



Whereas,

ARTICLES OF MERGER OF
 CITIZENS UTILITIES COMPANY OF ILLINOIS
 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.

In Testimony Whereof, I hereto set my hand and voice to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 31ST
 day of AUGUST, A.D. 1994 and
 of the Independence of the United States
 the two hundred and 19TH



Return to
 Box 407

Mr. H. ROSENBERG

George H. Ryan
 SECRETARY OF STATE

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

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 3522-558-7

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62768
Telephone (217) 783-6981

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 8/31/94
Filing Fee \$ 100.00

Approved: 

AUG 31 1994

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} ~~consolidate~~ , and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation

State or Country of Incorporation

Citizens Utilities Company of Illinois Illinois

RHC, 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 ^{surviving} ~~new~~ corporation: Citizens Utilities Company of Illinois
~~reincorporating~~

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

4. Plan of ^{merger} ~~consolidation~~ is as follows: See Exhibit A attached hereto and made
~~exchange~~ a part hereof.

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

EXPEDITED

AUG 31 1994

SECRETARY OF STATE

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merger
 8. 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 (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.20—80% 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 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Citizens Utilities Co. of Illinois	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
RHC, 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"/>

9. (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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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated August 31, 1994, between Citizens Utilities Company of Illinois, an Illinois corporation ("Midwestern"), and RHC, Inc., an Illinois corporation (the "RHC").

WHEREAS, the Board of Directors of each of Midwestern and RHC has approved the merger of RHC with and into Midwestern (the "Merger") in accordance with the Illinois Business Corporation Act of 1983, as amended (the "Act"), pursuant to which outstanding shares of the common stock of RHC, without par value (the "RHC Common Stock"), shall be cancelled, pursuant to the terms and conditions set forth in that certain Agreement and Plan of Reorganization, dated as of August 31, 1994, to which each of Midwestern and RHC is a party (the "Agreement"); and

WHEREAS, the Board of Directors of Midwestern and the Board of Directors of RHC have, in light of and subject to the terms and conditions set forth herein, (i) determined that the cancellation of each share of RHC Common Stock in the Merger, with the consideration set forth in the Agreement, is fair to, and in the best interests of, the holder of such shares and (ii) adopted a resolution approving and adopting this Agreement and the transactions contemplated hereby and recommending the approval and adoption by the stockholders of each of Midwestern and RHC, as the case may be, of this Agreement.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Midwestern and RHC agree as follows:

ARTICLE I THE MERGER

SECTION 1.01 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the applicable provisions of this Agreement, the Agreement and the Act, RHC shall be merged with and into Midwestern as soon as practicable following the date hereof. Following the Merger, Midwestern shall continue as the surviving corporation (the "Surviving Corporation") and the separate corporate existence of RHC shall cease.

SECTION 1.02 Effective Time. The Merger shall become effective by and upon the filing with the Secretary of State of the State of Illinois of a certificate of merger in such form as is required by, and executed in accordance with, the relevant provisions of the Act (the "Effective Time").

SECTION 1.03 Effects of the Merger. The Merger shall have

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the effects set forth in the Act.

SECTION 1.04 Articles of Incorporation and By-Laws.

(a) The Articles of Incorporation of Midwestern, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter amended in accordance with applicable law.

(b) The By-Laws of Midwestern, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation, until thereafter amended in accordance with applicable law.

SECTION 1.05 Directors. The directors of Midwestern immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

SECTION 1.06 Officers. The officers of Midwestern immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation until their respective successors are duly appointed and qualified, or their earlier death, resignation or removal.

SECTION 1.07 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of RHC Common Stock issued and outstanding immediately prior to the Effective Time shall cease to exist and be cancelled, and no payment shall be made nor other consideration paid with respect thereto, except for the issuance of 174,696.1 shares of the Series B Common Stock of Citizens Utilities Company, a Delaware corporation ("Citizens"), for each such share of RHC Common Stock.

At and after the Effective Time, each outstanding share of common stock of Midwestern shall remain outstanding and owned by Citizens and shall constitute the only issued and outstanding common stock of the Surviving Corporation.

SECTION 1.08 Stockholders' Action. Each of Midwestern and RHC, acting through its Board of Directors, shall, in accordance with applicable law:

a) present the matters contemplated by this Agreement to its stockholder(s) for the purpose of considering and taking action upon this Agreement, either by means of a special meeting or by the execution of a written consent in accordance with the applicable provisions of the Act; and

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b) as soon as practicable execute in the manner required by the Act and deliver to the Secretary of State of Illinois duly executed and verified documents necessary to make the Merger effective, and take such other and further action as may be required by law to make the Merger effective.

ARTICLE II TERMINATION; AMENDMENTS; WAIVER

SECTION 2.01 Termination. This Agreement may be terminated and the Merger contemplated hereby may be abandoned at any time, prior to the Effective Time, notwithstanding approval thereof by the stockholders of Midwestern and RHC:

- a) by mutual written consent of Midwestern and RHC; or
- b) by either party if any state, federal or foreign court of competent jurisdiction or any state, federal or foreign governmental body shall have issued an order, decree or ruling or taken any other action restraining, enjoining or otherwise prohibiting the Merger and such order, decree, ruling or other action shall have become final and nonappealable.

SECTION 2.02 Effect of Termination. In the event of the termination and abandonment of this Agreement pursuant to Section 2.01 hereof, this Agreement shall forthwith become void and have no effect, and there shall be no liability on the part of either party (except in the event of a breach by such party of its obligations hereunder), or its directors, officers or stockholders.

SECTION 2.03 Amendment. This Agreement may be amended by action taken by or on behalf of the Boards of Directors of both Midwestern and RHC at any time before adoption of this Agreement by the stockholders of Midwestern and RHC. This Agreement may not be amended except by an instrument in writing signed on behalf of both parties.

ARTICLE III MISCELLANEOUS

SECTION 3.01 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Illinois, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

SECTION 3.02 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

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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 August 31, 19 94

Citizens Utilities Company of Illinois
(Exact Name of Corporation)

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

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

Charles J. Weiss Secretary
(Type or Print Name and Title)

Ronald E. Walsh Vice President
(Type or Print Name and Title)

Dated August 31, 19 94

BHC, Inc
(Exact Name of Corporation)

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

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

Esther M. Ritko Secretary
(Type or Print Name and Title)

Harold A. Ritko 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)

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