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7 1 1 4 1 4 Cook County, Ill.

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Prepared by, and
when recorded,
return to:

87093526

Paul S. Maurer, Esq.
Mayer, Brown & Platt
600 17th Street, #2800
Denver, Colorado 80202

COX 833-HV

QUIT CLAIM DEED

#47.00

THIS DEED is made this 31st day of December, 1988,
between JOANNA WESTERN MILLS COMPANY, a Delaware corporation
("Grantor"), 2141 South Jefferson Street, Chicago, Cook County,
Illinois 60616, and JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.,
Delaware corporation ("Grantee"), 2141 South Jefferson Street,
Chicago, Cook County, Illinois 60616.

WITNESSETH, that the Grantor, for and in consideration of
the sum of Ten and No/100 Dollars (10.00) and other good and
valuable consideration, the receipt and sufficiency of which are
hereby acknowledged, has revised, released, sold, conveyed and
quitclaimed, and by these presents does hereby revise, release,
sell, convey and quitclaim unto the Grantee and its successors
and assigns, forever, all the right, title, interest, claim and
demand which the Grantor has in and to the real property,
together with any and all improvements thereon, situated, lying
and being in the County of Cook, State of Illinois, more particu-
larly described in Exhibit A attached hereto and made a part
hereof.

TO HAVE AND TO HOLD the same, together with all and singular
the appurtenances and privileges thereunto belonging or in any
way thereunto appertaining, and all the estate, right, title,
interest and claim whatsoever of the Grantor, either in law or
equity, to the only proper use, benefit and behoof of the Grantee
and its successors and assigns forever.

THIS IS A CONVENIENCE DEED ONLY, TO REFLECT THE MERGER OF GRANTOR
INTO GRANTEE PURSUANT TO THE AGREEMENT OF MERGER ATTACHED HERETO
AS EXHIBIT B AND MADE A PART HEREOF.

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89.00

K-71-522 DS

Section 6
Waldo J. ...
Mayer, Brown & Platt
600 17th Street
Chicago, Illinois 60616
February 12, 1989
Clerk's Office
Cook County, Illinois
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Property of Cook County Clerk's Office

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EXHIBIT A

Property situated in Cook County, Illinois, described as follows:

PARCEL 1:

ALL THAT PART LYING WEST OF CANAL STREET EXTENDED OF LOT 3 AND 4 OF BLOCK 35 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND THAT PART OF THE SOUTH EAST 1/4 LYING WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER, ALL IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE SAID PRINCIPAL MERIDIAN;

PARCEL 2:

LOT 5 IN BLOCK 35 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER (EXCEPT THE FOLLOWING, TO WIT: THAT STRIP OR PART OF LOT 5, AFORESAID, LYING SOUTH EASTERLY OF A LINE DRAWN FROM AND BEGINNING AT A POINT IN THE SOUTH WESTERLY LINE OF SAID LOT 5, 194.95 FEET SOUTH EASTERLY OF AND DISTANT FROM THE NORTH WEST CORNER OF SAID LOT 5, MEASURED ALONG SAID SOUTH WESTERLY LINE, RUNNING THENCE NORTH EASTERLY TO A POINT ON THE NORTH EASTERLY LINE OF SAID LOT 5, 169.38 FEET SOUTH EASTERLY OF AND DISTANT FROM THE NORTH EAST CORNER OF SAID LOT 5, MEASURED ALONG SAID NORTH EASTERLY LINE);

PARCEL 3:

ORIGINAL LOTS 6 AND 7 AND THE NORTHERLY ONE FOOT OF ORIGINAL LOT 8 (EXCEPT THAT PART CONVEYED TO THE SANITARY DISTRICT OF CHICAGO BY DEED RECORDED JULY 10, 1902 AS DOCUMENT 326497) AND ORIGINAL LOT 8 (EXCEPT THE NORTH 1 FOOT THEREOF CONVEYED BY THOMAS JOHNSON AND WIFE TO BENJAMIN W. THOMAS BY DEED DATED JUNE 27, 1853 AND RECORDED JANUARY 9, 1854 IN BOOK 72, PAGE 203, ALSO EXCEPT THAT PORTION THEREOF CONVEYED TO SANITARY DISTRICT OF CHICAGO BY DEED DATED MAY 3, 1901 AND RECORDED JUNE 12, 1902 AS DOCUMENT 323800) IN BOOK 790, PAGE 168 ALL OF THE LOTS AFORESAID BEING IN BLOCK 33 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THAT PART OF THE SOUTH EAST 1/4 LYING WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 4:

LOTS 24 TO 31 IN O. H. DORMAN'S SUBDIVISION OF THAT PART SOUTH OF THE NORTHERN 9 ACRES OF LOT 2 IN BLOCK 37 IN CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN.

PARCEL 5:

LOT 5 IN BLOCK 37 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 6:

LOT 13 (EXCEPT THE NORTH 36 FEET AND EXCEPT THE EAST 11 FEET THEREOF), LOT 16 (EXCEPT THE EAST 11 FEET THEREOF), LOTS 19 TO 22, 25 TO 28, 31 TO 34, 37 TO 40, 43 TO 46, 49 TO 52, 55 TO 58, AND 61 TO 64 AND ALL OF THE NORTH SOUTH 16 FEET VACATED ALLEY LYING WEST OF AND ADJOINING LOTS 20, 21, 24, 27, 32, 33, 36, 39, 44, 45, 50, 51, 56, 57,

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EXHIBIT A - CHAL. 10/10/17

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62 AND 63 AND EAST OF AND ADJOINING LOTS 19, 22, 25, 28, 31, 34, 37, 40, 43, 46, 49, 52, 55, 58, 61 AND 64

ALSO

LOT 53, LOT 59 (EXCEPT NORTH 20 FEET) LOT 60 AND LOT 65 ALL IN STINSON'S SUBDIVISION OF LOT 1 IN BLOCK 38 IN THE CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN,

PARCEL 7:

THAT PART OF LOT 3 LYING SOUTH OF WEST 21ST STREET IN BLOCK 38 IN CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, EXCEPT THOSE PARTS DESCRIBED AS FOLLOWS:

(A) SOUTH 14 FEET THEREOF TAKEN FOR WEST 22ND STREET AND;
(B) BEGINNING AT THE SOUTH EAST CORNER OF WEST 21ST STREET AND SOUTH UNION AVENUE, THENCE EAST ALONG THE SOUTH LINE OF WEST 21ST STREET A DISTANCE OF 34 FEET, THENCE SOUTH WESTERLY ALONG A STRAIGHT LINE TO A POINT IN THE EAST OF SOUTH UNION AVENUE 157 FEET SOUTH OF THE SOUTH LINE OF WEST 21ST STREET, THENCE NORTH ALONG THE EAST LINE OF SOUTH UNION AVENUE TO THE POINT OF BEGINNING;

PARCEL 8:

THAT PART OF LOT 3 IN BLOCK 38 IN SAID CANAL TRUSTEE'S SUBDIVISION LYING NORTH OF THE WEST 21ST STREET AND EAST OF RIBLE STREET.

PARCEL 9:

THAT PART OF SAID LOT 3 LYING NORTH OF WEST 21ST STREET, WEST OF RIBLE STREET AND EAST OF THE NORTH AND SOUTH ALLEYS BETWEEN UNION STREET AND RIBLE STREET (EXCEPT THAT PART THEREOF DESCRIBED AS FOLLOWS BEGINNING AT THE SOUTH WEST CORNER OF SAID TRACT AND RUNNING THENCE NORTH ALONG THE EAST LINE OF SAID ALLEY 90 FEET AND 7/8 INCHES TO THE NORTH LINE OF SAID TRACT, THENCE EAST ALONG THE NORTH LINE OF SAID TRACT 32 FEET 7/8 INCHES, THENCE SOUTH TO A POINT IN THE SOUTH LINE OF SAID TRACT 32 FEET AND 5/8 INCHES EAST OF THE SOUTH WEST CORNER OF SAID TRACT AND THENCE WEST TO THE POINT OF BEGINNING);

PARCEL 10:

LOTS 43, 44 AND 45 IN THE SUBDIVISION OF LOT 2 IN BLOCK 38 IN THE CANAL TRUSTEE'S SUBDIVISION OF THE WEST HALF AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 11:

LOTS 1, 2, 3, 4, 9, 10, 11 AND 12 (EXCEPT THE WEST 8 FEET THEREOF TAKEN FOR ALLEY) IN JOHN B. GUST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET OF LOT 4 IN BLOCK 38 IN CANAL TRUSTEE'S SUBDIVISION OF THE WEST HALF OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER;

ALSO

LOTS 1, 2, 3, 4, IN SUBDIVISION OF LOTS 5 TO 8, INCLUSIVE, IN JOHN B. GUST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET LOT 4 IN BLOCK 38 CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER;

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EXHIBIT A (continued)

PARCEL 12:

THAT PART OF LOT 4 IN BLOCK 38 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS COMMENCING ON A POINT ON THE EAST LINE OF SAID LOT 4 ON THE SOUTH END OF 21ST STREET AND RUNNING THENCE SOUTH OF THE WEST LINE OF JEFFERSON STREET 140 FEET; THENCE WEST PARALLEL WITH THE SOUTH LINE OF 21ST STREET 234 FEET AND 1 7/8 INCHES, THENCE NORTH PARALLEL WITH THE WEST LINE OF JEFFERSON STREET 140 FEET TO THE SOUTH LINE OF 21ST STREET; THENCE EAST TO THE POINT OF BEGINNING;

PARCEL 13:

THAT PART OF LOT 4 IN BLOCK 36 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER, OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS COMMENCING AT A POINT ON THE EAST LINE OF SAID LOT 4 (BEING THE WEST LINE OF VACATED SOUTH JEFFERSON STREET) 366 84 FEET NORTH LINE OF WEST 22ND STREET; THENCE WEST PARALLEL WITH THE NORTH LINE OF SAID 22ND STREET, A DISTANCE OF 234 41 FEET FOR A POINT OF BEGINNING, THENCE CONTINUING WEST PARALLEL WITH THE NORTH LINE OF SAID WEST 22ND STREET A DISTANCE OF 129.71 FEET TO A POINT ON THE WEST LINE OF SAID LOT 4, THENCE NORTH ALONG THE WEST LINE OF SAID LOT 4, A DISTANCE OF 129.78 FEET TO A POINT ON THE SOUTH LINE OF VACATED WEST 21ST STREET, THENCE EAST ALONG THE SOUTH LINE OF SAID VACATED WEST 21ST STREET, A DISTANCE OF 129.70 FEET TO A POINT 34.16 FEET WEST OF THE WEST LINE OF SAID VACATED SOUTH JEFFERSON STREET; THENCE SOUTH A DISTANCE OF 129.43 FEET TO THE POINT OF BEGINNING;

PARCEL 14:

THAT ALL THAT PART OF S. JEFFERSON STREET LYING WEST OF AND ADJOINING THE WEST LINE OF LOT 3 IN BLOCK 37 AND LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 4 IN BLOCK 38 IN CANAL TRUSTEES' SUBDIVISION OF THE WEST HALF OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF CHICAGO RIVER, LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 1 TO 4 BOTH INCLUSIVE, AND THE EAST LINE OF SAID LOT 4 PRODUCED SOUTH 60 FEET, IN JOHN B. GAST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET OF LOT 4 IN BLOCK 36 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING EAST OF AND ADJOINING THE EAST LINE OF LOTS 27, 32, 33, 34, 39, 44, 45, 50, 51, 56, 57, 62, 63 IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 24 TO 33, BOTH INCLUSIVE, AND THE WEST LINE OF SAID LOT 31 PRODUCED SOUTH 22.52 FEET AND LYING SOUTH OF AND ADJOINING THE NORTH LINE OF SAID LOT 24 PRODUCED WEST 66 FEET IN O. W. DORMAN'S SUBDIVISION OF PART OF BLOCK 37 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED AND LYING NORTHERLY OF AND ADJOINING A LINE DRAWN FROM THE SOUTHERLY CORNER OF LOT 3 IN BLOCK 37 TO ITS INTERSECTION WITH THE EAST LINE OF LOT 4 IN BLOCK 38 AND A LINE 14 FEET NORTH OF AND PARALLEL WITH THE NORTH LINE OF SAID LOT, IN CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, ALL THAT PART OF WEST 21ST STREET OPENED BY CONDEMNATION PROCEEDINGS ORDINANCE PASSED BY THE CITY COUNCIL OCTOBER 27, 1874, ORDER OF POSSESSION MAY 21, 1880, SUPERIOR COURT GENERAL NO. 8429, BEING ALL THAT PART OF AND WEST 21ST STREET RUNNING THROUGH LOT 3 AND 4 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING EAST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF SOUTH RIBLE STREET AS OPENED BY CONDEMNATION PROCEEDINGS, ORDINANCE PASSED BY THE CITY COUNCIL DECEMBER 6, 1880, ORDER OF POSSESSION APRIL 26, 1886 SUPERIOR COURT GENERAL NO. 77505, ALL THAT PART OF SOUTH DEPLAINES STREET LYING EAST OF AND ADJOINING

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EXHIBIT A (continued)

THE EAST LINE OF LOTS 59, 60 AND 61 LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 58, 61 AND 64 AND LYING SOUTH OF AND ADJOINING THE COURT LINE OF THE NORTH 20 FEET OF SAID LOT 59 PRODUCED EAST 50 FEET IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED TOGETHER WITH ALL THAT PART OF SAID SOUTH DES PLAINES STREET OPENED BY CONDEMNATION PROCEEDINGS, ORDINANCE PASSED BY THE CITY COUNCIL MARCH 9, 1885, ORDER OF POSSESSION JULY 5, 1888, SUPERIOR COURT GENERAL NO. 97099, BEING ALL THAT PART OF SAID S. DESPLAINES STREET LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 9 IN JOHN B. GEST'S SUBDIVISION AFOREMENTIONED AND LYING WEST OF AND ADJOINING THE WEST LINE OF LOT 1 TO 4, BOTH INCLUSIVE, IN SUBDIVISION OF LOTS 5 TO 8, INCLUSIVE, IN JOHN B. GEST'S SUBDIVISION AFOREMENTIONED

AND ALL THAT PART OF W. 29TH PLACE LYING NORTH OF AND ADJOINING THE NORTH LINE OF LOT 3 IN BLOCK 37 ON CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF LOT 31 AND LYING WEST OF AND ADJOINING THE EAST LINE OF SAID LOT 31 PRODUCED SOUTH 22.52 FEET IN O. W. DORMAN'S SUBDIVISION AFOREMENTIONED;

ALSO ALL OF THE NORTH-SOUTH 8 FOOT PUBLIC ALLEY OPENED BY CONDEMNATION PROCEEDINGS ORDINANCE PASSED BY THE CITY COUNCIL MARCH 1, 1909 ORDER OF POSSESSION JANUARY 27, 1913 CIRCUIT COURT GENERAL NO. 29043; BEING THE WEST 8 FEET OF LOT 12 OF JOHN B. GEST'S SUBDIVISION AFOREMENTIONED; ALL THAT PART OF THE NORTH-SOUTH 16 FOOT PUBLIC ALLEY LYING EAST OF AND ADJOINING THE EAST LINE OF LOTS 43, 44, AND 45 IN SUBDIVISION OF LOT 2 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 59, 60, AND 65 AND LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF THE NORTH 20 FEET OF SAID LOT 59 PRODUCED WEST 16 FEET IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED

AND ALL THAT PART OF THE EAST-WEST 16 FOOT PUBLIC ALLEY DEDICATED AND RECORDED IN THE OFFICE OF THE RECORDER OF DEEDS OF COOK COUNTY, ILLINOIS AUGUST 17, 1934, AS DOCUMENT 15190436, BEING ALL THAT PART OF THE SOUTH 16 FEET OF LOT 16 LYING WEST OF A LINE 11 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID LOT, IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED,

AND PARTS OF PUBLIC STREET HEREIN VACATED BEING FURTHER DESCRIBED AS ALL THAT PART OF S. JEFFERSON STREET LYING BETWEEN THE SOUTH LINE OF W. CULLERTON STREET EXTENDED WEST, AND A LINE DRAWN FROM THE INTERSECTION OF THE WESTERLY LINE OF S. LAMBER STREET AND THE EAST LINE OF S. JEFFERSON STREET TO THE INTERSECTION OF THE WEST LINE OF S. JEFFERSON STREET AS DOCUMENT THE NORTH LINE OF W. CERNAK ROAD;

ALL THAT PART OF W. 21ST STREET LYING BETWEEN S. JEFFERSON STREET AND THE EAST LINE OF S. RUBLE STREET EXTENDED SOUTH;
ALL THAT PART OF S. DESPLAINES STREET LYING BETWEEN W. 21ST STREET AND A LINE 160.79 FEET, MORE OR LESS, NORTH OF AND PARALLEL THERETO,

AND ALL THAT PART OF W. 20TH PLACE LYING BETWEEN S. JEFFERSON STREET AND THE WEST LINE OF THE FIRST NORTH-SOUTH PUBLIC ALLEY EAST THEREOF EXTENDED SOUTH

AND SAID PUBLIC ALLEY AND PARTS OF PUBLIC ALLEYS HEREIN VACATED BEING FURTHER DESCRIBED AS ALL OF THE NORTH-SOUTH 8 FOOT PUBLIC ALLEY TOGETHER WITH ALL THAT PART OF THE NORTH-SOUTH 16 FOOT PUBLIC ALLEY LYING BETWEEN W. 21ST STREET AND A LINE 160.79 FEET, MORE OR LESS NORTH OF AND PARALLEL THERETO, IN THE BLOCK BOUNDED BY W. 21ST STREET, S. CANALPORT AVENUE, S. DESPLAINES STREET AND S. RUBLE STREET

AND THE WEST 86.3 FEET MORE OR LESS, OF THE EAST-WEST PUBLIC ALLEY RUNNING EAST FROM S. DESPLAINES STREET IN THE BLOCK BOUNDED BY W. 21ST STREET, S. CANALPORT AVENUE, S. DESPLAINES STREET AND S. JEFFERSON STREET, ALL IN COOK COUNTY, ILLINOIS.

Property

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EXHIBIT A

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
JOANNA-WESTERN HILLS COMPANY
INTO
JOANNA HOLDINGS, INC.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

JOANNA HOLDINGS, INC., a Delaware corporation (the
"Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of JOANNA-WESTERN HILLS
COMPANY ("Joanna"), a Delaware corporation.

THIRD: That the Corporation, by the following resolutions
of its Board of Directors, duly adopted on the 29th day of
December, 1966, determined to merge into itself Joanna or the
conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself (the
"Merger") Joanna Western Hills Company ("Joanna") by
properly executing and filing with the Secretary of State of
the State of Delaware a certificate of ownership and merger
and be it further:

RESOLVED, that the Corporation will assume any and all
liabilities and obligations of Joanna; and be it further:

RESOLVED, that the President and Secretary of the
Corporation be, and they hereby are authorized and directed
to make, execute and acknowledge a certificate of ownership
and merger setting forth a copy of the resolutions to merge
Joanna into this Corporation, to assume Joanna's liabilities
and obligations as of the date of adoption thereof, and to
file the same and such other documents in accordance with
the laws of the State of Delaware, and be it further:

RESOLVED, that the proper officers of the Corporation
be, and they hereby are, authorized and directed to take any
and all other actions necessary and proper to effect the
transactions contemplated by the Merger under the laws of
the State of Delaware.

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AGREEMENT OF MERGER
BETWEEN
JOANNA HOLDINGS, INC.
AND
JOANNA WESTERN HILLS COMPANY

Agreement of Merger, dated as of December 29, 1988, by and between Joanna Western Hills Company, a Delaware corporation ("Joanna") and Joanna Holdings, Inc., a Delaware corporation (hereinafter referred to as "Holdings" or the "Surviving Corporation"). (Holdings and Joanna sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 26.1 shares are issued and outstanding and owned of record by Joanna Western Consumer Products, Inc., a Delaware corporation ("Consumer") and 535.1 shares are issued and outstanding and owned of record by Joanna Western Industrial Products, Inc., a Delaware corporation ("Industrial").

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 85.7 shares are issued and outstanding and owned of record by Holdings.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Joanna be merged with and into Holdings, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

ARTICLE I

1.01 On the Effective Date (as hereinafter defined), Joanna shall be merged into Holdings, the separate existence of Joanna shall cease and Holdings shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Hills Company with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60614.

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1.02 The merger shall become effective at 2:00 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date all of the following events shall have occurred:

A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Holdings stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Holdings stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05 In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Holdings is hereby amended by deleting "Joanna Holdings, Inc." and substituting in lieu thereof "Joanna Western Mills Company" in the title and in the first sentence of Article I of the Certificate, and shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

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IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Holdings and Joanna and is hereby executed the date and year first above written by the proper officers of Holdings and Joanna and the corporate seal of each has been hereto affixed.

JOANNA WESTERN MILLS COMPANY

By: [Signature]
President

ATTEST:

By: [Signature]
Secretary

SEAL

JOANNA GOLDEN CO., INC.

By: [Signature]
President

ATTEST:

By: [Signature]
Secretary

SEAL

Property of Cook County Clerk's Office

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ASSISTANT

I, George Pentano Jr, Secretary of JOANNA WESTERN MILLS COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

George Pentano Jr
Assistant Secretary

SEAL

ASSISTANT

I, George Pentano Jr, Secretary of JOANNA HOLDINGS, INC., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by unanimous written consent executed on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

George Pentano Jr
Assistant Secretary

SEAL

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debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed, and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

4.03 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4.03 On the Effective Date, the assets, liabilities, receivables and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.

4.05 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

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ALLIANCE COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(a) was given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

Ann S. P. [Signature]
Secretary

SEAL

ALLIANCE COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by unanimous written consent executed on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

Ann S. P. [Signature]
Secretary

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EXHIBIT B

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
JOANNA HOLDINGS, INC.
INTO
JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC., a Delaware
corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of Joanna Holdings,
Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions
of its Board of Directors, duly adopted on the 31st day of
December, 1986, determined to merge into itself Joanna Holdings,
Inc., on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself, Joanna
Holdings, Inc. (the "Merger") by properly executing and
filing with the Secretary of State of the State of Delaware
a certificate of ownership and merger; and be it further

RESOLVED, that the Corporation will assume any and all
liabilities and obligations of Joanna Holdings, Inc., and be
it further

RESOLVED, that the President and Secretary of the
Corporation be, and they hereby are, authorized and directed
to make, execute and acknowledge a certificate of ownership
and merger setting forth a copy of the resolutions to merge
Joanna Holdings, Inc. into this Corporation and to assume
said subsidiary's liabilities and obligations as of the date
of adoption thereof and to file the same and such other
documents as may be required in accordance with the laws of
the State of Delaware; and be it further

RESOLVED, that the proper officers of the Corporation
be, and they hereby are, authorized and directed to take any
and all other actions necessary and proper to effect the
transactions contemplated by the Merger under the laws of
the State of Delaware.

PROCESSED
IN THE
Office

AGREEMENT OF MERGER
BETWEEN
JOANNA HOLDINGS, INC.

AND
JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

Agreement of Merger, dated as of December 29, 1986 by and between Joanna Holdings, Inc., a Delaware corporation ("Holdings") and Joanna Western Industrial Products, Inc., a Delaware corporation (hereinafter referred to as "Joanna" or the "Surviving Corporation"). Joanna and Holdings sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share of which 339.1 shares are issued and outstanding and owned of record by Joanna.

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares are issued and outstanding and owned of record by Joanna Western Holdings, Inc., a Delaware corporation.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Holdings be merged with and into Joanna, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

1.01 On the Effective Date (as hereinafter defined), Holdings shall be merged into Joanna, the separate existence of Holdings shall cease and Joanna shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Industrial Products, Inc. with its principal offices at 3161 South Jefferson Street, Chicago, Illinois 60616.

1.02 The Merger shall become effective at 3:30 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date the last of the following events shall have occurred:

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A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be filed as a separate document as the Certificate of Incorporation of the Surviving Corporation.

2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

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2.03 The Board of Directors of the Surviving Corporation shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

John Baldwin
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

Herbert Max
Max, Brown & Platt
437 Madison Avenue
New York, New York 10022

ARTICLE III

3.01 The manner and basis of converting the capital stock of Joann and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:

A. Each share of Holdings common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.

B. Each share of Joanne common stock, \$0.01 per value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of \$0.01 per value common stock of the Surviving Corporation.

ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all proper real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent

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IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Joanna and ~~Joanna~~ and is hereby executed the date and year first above written by the proper officers of Joanna and ~~Joanna~~ and the corporate seal of each has been hereto affixed.

^{March 23, 1966}
JOANNA WESTERN MILLS COMPANY

By: [Signature]
President

ATTES:

By: S.A. Pentecost
Secretary

SEAL



JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

By: [Signature]
President

ATTES:

By: S.A. Pentecost
Secretary

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ASSISTANT

I, George Pentaris Jr., Secretary of JOANNA ~~WELDTMIST INC.~~, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stock holders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed corporate seal of said corporation this 29th day of December, 1986.



George Pentaris Jr.
Assistant Secretary

ASSISTANT

I, George Pentaris Jr., Secretary of JOANNA WESTERN INDUSTRIAL ~~PROL. LTD, Inc.~~, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

George Pentaris Jr.
Assistant Secretary

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Property of [illegible]

AGREEMENT OF MERGER

BETWEEN

JOANNA HOLDINGS, INC.

AND

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

Agreement of Merger, dated as of December 29, 1986 by and between Joanna Holdings, Inc., a Delaware corporation ("Holdings") and Joanna Western Industrial Products, Inc., a Delaware corporation (hereinafter referred to as "Joanna" or the "Surviving Corporation") (Joanna and Holdings sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 535.1 shares are issued and outstanding and owned of record by Joanna.

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares are issued and outstanding and owned of record by Joanna Western Holdings, Inc., a Delaware corporation.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Holdings be merged with and into Joanna, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

1.01 On the Effective Date (as hereinafter defined), Holdings shall be merged into Joanna, the separate existence of Holdings shall cease and Joanna shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Industrial Products, Inc. with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

1.02 The Merger shall become effective at 3:30 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date the last of the following events shall have occurred:

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A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

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2.03 The Board of Directors of the Surviving Corporation shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

John Baldwin
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

Herbert Max
Mayer, Brown & Platt
370 Madison Avenue
New York, New York 10022

ARTICLE III

3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:

A. Each share of Holdings common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.

B. Each share of Joanna common stock, \$0.01 par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of \$0.01 par value common stock of the Surviving Corporation.

ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent

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Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.

4.05 If at any time the Surviving Corporation shall consider it necessary or desirable that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanne shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanne are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

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Clerk's Office

IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Joanna and Mills and is hereby executed the date and year first above written by the proper officers of Joanna and Mills and the corporate seal of each has been hereto affixed.

JOANNA WESTERN WOODS COMPANY

By: [Signature]
President

ATTEST:

By: [Signature]
Secretary

SEAL

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

By: [Signature]
President

ATTEST:

By: [Signature]
Secretary

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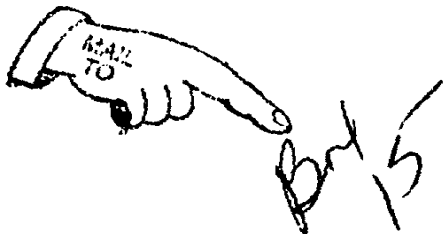
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JESSE WHITE
RECORDER OF DEEDS / REGISTRAR OF TORRENS TITLES
COOK COUNTY, ILLINOIS

CERTIFIED COPY
OF A

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Record Book No. _____

Page _____

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