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SEAL OF THE STATE OF ILLINOIS  
OFFICE OF THE  
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

DEPT-01 RECORDING \$33.00  
T45555 TRAN 7094 07/21/93 16:01:00  
47296 : 5-93-567642  
COOK COUNTY RECORDER

Whereas, ARTICLES OF MERGER OF  
SARTECO LTD.

INCORPORATED UNDER THE LAWS OF THE STATE OF Nevada 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 9th  
day of July A.D. 19 93 and  
of the Independence of the United States  
the two hundred and 18th



George H. Ryan  
SECRETARY OF STATE

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33<sup>00</sup>  
9/3

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Form **BCA-11.25**

(Rev. Jan. 1991)

## ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

Filo # 5676-403-7

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

SUBMIT IN DUPLICATE

**FILED**

JUL 9 1993

Secretary of State  
GEORGE H. RYAN

This space for use by  
Secretary of State

Date 7-9-93

Filing Fee \$ 100<sup>00</sup>

Approved: C

**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 , and the state or country of their incorporation:  
exchange shares

Name of Corporation

State or Country of Incorporation

SHREECO Ltd.

Illinois

SHREECO Ltd.

Nevada

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 ~~corporation~~ surviving corporation: SHREECO Ltd.

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

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

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

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5. Plan of ~~consolidation~~ <sup>merger</sup> 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	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
SHREECO Ltd.	<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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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:

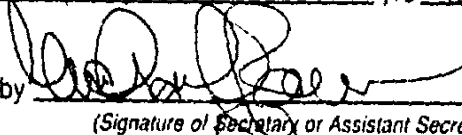
Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

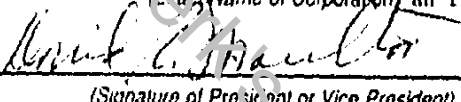
b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_.

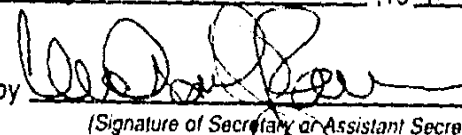
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

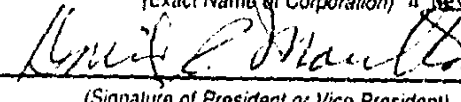
*(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)*

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.

Dated MAY 11, 19 93  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Michael J. Powers - Secretary  
 (Type or Print Name and Title)

SHREECO Ltd.  
 (Exact Name of Corporation) an Illinois corporation  
 by   
 (Signature of President or Vice President)  
David R. Moulton - President  
 (Type or Print Name and Title)

Dated MAY 11, 19 93  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Michael J. Powers - Secretary  
 (Type or Print Name and Title)

SHREECO Ltd.  
 (Exact Name of Corporation) a Nevada corporation  
 by   
 (Signature of President or Vice President)  
David R. Moulton - 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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## PLAN OF MERGER

1. (a) The names of the corporations proposing to merge are:
  - (i) SHREECO LTD., a Nevada corporation, hereinafter called "SHREECO LTD. (Nevada)".
  - (ii) SHREECO LTD., an Illinois corporation, hereinafter called "SHREECO LTD. (Illinois)".
- (b) The name of the corporation into which they propose to merge, hereinafter designated as the surviving corporation, is SHREECO LTD.

2. The outstanding shares of each constituent corporation are as follows:

<u>Name of Corporation</u>	<u>Class (and Series if any)</u>	<u>Number of Shares outstanding</u>	<u>Par value per share or statement that shares are without par value.</u>
SHREECO LTD. (Nevada)-	Common	100	without par value
SHREECO LTD. (Illinois)-	Common	1,000	without par value

3. The terms and conditions of the merger and the mode of carrying the same into effect are:
  - (a) The by-laws of SHREECO LTD. (Nevada) shall remain and be the by-laws of the surviving corporation until the same shall be altered, amended or repealed.
  - (b) The directors and officers of SHREECO LTD. (Nevada) immediately prior to the merger becoming effective shall be and constitute the directors and officers of the surviving corporation.
  - (c) The surviving corporation shall pay all expenses of carrying the merger into effect and accomplishing the same.
  - (d) When the merger shall become effective, the separate existence of SHREECO LTD. (Illinois) shall cease and said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well as of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the corporations so merged, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of said constituent corporations

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on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations, 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 the several and respective constituent corporations, and the title to any real estate, whether vested by deed or otherwise, vested in any of such constituent corporations, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon any property of any of said constituent corporations 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.

- (e) If at any time the surviving corporation shall consider it to be advisable that any further assignments or assurances in the law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property, rights, privileges or franchises of any constituent corporation, the proper officers and directors of the surviving corporation from time to time may execute and make in the name of any constituent corporation all such proper assignments and assurances in the law and do all things necessary or proper to vest in and confirm to the surviving corporation, title and possession of all such property, rights, privileges and franchises and otherwise to carry out the purposes of this merger. Such officers and directors are hereby irrevocably appointed agents of each constituent corporation for the purposes set forth in this paragraph.

4. The manner and basis of converting the shares of each merging corporation into shares of the surviving corporation are:

- (a) The 100 outstanding shares of common stock, without par value of SHREECO LTD. (Nevada), owned by SHREECO LTD. (Illinois) shall be cancelled and no shares of stock of the surviving corporation shall be issued in respect thereof, and the capital account of SHREECO LTD. (Nevada) shall be deemed to be reduced by \$1.00, the amount represented by said 100 shares.
- (b) The 1,000 outstanding shares of common stock, without par value, of SHREECO LTD. (Illinois), shall be converted into 1,000 shares of common stock, without par value, of the surviving corporation.
- (c) Until surrendered, each outstanding certificate that prior to the effective date of the merger represented shares of SHREECO LTD. (Illinois) shall be deemed for all corporate purposes to evidence ownership of the number of shares of common stock, without par value, of the surviving corporation into which such shares shall have been converted.

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- (d) All new certificates issued by reason of the merger shall be endorsed with the same restrictions upon transfer as are endorsed upon the old certificates with respect to which such new certificates are issued.
5. Other provisions with respect to the proposed merger are:
- (a) This merger shall be effective when all actions required to effectuate this merger pursuant to Nevada and Illinois law have been completed provided, however, that for accounting purposes this merger shall be effective as of the end of business on May 14, 1993.
  - (b) This Plan of Merger shall be submitted to the shareholders of each constituent corporation as soon as practicable, for approval, either at a special meeting called for such purpose or by unanimous written consent.
  - (c) Until the effective date of the merger or until abandoned, no constituent corporation shall declare or pay any dividend or other distributions with respect to its stock or purchase or sell any shares of its stock or of any constituent corporation, or make any commitment therefor.

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