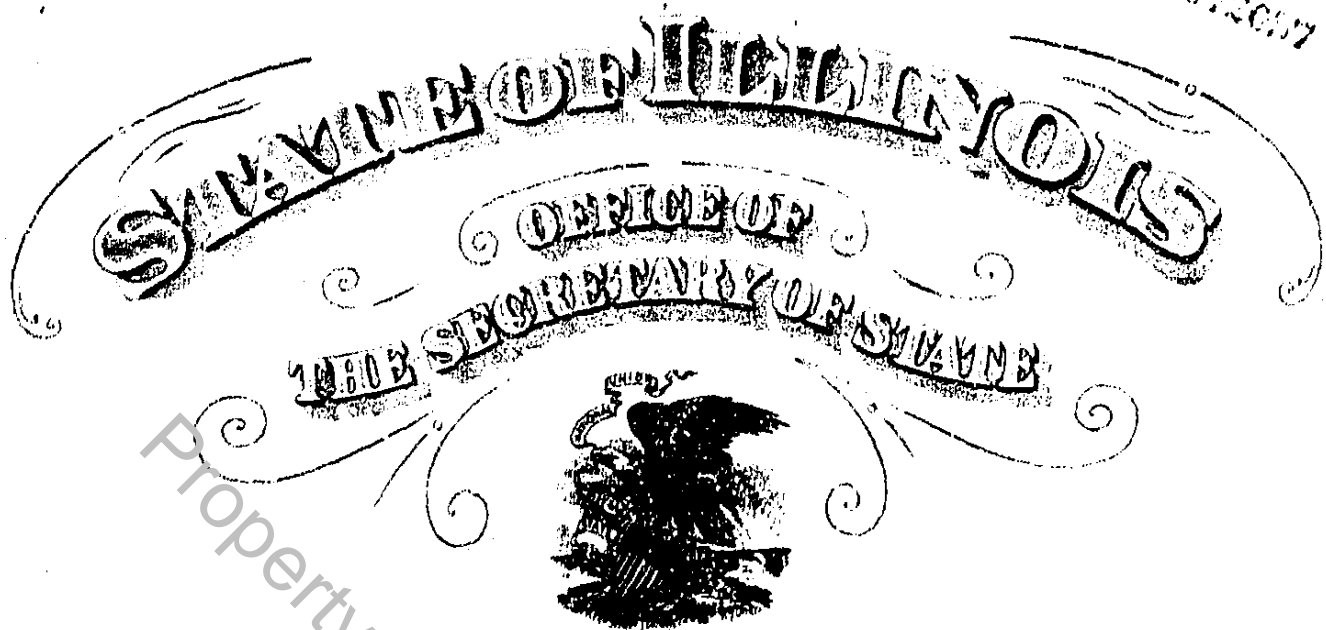


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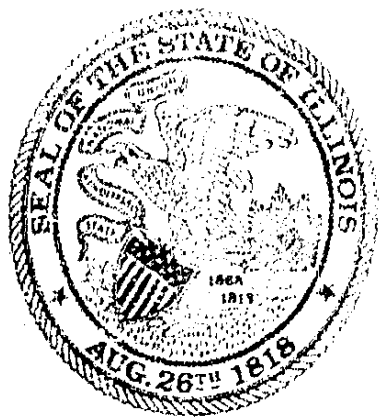
File Number ~~3522-558-7~~ 2 0 5 7 94072057



**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 cause to  
 be affixed the Great Seal of the State of Illinois,  
 at the City of Springfield, this 12TH  
 day of JANUARY A.D. 1994 and  
 of the Independence of the United States  
 the two hundred and 15TH*



*George H Ryan*  
 SECRETARY OF STATE

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

## ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 352-558-7

George H. Ryan  
Secretary of State  
Department of Business Services

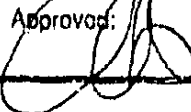
SUBMIT IN DUPLICATE

# FILED

This space for use by  
Secretary of State

Date 1/12/94

Filing Fee \$ 100.00

Approved: 

JAN 12 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 ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~ , and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
<u>Citizens Utilities Company of Illinois</u>	<u>Illinois</u>
<u>DuPage Utility Company</u>	<u>Illinois</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 ~~new~~ <sup>surviving</sup> ~~acquiring~~ corporation: Citizens Utilities Company of Illinois  
(b) it shall be governed by the laws of: Illinois

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

- DEPT-01 RECORDING \$34.00
- T40012 TRAN 1315 01/24/94 09:10:00
- #2541 \$ \*-94-072057
- COOK COUNTY RECORDER

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

### EXPEDITED

JAN 12 1994

SECRETARY OF STATE

3400

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SECRETARY OF STATE

5. Plan of <sup>merger</sup> consolidation or exchange was approved as a plan of consolidation or exchange of each corporation organized in Illinois, in compliance with the laws of the state under which it is organized, and (c) 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"/>	<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.)

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
DuPage Utility Company	150	150

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 September 27, 1993.

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 December 30, 1993

CITIZENS UTILITIES COMPANY OF ILLINOIS  
(Exact Name of Corporation)

attested by *Charles J. Weiss*  
(Signature of Secretary or Assistant Secretary)

by *Daryl A. Ferguson*  
(Signature of President or Vice President)

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

Daryl A. Ferguson, President  
(Type or Print Name and Title)

Dated December 30, 1993

DUPAGE UTILITY COMPANY  
(Exact Name of Corporation)

attested by *Charles J. Weiss*  
(Signature of Secretary or Assistant Secretary)

by *Daryl A. Ferguson*  
(Signature of President or Vice President)

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

Daryl A. Ferguson, 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)

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

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

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## CITIZENS UTILITIES COMPANY OF ILLINOIS

### DUPAGE UTILITY COMPANY

#### PLAN OF MERGER

PLAN OF MERGER, dated for identification purposes as of August 27, 1993, adopted by Citizens Utilities Company of Illinois ("CUC"), an Illinois corporation, and DuPage Utility Company ("DuPage") an Illinois corporation.

WITNESSETH THAT:

WHEREAS, CUC and DuPage are corporations duly organized and existing and in good standing under the laws of the State of Illinois and

WHEREAS, on the date of this Plan of Merger, the total number of shares of capital stock of CUC and DuPage issued and outstanding is set forth below:

CORPORATION	CLASS OF STOCK	PAR VALUE	NUMBER OF SHARES OUTSTANDING
Citizens Utilities Company of Illinois	Common	No Par Value	94,802
DuPage Utility Company	Common	\$100.00	150

All of the shares of DuPage are issued to, owned and held by CUC.

WHEREAS, the Board of Directors of CUC and DuPage deem it advantageous for their respective customers and for the benefit of the shareholders thereof to merge CUC and DuPage into CUC in accordance with the applicable laws of the State of Illinois,

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9 / 10 / 2017

NOW THEREFORE, CUC and DuPage and the respective Board of Directors thereof do hereby agree upon, approve and adopt the following Plan of Merger and do hereby prescribe and state the terms and conditions of said merger, the mode of carrying same into effect and such other pertinent matters as are required or permitted by law to be set forth herein as follows:

**First:** DuPage shall be merged into CUC (hereinafter sometimes referred to as the "Surviving Corporation") and the Surviving Corporation shall be governed by the laws of the State of Illinois.

**Second:** The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

If the holders of the requisite number of shares of stock of DuPage and CUC shall have approved the proposed merger, the approval of the Illinois Commerce Commission to consummate the merger having been received, upon the conditions herein set forth, the Board of Directors of CUC shall not have determined to abandon the merger, then in such event, Articles of Merger setting forth this Plan of Merger (and such other documents and certificates as may be required by law) shall be signed, certified, acknowledged, filed and recorded pursuant to the applicable laws of the State of Illinois. When the merger herein provided shall become effective, the separate existence of DuPage shall cease and DuPage shall be merged into the Surviving Corporation in accordance with the provisions of this Plan of Merger.

**Third:** The Board of Directors of the CUC and DuPage, as approved by their respective Shareholders, have agreed that as of the effective date of the merger, all of the issued and outstanding shares of DuPage shall cease to exist and be canceled without further action and there shall be no conversion of any shares of DuPage into shares of the Surviving Corporation.

**Fourth:** By-laws of CUC as presently in effect shall remain and be the By-laws of the Surviving Corporation until altered or amended according to the provisions thereof.

**Fifth:** The Board of Directors of the Surviving Corporation shall consist of the individuals who are the Directors of CUC at the time the merger becomes effective and the said persons shall be, and continue to be, Directors of the Surviving Corporation until the next ensuing meeting of its stockholders for the election of the Board of Directors and/or until their respective successors are elected and qualified.

**Sixth:** The officers of the Surviving Corporation shall consist of the individuals who are officers of CUC at the time the merger becomes effective and the said persons shall be, and continue to be, officers of the Surviving Corporation until the next ensuing meeting of its Board of Directors for the election of the officers and/or until their respective successors are elected and qualified.

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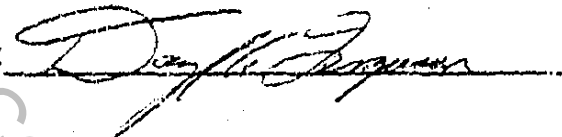
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**Seventh:** From and after the effective date of the merger, the separate existence of DuPage shall cease and the Surviving Corporation shall continue to conduct the businesses theretofore conducted by DuPage and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of DuPage; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and every other interest of or belonging to or due to DuPage shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in DuPage shall not revert or be in any way impaired by reason of the merger provided for hereby. From and after the effective date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of DuPage and any claim existing or action or proceeding pending by or against DuPage may be prosecuted through judgement as if the merger had not taken place or the Surviving Corporation may be substituted in place of DuPage. Neither the rights of creditors nor any liens upon the property of DuPage shall be impaired by the consummation of the merger.

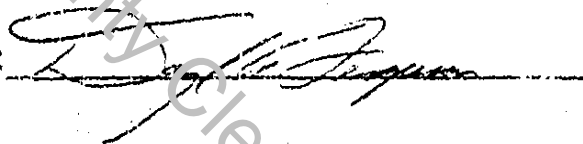
CITIZENS UTILITIES COMPANY OF ILLINOIS

By:



DUPAGE UTILITY COMPANY

By:



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Return to: Prentice-Hall  
attn Joey Kelley  
500 Central Ave  
Albany NY 12206