

File Number 5112-730-7

. DEPT-01 RECORDING \$29.00
. T#0011 TRAN 9168 11/30/95 10:41:00
. #0545 # JW *-95-826489
. COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
ALCO STANDARD CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF OHIO 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 16TH
day of NOVEMBER A.D. 19 95 and of
the Independence of the United States the two
hundred and 20TH.



George H Ryan

Secretary of State

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

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

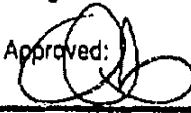
File # 5112-730-7

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 11/16/95
Filing Fee \$ 100.00
Approved: 

NOV 16 1995

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~~ ^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
<u>Coordinated Business Systems, Ltd</u>	<u>Illinois</u>
<u>Alco Standard Corporation</u>	<u>Ohio</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~~ ^{surviving} corporation: Alco Standard Corporation
~~acquiring~~

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

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows: See attached Exhibit A.

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

BOX 170

EXPEDITED

NOV 16 1995

SECRETARY OF STATE

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5. Plan of ~~consolidation~~ ^{merger} ~~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

Name of Corporation

<u>Name of Corporation</u>	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.	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
Coordinated Business Systems, Ltd.	<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"/>	<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
<u>Not applicable.</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 November 14, 19 95

attested by *Karin M. Kinney*
(Signature of Secretary or Assistant Secretary)

Karin M. Kinney - Assistant Secretary
(Type or Print Name and Title)

Alco Standard Corporation

(Exact Name of Corporation)

by *J. Kenneth Crony*
(Signature of President or Vice President)

J. Kenneth Crony - Vice President
(Type or Print Name and Title)

Dated November 14, 19 95

attested by *Michael A. Pernick*
(Signature of Secretary or Assistant Secretary)

Michael A. Pernick - Secretary
(Type or Print Name and Title)

Coordinated Business Systems, Ltd.

(Exact Name of Corporation)

by *Robert Tarschis*
(Signature of President or Vice President)

Robert Tarschis - President
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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PLAN OF MERGER

I.
Coordinated Business Systems, Ltd., an Illinois corporation ("CBS") shall merge into Alco Standard Corporation, an Ohio corporation ("Alco"). Alco shall survive the merger and assume the liabilities of CBS. The separate corporate existence of CBS shall cease forth with upon the effective date of the merger. The name of the surviving corporation is Alco Standard Corporation.

II.
Alco has 54,522,401 outstanding shares of common stock, no par value (hereinafter called "Alco Common Stock") and 40,250 outstanding shares of preferred stock, no par value and 110 outstanding shares of preferred series 2 stock, no par value. The number of outstanding shares of Alco Common Stock is subject to change prior to the effective date due to the issuance of additional shares under the employee stock ownership plan and a stock option plan.

III.
CBS has 10,520 outstanding shares of common stock, no par value. At the effective date of the merger, all outstanding shares of common stock of CBS, by virtue of the merger and without any further action on the part of the shareholders thereof, shall be canceled, retired and eliminated, and the shareholders of CBS shall receive 54,757 shares of Alco Common Stock for all of the shares of stock of CBS held by the shareholders. Each share of Alco Common Stock issued as of the effective date of the merger shall continue to represent one issued share of Alco.

IV.
The merger shall become effective upon filing with the Secretary of State of Illinois.

V.
The Articles of Incorporation of Alco shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

VI.
The Code of Regulations of Alco shall be the Code of Regulations of the corporation surviving the merger.

VII.
The directors and officers of Alco shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are elected.

VIII.
Upon the merger becoming effective, the separate corporate existence of CBS shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of CBS shall be transferred to, vested in and devolve upon Alco and Alco shall be subject to all liabilities of CBS without further act or deed and all property, rights and every other interest of Alco and CBS, shall be effectively the property of Alco as they were of Alco and CBS respectively. CBS hereby agrees from time to time, as and when requested by Alco or by its successors or assigns, to execute and deliver, or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to Alco title to and possession of any property of CBS acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of CBS and the proper officers and directors of Alco are fully authorized in the name of CBS or otherwise to take any and all such action.

IX.
The surviving corporation shall be governed by the laws of the State of Ohio and may be served with process in the State of Illinois. Its agent to accept service of process is CT Corporation System. The address to which a copy of such process shall be mailed is 208 S. La Salle Street, Chicago, IL 60604.

X.
The respective Boards of Directors of Alco and CBS have duly approved this Plan providing for the merger of CBS with and into Alco as the surviving corporation as authorized by the laws of the State of Illinois and the laws of the State of Ohio.

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