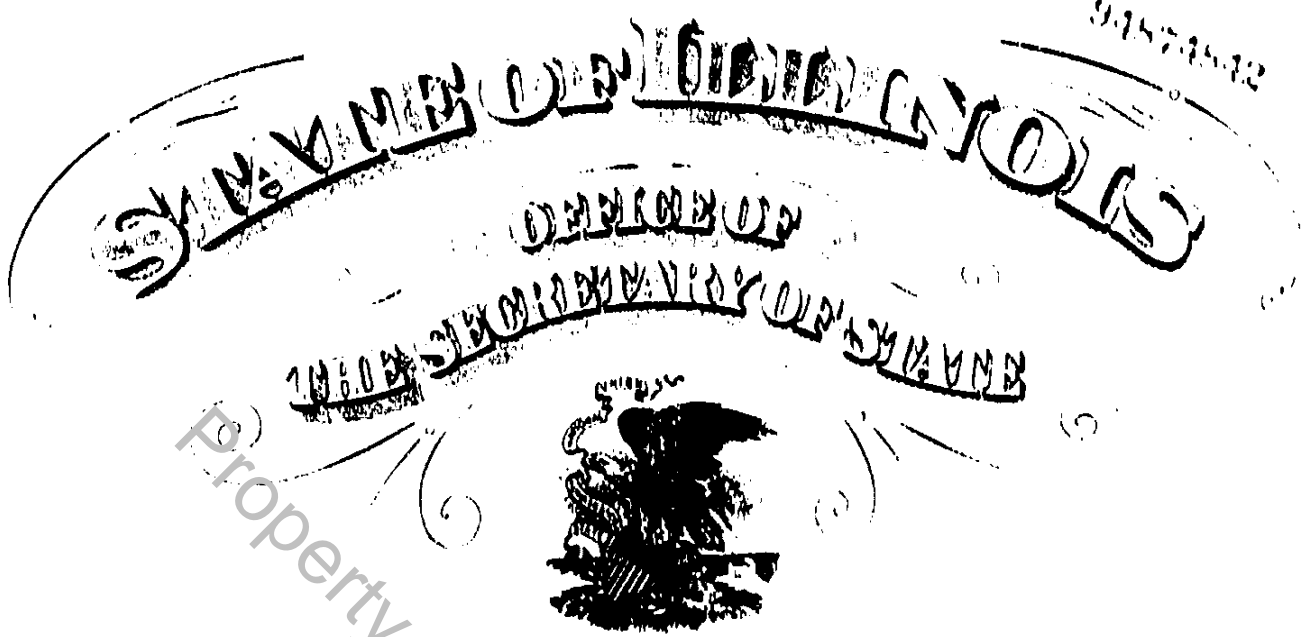


91571512



**Whereas,** ARTICLES OF MERGER OF  
 FACTORY CASH OUTLET OF AMERICA LTD.  
 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 cause to  
 be affixed the Great Seal of the State of Illinois,  
 at the City of Springfield, this 6TH  
 day of OCTOBER A.D. 1984 <sup>3rd</sup>  
 of the Independence of the United States  
 the two hundred and 19TH



*George H. Ryan*  
 SECRETARY OF STATE

Box  
314

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

## ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5398-040-0

George H. Ryan  
Secretary of State  
Department of Business Services

SUBMIT IN DUPLICATE

# FILED

OCT 6 1994

GEORGE H. RYAN  
SECRETARY OF STATE

91871812

This space for use by  
Secretary of State

Date 10/6/94

Filing Fee \$ 100.00

Approved: 

**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 <sup>merge</sup> ~~consolidate~~ ~~exchange~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
<u>Factory Card Outlet of America Ltd.</u>	<u>Illinois 5398-040-0</u>
<u>PCOA - Baltimore, Inc.</u>	<u>Delaware</u>

DEPT. OF RECORDING \$37.00  
140003 TRN 7591 10/11/94 15133100  
11702 EB \*-94-874842  
COOK COUNTY RECORDER

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 <sup>surviving</sup> ~~consolidating~~ ~~acquiring~~ corporation: Factory Card Outlet of America Ltd.

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

4. Plan of <sup>merger</sup> ~~consolidation~~ ~~exchange~~ is as follows: See Exhibit A Attached Hereto

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

**EXPEDITED**

OCT 6 1994

SECRETARY OF STATE

**EXPEDITED**

OCT 6 1994

SECRETARY OF STATE

370/222

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5. Plan of ~~XXXXXX~~ <sup>merge</sup> 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

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Factory Card Outlet of America Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FCOA - Baltimore, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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)

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 September 15, 19 94

attested by Carol A. Travis  
(Signature of Secretary or Assistant Secretary)

Carol A. Travis, Secretary  
(Type or Print Name and Title)

Factory Card Outlet of America Ltd.  
(Exact Name of Corporation)

by J. Bayard Kelly  
(Signature of President or Vice President)

J. BAYARD KELLY  
(Type or Print Name and Title)

Dated September 15, 19 94

attested by Glen J. Franchi  
(Signature of Secretary or Assistant Secretary)

Glen J. Franchi, Asst. Secretary  
(Type or Print Name and Title)

PCOA - Baltimore, Inc.  
(Exact Name of Corporation)

by J. Bayard Kelly  
(Signature of President or Vice President)

J. BAYARD KELLY  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 94

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

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EXHIBIT A

## PLAN AND AGREEMENT OF MERGER

OF

FCOA - BALTIMORE, INC.  
(a Delaware corporation)

AND

FACTORY CARD OUTLET OF AMERICA LTD.  
(an Illinois corporation)

PLAN AND AGREEMENT OF MERGER entered into on September 15, 1994 by FCOA - BALTIMORE, INC., a business corporation of the State of Delaware, and approved and adopted by resolution adopted by all of its Board of Directors on said date, and entered into on September 15, 1994 by FACTORY CARD OUTLET OF AMERICA LTD., a business corporation of the State of Illinois, and approved and adopted by resolution adopted by all of its Board of Directors on said date.

WHEREAS, FCOA - BALTIMORE, INC. is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle (c/o its registered agent, The Corporation Trust Company); and

WHEREAS, the total number of shares of stock which FCOA - BALTIMORE, INC. has authority to issue is (i) 100 shares of voting common stock, without par value (the "Common Stock"), of which 100 shares of the Common Stock are issued and outstanding and, (ii) 56,600 shares of non-voting preferred stock, having a par value of \$ 25.00 per share (the "Preferred Stock"), of which no shares of the Preferred Stock are issued and outstanding; and

WHEREAS, FACTORY CARD OUTLET OF AMERICA LTD. is a business corporation of the State of Illinois with its principal office therein located at 745 Birginal Drive, City of Bensenville, County of Du Page; and

WHEREAS, the total number of shares of stock which FACTORY CARD OUTLET OF AMERICA LTD. has authority to issue is 100,000, all of which are of one class and without par value and of which 2,500 shares are issued and outstanding; and

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WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the Illinois Business Corporation Act of 1983 permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Illinois; and

WHEREAS, FCOA - BALTIMORE, INC. and FACTORY CARD OUTLET OF AMERICA LTD. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge FCOA - BALTIMORE, INC. with and into FACTORY CARD OUTLET OF AMERICA LTD. pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Illinois Business Corporation Act of 1983 upon the terms and conditions hereinafter set forth and the stockholders of each corporation have approved such merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by FCOA - BALTIMORE, INC. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by FACTORY CARD OUTLET OF AMERICA LTD. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

(1) On the effective date of the merger, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the Illinois Business Corporation Act of 1983, FCOA - BALTIMORE, INC. shall be merged with and into FACTORY CARD OUTLET OF AMERICA LTD, and FACTORY CARD OUTLET OF AMERICA LTD. shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Illinois Business Corporation Act of 1983. The separate existence of FCOA - BALTIMORE, INC., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.



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(2) The Certificate of Incorporation of FACTORY CARD OUTLET OF AMERICA LTD. as in effect immediately prior to the merger shall be the Certificate of Incorporation of the surviving corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws.

(3) The by-laws of FACTORY CARD OUTLET OF AMERICA LTD. as in effect immediately prior to the effective time of the merger will be the by-laws of the surviving corporation without amendment or change and will continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the Illinois Business Corporation Act of 1983.

(4) The directors of the Board of Directors and officers of FACTORY CARD OUTLET OF AMERICA LTD. in office upon the effective time of the merger shall continue to be the directors of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Certificate of Incorporation and by-laws of the surviving corporation.

(5) As a precondition to the merger and having occurred prior to the merger, The Card Mart, the sole shareholder of all issued and outstanding shares of Preferred Stock, converted all of its shares of Preferred Stock into shares of Common Stock, without par value, of FCOA Acquisition Corp., whereby each share of Preferred Stock of FCOA - BALTIMORE, INC. was converted into one share of Common Stock of FCOA Acquisition Corp., and the shares of Preferred Stock in FCOA - BALTIMORE, INC. were thereby cancelled.

(6) Each issued share of Common Stock of the terminating corporation by virtue of the merger and without further action of FCOA - BALTIMORE, INC. shall be retired and cancelled, and no shares of FACTORY CARD OUTLET OF AMERICA LTD. shall be issued in respect thereof. Prior to the merger, all of the Common Stock of the two corporations participating in the merger are owned one hundred percent (100%) by the same shareholder.

(7) The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined

5/15/83

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in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address outside the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

745 Birginal Drive  
Bensenville, Illinois 60106-1212.

(8) The surviving corporation shall possess all of the rights, privileges, immunities and franchises, as well of a public and of a private nature of the constituent corporations; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices 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 to and invested in the surviving corporation without further act or deed; and the title to any real estate or any interest therein vested in any of the constituent corporations shall not revert or be in any way impaired by reason of the merger.

(9) The surviving corporation shall then and thereafter be responsible and liable for all liabilities and obligations of each of the constituent corporations; any existing claim, action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, and the surviving corporation may be substituted in the place of either; and neither the rights of creditors nor any liens upon the property of any of the constituent corporations shall be impaired by the merger.

(10) In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and upon behalf of the surviving corporation in accordance with the provisions of the Illinois Business Corporation Act of 1983, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Illinois, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Illinois and elsewhere to effectuate the merger herein provided for.



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(11) The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed acknowledged, delivered and sealed on behalf of each of the constituent corporations parties thereto as of the day and year first above written.

ATTEST:

FCOA-BALTIMORE, INC.

BY: 

GLEN S. FRANCHI  
Asst. Secretary

BY: 

J. BAYARD KELLY  
President/Chairman of the Board

(SEAL)

ATTEST:

FACTORY CARD OUTLET OF  
AMERICA LTD.

BY: 

CAROL A. TRAVIS  
Secretary

BY: 

J. BAYARD KELLY  
President/Chairman of the Board

(SEAL)