

SEAL OF THE OFFICE OF THE SECRETARY OF STATE

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DEPT. OF REVENUE 101 00  
185111 - 1000 DEPT. OF REVENUE OF ILLINOIS  
REVENUE DEPARTMENT OF REVENUE  
STATE OF ILLINOIS

Property of Cook County Clerk's Office

Whereas, ARTICLES OF MERGER OF  
COO CO., INC.

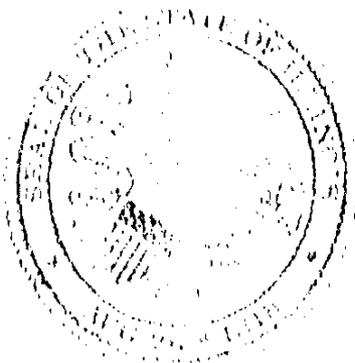
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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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.

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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 10TH  
day of DECEMBER A.D. 1992 and  
of the Independence of the United States  
the two hundred and 17TH



George H. Ryan  
SECRETARY OF STATE

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Form **BCA-11.25**

## ARTICLES OF MERGER

(Rev. Jan. 1991)

File #

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

**SUBMIT IN DUPLICATE**

# FILED

This space for use by  
Secretary of State

Date

12/10/92

Filing Fee

\$1,000

Approved:

DEC 10 1992

GEORGE H. RYAN  
SECRETARY OF STATE

**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~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ and the state or country of their incorporation:

Name of Corporation

State or Country of Incorporation

900 CO., INC.

DELAWARE

JMB REAL ESTATE HOLDINGS-III, INC.

ILLINOIS

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 ~~XXXX~~ surviving corporation: 900 CO., INC.

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

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

If not sufficient space to cover this point, add one or more sheets of this size.  
(See Attached Exhibit A)

# EXPEDITED

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SECRETARY OF STATE

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5. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ 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

900 CO., INC.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
JMB REAL ESTATE HOLDINGS-III, 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"/>

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.) N/A

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 30, 19 93 900 CO., INC.  
(Exact Name of Corporation)  
 attested by Kevin B. Yates by Neil G. Bluhm  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
Kevin B. Yates, Secretary Neil G. Bluhm, Vice President  
(Type or Print Name and Title) (Type or Print Name and Title)

Dated October 30, 19 92 JMB REAL ESTATE HOLDINGS-III, INC.  
(Exact Name of Corporation)  
 attested by Kevin B. Yates by Neil G. Bluhm  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
Kevin B. Yates, Secretary Neil G. Bluhm, President  
(Type or Print Name and Title) (Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_  
(Exact Name of Corporation)  
 attested by \_\_\_\_\_ by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
 \_\_\_\_\_  
(Type or Print Name and Title) (Type or Print Name and Title)

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## Exhibit A

PLAN AND AGREEMENT OF MERGER approved on January 1, 1992 by 900 Co., Inc., a business corporation formed under the laws of the State of Delaware ("900"), by resolution adopted by its Board of Directors on said date and approved by the shareholders of 900 and approved on said date by JMB Real Estate Holdings-III, Inc., a business corporation formed under the laws of the State of Illinois ("Holdings"), by resolution adopted by its Board of Directors on said date and approved on said date by all of the shareholders of Holdings .

1. Pursuant to the provisions of the Illinois Business Corporation Act (the "Act"), Holdings shall be merged with and into 900 with 900 being the surviving corporation (the "Merger"). The Merger shall become effective upon the proper filing of articles of merger (the "Articles of Merger") in accordance with the Act (the "Effective Time"). At the Effective Time, 900 shall continue its corporate existence as a business corporation formed under the Act (sometimes herein referred to as the "surviving corporation"). The separate existence of Holdings shall cease at the Effective Time.

2. The Articles of Incorporation of the surviving corporation from and after the Effective Time shall be the Articles of Incorporation of 900 in effect immediately prior to the Effective Time and said Articles of Incorporation, as so amended, shall continue in full force and effect until thereafter amended as provided therein and under the Act.

3. The by-laws of the surviving corporation from and after the Effective Time will be the by-laws of 900 in effect immediately prior to the Effective Time and will continue, as so amended, in full force and effect until thereafter amended as provided herein and under the Act.

4. Until their successors are duly elected and qualified, the officers and directors of 900 immediately prior to the Effective Time shall be the initial officers of the surviving corporation from and after the Effective Time.

5. The issued shares of the surviving corporation shall not be converted or exchanged in any manner. Each issued share of Holdings shall, at the Effective Time, be cancelled. The consideration for the merger shall be cash paid to the shareholders of Holdings in an amount equal to ONE DOLLAR (\$1.00) per share of stock so cancelled. No consideration other than as provided herein will be paid.

6. When this Plan and Agreement of Merger shall have been duly adopted on behalf of Holdings in accordance with the provisions of the Act and that the merger of Holdings with and into 900 shall have been fully authorized in accordance with the provisions of the Act, and when this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of 900 in accordance with the provisions of the Act, Holdings and 900 will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois, and that each will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

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7. Each officer of Holdings and each officer of 900 are hereby authorized to execute Articles of Merger on behalf of said corporations, respectively, in conformity with the Act; and the Board of Directors or the proper officers of Holdings and 900 respectively, 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 and Agreement of Merger or the Merger.

8. From and after the Effective Time, 900 agrees that it may be served with process in Illinois in any proceeding for the enforcement of any obligation of Holdings and in any proceeding for the enforcement of the rights of any dissenting shareholder of Holdings against 900.

9. 900 agrees that it will promptly pay to any dissenting shareholder of Holdings the amount, if any, to which such dissenting shareholder shall be entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

10. At and after the Effective Time, 900 shall possess all the rights, privileges, powers and franchises, of both a public and private nature, and be subject to all the restrictions, disabilities and duties, of Holdings, and all property, real, personal and mixed, and all debts due on whatever account, and all other things in action or belonging to Holdings shall be vested in 900; and all debts, liabilities and duties of Holdings shall thenceforth attach to 900 and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it in the same manner and to the same extent as enforceable against Holdings.

11. The Merger shall not be deemed to constitute an assignment or transfer to 900 of any interest in any property, lease or other contract; it being understood that any and all such interests shall be vested in 900 without reversion or impairment by virtue of the Merger and without any further action by any person whatsoever.

12. Neither 900 or Holdings shall withdraw (or shall be deemed to have withdrawn) from any partnership or joint venture in which it serves as a general or limited partner at the Effective Time by virtue of the Merger and 900 shall continue as a general or limited partner, as the case may be, of all partnerships and joint ventures in which 900 or Holdings serves as a general or limited partner immediately prior to the Effective Time.

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IN WITNESS WHEREOF, the undersigned corporations have caused this Plan and Agreement of Merger to be executed by their duly authorized officers this 1st day of January, 1992.

900 CO., INC.

By:   
President

JMB REAL ESTATE HOLDINGS-III, INC.

By:   
President

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