

UNOFFICIAL COPY

File Number 3845-937-6

94729690

OFFICE OF THE SECRETARY OF STATE

THE SECRETARY OF STATE



Property of Cook County Clerk's Office

DEPT OF RECORDING 35.50
T06666 TRAM 4817/08/17/94 13139100
45401 # GV # 94-729690
COOK COUNTY RECORDER

Whereas,

ARTICLES OF MERGER OF
AIROOM, 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.

*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.*

94729690

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 16th
day of August, A.D. 19 94 and
of the Independence of the United States
the two hundred and 19th

George H Ryan
SECRETARY OF STATE

35.50
Bill

UNOFFICIAL COPY

Property of Cook County Clerk's Office



MAIL TO

James P. Ziehl

221 N LaSalle #3200

CHICAGO IL 60601

UNOFFICIAL COPY

BCA-11.25/11.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File # 3845-937-6

This Space for Use By Secretary of State	
Date	8/16/94
Filing Fee \$	100.00
Clerk	<i>He</i>

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (*Strike inapplicable words*)

1. The names of the corporations proposing to ~~consolidate~~ ^{merge} and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
LAMB CORPORATION	ILLINOIS 9893-0052
AIRCOM, INC.	ILLINOIS 1045-9376

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. The name of the ~~new~~ ^{surviving} corporation is AIRCOM, INC. and it shall be governed by the laws of Illinois

4. The plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

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

SEE ATTACHED

FILED

AUG 16 1994

GEORGE H. RYAN
SECRETARY OF STATE

91725690

UNOFFICIAL COPY

5 The part of _____ was approved (a) 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 of All the shareholders entitled to vote on the action, not consented in writing have been given notice in accordance with § 7.10 & § 11.20

Name of Corporation

LAMB CORPORATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ALROOM, INC.	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>

f (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.

06362746 94729690

UNOFFICIAL COPY

6. (Complete this item if forming a merger under § 11-101 (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.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated November 30, 19 87

LAMB CORPORATION

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

ADINA M. KLEIN, SECRETARY
(Type or Print Name and Title)

BURTON A. KLEIN, PRESIDENT
(Type or Print Name and Title)

Dated November 30, 19 87

AIRROOM, INC.

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

ADINA M. KLEIN, SECRETARY
(Type or Print Name and Title)

BURTON A. KLEIN, PRESIDENT
(Type or Print Name and Title)

Dated Nov 30, 19 87

(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

[Signature]
(Type or Print Name and Title)

(Type or Print Name and Title)

94729690

UNOFFICIAL COPY

Form BCA:11.25M1.30

File No

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations \$200.00 for each additional corporation

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

Property of Cook County Clerk's Office

UNOFFICIAL COPY

PLAN OF MERGER

THIS PLAN OF MERGER, made and adopted this 30 day of November, 1983, by LAMB CORPORATION, an Illinois corporation, (hereinafter referred to as "Lamb"), whose principal office is located at 6825 North Lincoln Avenue, Lincolnwood, Illinois 60646, and by AIROOM, INC., an Illinois corporation (hereinafter referred to as "Airoom"), whose principal office is located at 6825 North Lincoln Avenue, Lincolnwood, Illinois 60646, which provides as follows:

WITNESSETH

WHEREAS, Lamb is a corporation organized and existing under the laws of the State of Illinois with its principal office at 6825 N. Lincoln Avenue, Lincolnwood, Illinois; and

WHEREAS, Lamb has a capitalization of 10,000 authorized share of \$100.00 par value common stock, of which 400 shares are issued and outstanding; and

WHEREAS, Airoom, is a corporation organized and existing under the laws of the State of Illinois with its principal office at 6825 N. Lincoln Avenue, Lincolnwood, Illinois; and

WHEREAS, Airoom has a capitalization of 500 authorized shares of \$100.00 par value common stock, of which 130 shares are issued and outstanding; and

WHEREAS, the Board of Directors of Lamb and of Airoom deem it desirable and in the best interest of the corporations and their stockholders that Lamb be merged into Airoom pursuant to the provisions of Section 11, et. seq. of the Illinois Business Corporation Act. of 1983.

94728690

UNOFFICIAL COPY

NOW, THEREFORE, Lamb and Airoom hereinafter set forth the Plan of Merger of Lamb into Airoom as follows:

1. Lamb shall be merged into Airoom by the transfer to Airoom of all of the assets of Lamb subject to all liabilities and obligations of Lamb which liabilities and obligations Airoom shall assume, in complete cancellation of all of the capital stock of Lamb.

2. The name of the surviving corporation shall be Lamb Corporation.

3. The number of shares of capital stock of Lamb is 10,000 shares of common stock with \$100.00 Par Value of which 400 shares are issued and outstanding.

4. The capital stock of Lamb shall be completely canceled and that of Airoom shall be unaffected by the merger, since the shares of each of the constituent corporations are held by the same sole shareholder.

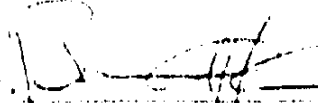
5. Following the adoption of this Plan of Merger by the Board of Directors of Lamb and the Board of Directors of Airoom and upon the execution of written consent to the Merger by Lamb and the execution of written consent to the merger by Airoom, filed with the minutes of each of the Board's the merger, transfer of assets from Lamb to Airoom, assumption of obligations and liabilities of Lamb by Airoom, and cancellation of Lamb's capital stock, shall be effective forthwith upon the issuance of the

UNOFFICIAL COPY

9 1 7 0 0 3 1 4

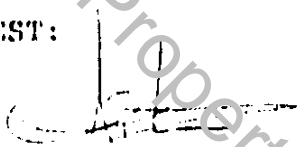
Certificate of Merger by the Secretary of the State of Illinois,
all in conformity with Section 11.40 of the Illinois Corporation
Act of 1983.

LAMB CORPORATION

By: 

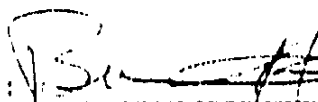
Its President

ATTEST:



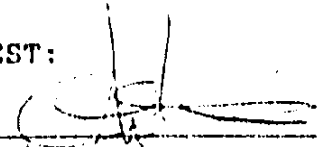
Secretary

AIRROOM, INC.

By: 

Its President

ATTEST:



Secretary

Property of Cook County Clerk's Office

94729890