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File Number 4018-165-2

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DEPT-01 RECORDING \$30.00
 T#5555 TRAN 7161 07/22/93 17:01:00
 #7519 #--93-572222
 COOK COUNTY RECORDER

Whereas, ARTICLES OF MERGER OF
 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.

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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 29TH day of JUNE A.D. 19 93 and of the Independence of the United States the two hundred and 17TH.



George H. Ryan
 SECRETARY OF STATE

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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 June 25, 19 93

WENTED COMPANY

(Exact Name of Corporation)

attested by 
(Signature of Secretary or Assistant Secretary)

by 
(Signature of President or Vice President)

Robert M. Greene, Secretary
(Type or Print Name and Title)

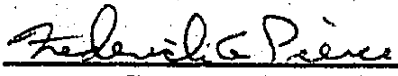
Frederick G. Pierce, II, President
(Type or Print Name and Title)

Dated _____, 19 93

WENTED COMPANY OF FLORIDA

(Exact Name of Corporation)

attested by 
(Signature of Secretary or Assistant Secretary)

by 
(Signature of President or Vice President)

Robert M. Greene, Secretary
(Type or Print Name and Title)

Frederick G. Pierce, II, 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)

(Type or Print Name and Title)

(Type or Print Name and Title)

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Form **BCA-11.25**
(Rev. Jan. 1991)

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 4018-165-2

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6981

SUBMIT IN DUPLICATE

FILED

JUN 29 1993

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 6/29/93

Filing Fee \$ 100.00

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.

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

Name of Corporation	State or Country of Incorporation
<u>Wanted Company</u>	<u>Illinois</u>
<u>Wanted Company of Florida</u>	<u>Florida</u>

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 ~~new~~ surviving corporation: Wanted Company
(b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~ merger is as follows: exchange

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

See Exhibit B attached hereto

EXPEDITED

JUN 29 1993

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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
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Name of Corporation

Wented Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Wented Company of Florida	<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"/>

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 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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EXHIBIT B

PLAN OF MERGER

PLAN OF MERGER approved as of June 25, 1993 by resolution adopted by at least a majority vote of the members of the Board of Directors of Wented Company, an Illinois business corporation, for the purpose of merging Wented Company of Florida, its wholly-owned subsidiary corporation of the State of Florida into Wented Company.

1. Wented Company, which is a business corporation of the State of Illinois and is the owner of all of the outstanding shares of Wented Company of Florida, which is a business corporation of the State of Florida, hereby merges Wented Company of Florida into Wented Company pursuant to the provisions of the Florida General Corporation Act and pursuant to the provisions of the laws of the State of Illinois.

2. The separate existence of Wented Company of Florida shall cease upon the effective date of the merger pursuant to the provisions of the Florida General Corporation Act; and Wented Company shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Wented Company of Florida shall not be converted in any manner but each share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Wented Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

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