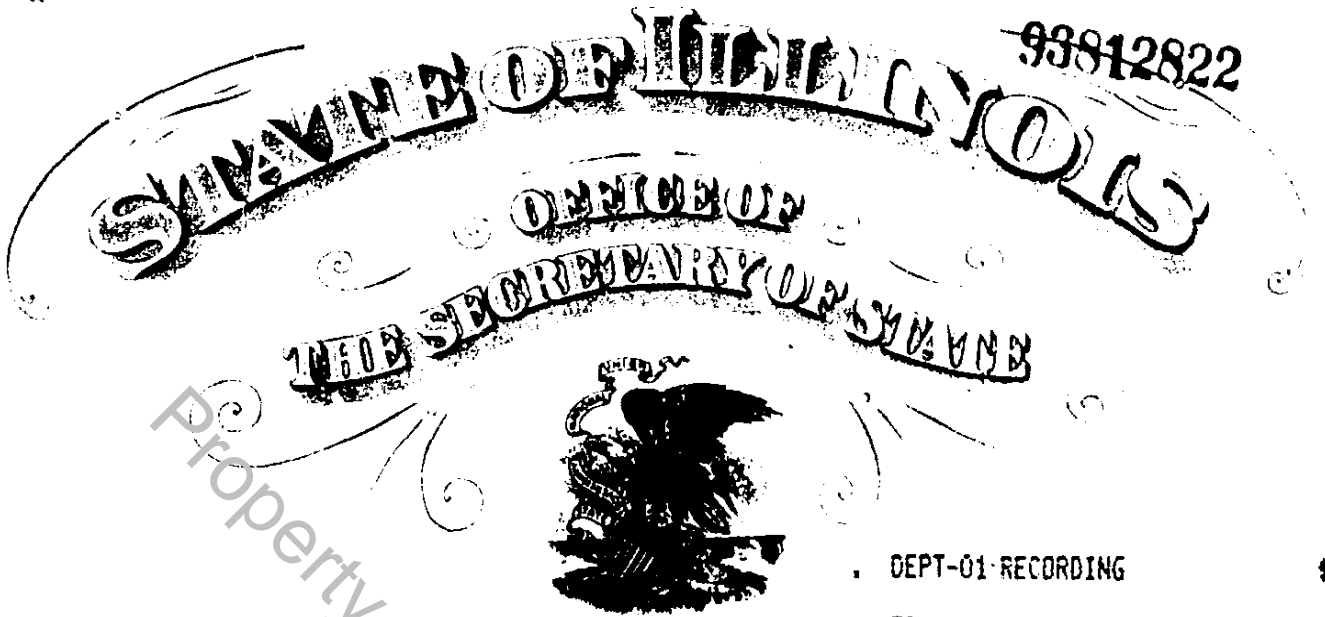


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File Number 3311-642-6

93812822



. DEPT-01-RECORDING \$35.00
 . T86666 *TRAN 2897 10/12/93 12:07:00
 . 49423 * -93-812822
 . COOK COUNTY RECORDER

Whereas,

ARTICLES OF MERGER OF

STELAR, 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.

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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 1ST

day of OCTOBER *A.D. 19* 93 *and*

of the Independence of the United States

the two hundred and 18TH



George H. Ryan
SECRETARY OF STATE

BOX 374 (CLH)

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

FILED

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 10/1/93

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.

OCT 1 1993
GEORGE H. RYAN
SECRETARY OF STATE

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
Stelar, Inc.	Illinois / <u>5311-642-6</u>
The L. Fish Corporation	Delaware / <u>0302-301-0</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 surviving new corporation: Stelar, Inc.
acquiring
- (b) it shall be governed by the laws of: Illinois

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4. Plan of merger consolidation is as follows: see Exhibit A attached hereto
 exchange

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

EXPEDITED

OCT 4 1993

SECRETARY OF STATE

EXPEDITED

OCT 1 1993

SECRETARY OF STATE

5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the state under which it is organized, and to each Illinois corporation as follows:

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(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

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.	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
Stelar, 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)

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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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of October 1, 1993 and made pursuant to Article 11 of the Illinois Business Corporation Act of 1983 and Subchapter IX of the General Corporation Law of the State of Delaware by and among **THE L. FISH CORPORATION**, a Delaware corporation qualified to do business in Illinois (hereinafter sometimes referred to as "L. Fish" or the "Merged Corporation"), and **STELAR, INC.**, an Illinois corporation (hereinafter sometimes referred to as "Stelar" or the "Surviving Corporation"). L. Fish and Stelar are sometimes individually referred to as a "Constituent Corporation" and collectively as the "Constituent Corporations."

WHEREAS, the Constituent Corporations desire that L. Fish merge with and into Stelar, Inc. (hereinafter referred to as the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the States of Delaware and Illinois; and

WHEREAS, the Board of Directors and the shareholders of each Constituent Corporation have approved and adopted this Agreement of Merger;

NOW, THEREFORE, the Constituent Corporations do hereby covenant and agree as follows:

ARTICLE I

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THE MERGER

On the effective date of the Merger (the "Effective Date"), the Constituent Corporations agree that the following actions shall be taken:

1.1 In accordance with the applicable provisions of the laws of the State of Illinois and the State of Delaware, L. Fish shall be merged with and into Stelar, which shall be the Surviving Corporation.

1.2 The By-laws of Stelar as existing and constituted immediately prior to the Effective Date of the Merger shall continue to be and constitute the By-laws of the Surviving Corporation.

1.3 The directors of Stelar immediately prior to the Effective Date of the Merger shall be the directors of the Surviving Corporation and shall hold office until their successors have been duly elected and qualified.

1.4 The officers of Stelar immediately prior to the Effective Date of the Merger shall be the officers of the Surviving Corporation and shall hold office until their successors have been duly elected and qualified.

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1.5 The authorized shares of Stelar immediately prior to the Effective Date of the Merger shall be the authorized shares of the Surviving Corporation.

1.6 The total paid-in capital and capital of L. Fish and Stelar prior to the Effective Date, equal to \$931,850, shall be the paid-in capital of the Surviving Corporation.

ARTICLE II

MODE OF MERGER

The mode of carrying into effect the Merger provided for in this Agreement and the manner and basis of converting shares of the Constituent Corporations are as follows:

2.1 Each issued and outstanding share of Class A Common Stock, \$1.00 par value, of Stelar on the Effective Date shall remain issued and outstanding, and each issued and outstanding share of Class A Common Stock, \$100.00 par value, of L. Fish shall thereupon be cancelled.*

2.2 Each issued and outstanding share of Class B Non-Voting Common Stock, \$100.00 par value, of L. Fish on the Effective Date shall be converted into one issued and outstanding share of Class B Non-Voting Common Stock, \$1.00 par value, of Stelar.

2.3 Each certificate which immediately prior to the Effective Date represents outstanding Class A Common Stock of Stelar or Class B Non-Voting Common Stock of L. Fish ("Old Shares") shall evidence the ownership of fully paid, nonassessable shares of Class A Common Stock or Class B Non-Voting Common Stock, as the case may be, of the Surviving Corporation ("New Shares") equal in number to the New Shares into which the old shares represented by such certificate are to be converted in accordance herewith, until, in the case of Class B Non-Voting Common Stock of L. Fish, such certificate shall be exchanged for a certificate representing the New Shares.

ARTICLE III

EXPENSES

The Surviving Corporation, as the surviving corporation, shall pay all expenses of carrying into effect this Agreement and Plan of Merger and accomplishing the Merger herein provided for.

ARTICLE IV

FURTHER ASSURANCES

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 Class A Common Stockholders of L. Fish currently own all of the issued and outstanding shares of Class A Common Stock of Stelar in the same proportion as the L. Fish shares being cancelled.

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the title to any property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to effectuate the Merger.

ARTICLE V

PRINCIPAL OFFICE

The place of the principal office in Illinois of the Surviving Corporation shall be 4242 West 42nd Place, Chicago, Illinois 60632.

ARTICLE VI

SERVICE OF PROCESS

The Surviving Corporation consents to be sued and served with process in the State of Delaware and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any proceeding in the State of Delaware to enforce against it any obligations of any Constituent Corporation or to enforce the rights of any dissenting shareholder of any Constituent Corporation. The address to which a copy of any such process shall be served is 4242 West 42nd Place, Chicago, Illinois 60632.

ARTICLE VII

AMENDMENTS

Notwithstanding approval of this Agreement of Merger by the directors of the Constituent Corporations and adoption thereof by the shareholders of the Constituent Corporations, the Boards of Directors of the Constituent Corporations may amend this Agreement of Merger by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter the amount or kind of shares of capital stock of Stelar to be received in exchange for shares of capital stock of L. Fish, (b) alter any term of the Certificate of Incorporation or bylaws of Stelar, or (c) alter the terms

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and conditions of this Agreement of Merger if such alteration would adversely affect the holders of capital stock of L. Fish.

ARTICLE VIII

TERMINATION

Notwithstanding approval of this Agreement of Merger by the directors of the Constituent Corporations and adoption thereof by the shareholders of L. Fish, this Agreement of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Constituent Corporations.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement of Merger to be duly executed by their respective officers thereunto duly authorized on October 1, 1993.

THE L. FISH CORPORATION,
a Delaware corporation

By: Milton L. Fish, Jr.
Milton L. Fish, Jr., Executive Vice President

Attest:

Charles E. Levin
Charles E. Levin, Assistant Secretary

STELAR, INC., an Illinois corporation

By: Milton L. Fish, Jr.
Milton L. Fish, Jr., Vice President

Attest:

Charles E. Levin
Charles E. Levin, Assistant Secretary

merged

7. (Complete this item in recording a merger under § 170-90% owned subsidiary provisions.)

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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 October 1, 1993

STELAR, INC.
(Exact Name of Corporation)

attested by Charles E. Levin
(Signature of Secretary or Assistant Secretary)

by Milton L. Fish, Jr.
(Signature of President or Vice President)

Charles E. Levin, Asst. Secretary
(Type or Print Name and Title)

Milton L. Fish, Jr., Vice Pres.
(Type or Print Name and Title)

Dated October 1, 1993

THE L. FISH CORPORATION
(Exact Name of Corporation)

attested by Charles E. Levin
(Signature of Secretary or Assistant Secretary)

by Milton L. Fish, Jr.
(Signature of President or Vice President)

Charles E. Levin, Asst. Secretary
(Type or Print Name and Title)

Milton L. Fish, Jr., Exec. Vice Pres.
(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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