

File Number 5791-531-5

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35-50
out

DEPT OF RECORDING 0.35.50
TRAN 4263 12/14/95 11135100
COOK COUNTY RECORDER 33683356

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
GMGP, 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.

95868356

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 29TH day of SEPTEMBER 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**

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5791-531-5

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 9/29/95
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 consolidation of more than 2 corporations, \$50 for each additional corporation

SEP 29 1995

GEORGE H. RYAN
SECRETARY OF STATE

1. Names of the corporations proposing to ^{merge} consolidate, exchange shares, and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>FLAGP, INC.</u>	<u>Illinois</u>	<u>5801-248-3</u>
<u>GMGP, INC.</u>	<u>Illinois</u>	<u>5791-531-5</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 ^{surviving} ~~XXXXXX~~ corporation: GMGP, INC.
~~acquiring XXX~~

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

4. Plan of ^{merger} ~~XXXXXX~~ is as follows: Attached
~~XXXXXX~~

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

EXPEDITED

SEP 29 1995

SECRETARY OF STATE

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5. Plan of ^{merger} ~~XXXXXXXXXX~~ 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)

Name of 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
<u>ELACP, INC.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>GMGP, INC.</u>	<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"/>

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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PLAN OF MERGER
MERGING FLAGP, INC.
INTO
GMGP, INC.

PLAN OF MERGER of FLAGP, Inc., an Illinois corporation (the "Merging Corporation"), and GMGP, Inc., an Illinois corporation ("GMGP"). The Merging Corporation and GMGP are sometimes herein referred to as the "Constituent Corporations."

WHEREAS, the board of directors of each of the Constituent Corporations have declared it advisable that the Merging Corporation be merged with and into GMGP; and

WHEREAS, Section 11.05 of the Illinois Business Corporation Act of 1983, as amended (the "Illinois BCA"), authorizes the merger of corporations organized under the laws of the State of Illinois;

ARTICLE I

MERGER

Section 1.1. Merger. At the Effective Time (as defined in Section 1.2), the Merging Corporation shall be merged with and into GMGP (the "Merger"). Following the Merger, GMGP shall continue as the surviving or successor corporation (the "Surviving Corporation") and the separate corporate existence of the Merging Corporation shall cease.

Section 1.2. Effective Time. The Merger shall become effective as of 12:00 midnight on September 30, 1995. The date and time of such effectiveness is herein referred to as the "Effective Time."

Section 1.3. Effects of the Merger. As of the Effective Time, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, the separate existence of the Merging Corporation shall cease and GMGP shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Illinois BCA. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as of a public or a private nature, of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses 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 vested in the

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Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

ARTICLE II

ARTICLES OF INCORPORATION; BY-LAWS; BOARD OF DIRECTORS; OFFICERS

Section 2.1. Articles of Incorporation and By-Laws. The Articles of Incorporation of GMGP as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation. The By-Laws of GMGP as in effect at the Effective Time shall be the By-Laws of the Surviving Corporation.

Section 2.2. Directors and Officers. The directors and officers of GMGP at the Effective Time shall continue as the directors and officers of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation or By-Laws of the Surviving Corporation, or as otherwise provided by law.

ARTICLE III

SHARES OF CONSTITUENT CORPORATIONS

Section 3.1. Shares of Constituent Corporations. At the Effective Time:

(a) Each share of Common Stock of the Merging Corporation ("Merging Corp Common Stock") issued and outstanding immediately prior to the Effective Time shall be canceled. *

(b) Each share of Common Stock of GMGP ("GMGP Common Stock") issued and outstanding immediately prior to the Effective Time shall continue to represent one share of Common Stock of the Surviving Corporation.

* Each of the constituent corporations are owned by the same shareholders and in the same proportion.

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Section 3.2. Certificates. Each outstanding certificate which, prior to the Effective Time, represented shares of GMGP Common Stock shall continue for all corporate purposes to represent the ownership of the same number of shares of Common Stock of the Surviving Corporation.

Section 3.3. Transfer Limitations. After the Effective Time, no transfers of any shares of Merging Corp Common Stock shall be made or consummated.

ARTICLE IV

ABANDONMENT OF MERGER

Section 4.1. Abandonment. Anything herein or elsewhere to the contrary notwithstanding, the Merger may be abandoned by either the Merging Corporation or GMGP, by majority vote of its Board of Directors, at any time prior to the filing with the Secretary of State of the State of Illinois of Articles of Merger for the Merger.

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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 28, 19 95

FLAGP, INC.
(Exact Name of Corporation)

attested by *Thomas E. Carney*
(Signature of Secretary or Assistant Secretary)

by *Mitchell H. Saranow*
(Signature of President or Vice President)

Thomas E. Carney, Secretary
(Type or Print Name and Title)

Mitchell H. Saranow, President
(Type or Print Name and Title)

Dated September 28, 19 95

GMGP, INC.
(Exact Name of Corporation)

attested by *Thomas E. Carney*
(Signature of Secretary or Assistant Secretary)

by *Mitchell H. Saranow*
(Signature of President or Vice President)

Thomas E. Carney, Secretary
(Type or Print Name and Title)

Mitchell H. Saranow, 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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Julie Collins
Sidley & Austin
One First National Plaza, 42nd floor
Chicago, Il. 60601

