

BOB

WALK

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6 1 0 5 0 5 0 1 9

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

4. Plan of consolidation is as follows: merger  
See Exhibit A, attached hereto and incorporated herein by this reference. ~~acquiring~~

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

Illinois / 92305019

3. (a) Name of the surviving corporation: ~~acquiring~~  
Alpha Corp.

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

Package Machinery Sales, Inc.

Illinois 5486-300-4

Alpha Corp.

Illinois 5469-690-6

State or Country of Incorporation

Name of Corporation

1. Names of the corporations proposing to merge ~~consolidate~~ and the state or country of their incorporation: ~~exchange-chases~~

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.

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

FILED

MAY 1 - 1992

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by Secretary of State  
Date 5-1-92  
Filing Fee \$ 100  
Approved: *[Signature]*

SUBMIT IN DUPLICATE

File #

ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE

BCA-11.25

(Rev. Jan. 1991)

Form

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9-22-05 0:00

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of 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 Illinois shall be and hereby is irrevocably authorized 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.

(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

Name of Corporation	Aspac Corp.	Package Machinery Sales, Inc.
<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 checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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 the articles of incorporation of the shareholders who have voted in favor of the action taken.

By written consent of the shareholders having not less than the minimum number of votes required by statute and the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 & § 11.20.

(Only "X" one box for each corporation)

(The following items are not applicable to mergers under § 11.30--50% owned subsidiary provisions. See Article 7.)

5. Plan of 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:

WHEREAS, ARPAC CORP. has an authorized capital consisting of

State of Illinois on November 9, 1987, and  
incorporated under the laws of the State of Illinois, its Articles of  
incorporation having been filed in the office of the Secretary of  
WHEREAS, PACKAGE MACHINERY SALES, INC. was heretofore incor-

incorporated under the laws of the State of Illinois, its Articles of  
incorporation having been filed in the office of the Secretary of State of  
Illinois on June 11, 1987, and  
WHEREAS, ARPAC CORP. was heretofore incorporated under the

laws of the State of Illinois, its Articles of incorporation  
having been filed in the office of the Secretary of State of  
Illinois on June 11, 1987, and  
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WHEREAS, ARPAC CORP. was heretofore incorporated under the

laws of the State of Illinois, its Articles of incorporation  
having been filed in the office of the Secretary of State of  
Illinois on June 11, 1987, and  
WHEREAS, PACKAGE MACHINERY SALES, INC. was heretofore incor-

Pursuant to Section 11.05 of the  
Illinois Business Corporation Act  
of 1983

PLAN AND AGREEMENT  
OF  
MERGER

920402-06/BRC  
4/24/92

EXHIBIT A

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(2)

\* The sole shareholder of Package Machinery Sales, Inc. is also the sole shareholder of Arpac Corp. shall thereupon be cancelled; and \*  
A. Shareholders of PACKAGE MACHINERY SALES, INC. shall, upon the effective date of the merger, surrender all of their shares of common stock of PACKAGE MACHINERY SALES, INC., which

The manner of converting the shares of common stock of the Constituent Corporations is as follows:

## ARTICLE III

The name of the surviving corporation is ARPAC CORP.

## ARTICLE II

PACKAGE MACHINERY SALES, INC. shall be and is hereby merged into ARPAC CORP. pursuant to Section 11.05 of the Act.

## ARTICLE I

AND the parties hereto do, by these presents, agree to and prescribe the terms and conditions of the merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect said parties hereto deem necessary, and the parties hereto do mutually and severally agree and covenant to observe, keep and perform, that is to say:

NOW THEREFORE, in consideration of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the said parties hereto, and in accordance with the Act, that ARPAC CORP. and PACKAGE MACHINERY SALES, INC. are hereby merged into a single corporation (the "merger"), wherein ARPAC CORP. shall be the surviving corporation and the separate existence of PACKAGE MACHINERY SALES, INC. shall cease.

WHEREAS, the respective boards of directors of each Constituent Corporation deems it advisable, and in the best business interests of each Constituent Corporation, to reduce operating costs and facilitate operating efficiencies, and otherwise generally to the advantage and welfare of each of said Constituent Corporations and their respective stockholders, to merge said Constituent Corporations under and pursuant to the provisions of the Illinois Business Corporation Act of 1983 (the "Act");

WHEREAS, PACKAGE MACHINERY SALES, INC. has an authorized capital consisting of 1,000 shares of no par value common stock, of which 100 shares are issued and outstanding; and

5,000,000 shares of no par value common stock, of which 475 shares are issued and outstanding; and

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A. At any time prior to the filing of this Agreement with the Secretary of State of Illinois, this Agreement may be amended, altered or repealed and other provisions authorized by the statutes of the State of Illinois at the time force may be added or inserted in the manner and at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Constituent Corporations by this Agreement are granted subject to the provisions of this Article V.

ARTICLE V

E. All persons who as of the effective date of the Merger shall be executive or administrative officers of ARPAC CORP. shall remain as officers of ARPAC CORP. until the board of directors of ARPAC CORP. shall determine otherwise. The board of directors of ARPAC CORP. may elect or appoint additional officers as it deems necessary.

D. The present board of directors of ARPAC CORP. shall continue to serve as the board of directors of ARPAC CORP. until the next annual meeting or until their successors have been elected and qualified.

C. The corporate name and organization of PACKAGE MACHINERY SALES, INC., except insofar as the same are continued by statute (or transferred to or retained by ARPAC CORP.), shall cease as soon as this Agreement shall have been authorized, adopted, approved, signed, acknowledged and filed with the Secretary of State of Illinois as required by the Act.

B. The Articles of Incorporation of ARPAC CORP. shall be the Articles of Incorporation of the surviving corporation as the same shall be in effect on the effective date of the Merger. The by-laws of ARPAC CORP. shall be the by-laws of the surviving corporation until duly changed or amended.

A. The corporate name, identity, existence, franchises, rights and immunities of ARPAC CORP. shall continue unaffected and unimpaired. ARPAC CORP. shall possess the powers, privileges and rights granted by and shall be governed by and subject to this Agreement.

ARTICLE IV

B. Each shareholder of ARPAC CORP. shall continue to own the shares of common stock in ARPAC CORP. that it now owns, which shares shall evidence its ownership of the surviving corporation, subject to the terms of all restrictions and agreements now or at any time hereafter in effect.

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This Agreement has been approved by duly adopted resolutions of the board of directors and all of the shareholders of ARPAC

ARTICLE VIII

This Agreement shall be adopted and executed by each of the Constituent Corporations in accordance with the provisions of the Act and shall take effect, subject to the terms of this Agreement, and shall be deemed and taken to be the agreement and act of merger of the constituent Corporations, upon the adoption thereof by the written consent given by the holders of record of the total number of outstanding shares of each of the Constituent Corporations and upon the doing of such other things as are required by the Act.

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ARTICLE VII

B. If at any time ARPAC CORP. shall deem or be advised that any further assignments, assurances in the law or other things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of PACKAGE MACHINERY SALES, INC., said PACKAGE MACHINERY SALES, INC., and/or ARPAC CORP., and their proper officers and directors, shall and will execute and do all such proper assignments, assurances in the law and other things necessary or proper to vest title to such property in ARPAC CORP. and otherwise to carry out the purposes of this Agreement.

A. Upon the consummation of the Merger hereby provided for, each and every right, privilege, power, and franchise, and each and every other interest of each of the Constituent Corporations, shall be thereafter as fully and effectually the property of ARPAC CORP. as though they were the property of each of the constituent Corporations; provided, however, that all rights of creditors and all liens upon any property of the parties hereto, and the title to any real estate, whether by deed or otherwise, vested in ARPAC CORP. shall not revert or be in any way impaired by reason of the merger, and shall be preserved unimpaired, and all rights of creditors, debts, liabilities and duties of PACKAGE MACHINERY SALES, INC. shall in the event of the merger attach to ARPAC CORP. and may be enforced against it to the same extent as if said rights of creditors, debts, liabilities and duties had been incurred or contracted by ARPAC CORP.

ARTICLE VI

B. At any time prior to the filing of this Agreement with the Secretary of State of the State of Illinois, this Agreement may be terminated by the board of directors of either of the constituent corporations.

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CORP. and by the board of directors and all of the shareholders of  
PACKAGE MACHINERY SALES, INC.

IN WITNESS WHEREOF, the undersigned have executed this  
Agreement as of the day and year first written.

ARFAC CORP.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Attest: \_\_\_\_\_

Its: \_\_\_\_\_

PACKAGE MACHINERY SALES, INC.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Attest: \_\_\_\_\_

Its: \_\_\_\_\_

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7. (Complete this item if reporting a merger under § 11.302-90% 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 of 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 April 30, 19 92  
 attested by *Ralph Evert*  
(Signature of Secretary or Assistant Secretary)  
Ralph Evert, Secretary  
(Type or Print Name and Title)

Arvac Corp.  
(Exact Name of Corporation)  
 by *Michael Levy*  
(Signature of President or Vice President)  
Michael Levy, President  
(Type or Print Name and Title)

Dated April 30, 19 92  
 attested by *Milton A. Levenfeld*  
(Signature of Secretary or Assistant Secretary)  
Milton A. Levenfeld, Secretary  
(Type or Print Name and Title)

Package Machinery Sales, Inc.  
(Exact Name of Corporation)  
 by *Clive Kabatznik*  
(Signature of President or Vice President)  
Clive Kabatznik, President  
(Type or Print Name and Title)

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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