

95016857

File Number 1732-187-1

State of Illinois
Office of
The Secretary of State

Property of Cook County Clerk's Office

Whereas,

ARTICLES OF MERGER OF
BERRY BEARING COMPANY

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.

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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 23TH day of DECEMBER A.D. 19 94 and of the Independence of the United States the two hundred and 19TH.



George H Ryan

Secretary of State

31.00

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Form **BCA-11.25**

(Rev. Jan. 1991)

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File #

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-5551

SUBMIT IN DUPLICATE

FILED

DEC 29 1994

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date

12/29/94

Filing Fee

\$ 100⁰⁰

Approved:

HR

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 exchange shares, and the state or country of their incorporation: \$31.00

DEPT. OF RECORDING
140011 TRAN 5217 01/10/95 09:51:00
17012 \$ RV *-95-016857
COOK COUNTY RECORDER

Name of Corporation

State or Country of Incorporation

Berry Bearing Company

Illinois

Illinois Bearing Company

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: Berry Bearing Company
acquiring

SECRETARY

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

4. Plan of merger consolidation exchange is as follows: The Plan of Merger is attached hereto as Exhibit A.

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

EXPEDITED

DEC 29 1994

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5. Plan of ^{merger} consolidation 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

Berry Bearing Company
Illinois Bearing Company

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
N/A	N/A	N/A
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 N/A, 1994.

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 Dec. 28, 1994

Ferry Bearing Company
(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)

by
(Signature of President or Vice President)

Brainard T. Webb, Jr., Assistant Secretary
(Type or Print Name and Title)

Ross Andersen, Vice President
(Type or Print Name and Title)

Dated Dec. 28, 1994

Illinois Bearing Company
(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)

by
(Signature of President or Vice President)

Brainard T. Webb, Jr., Assistant Secretary
(Type or Print Name and Title)

Ross Andersen, Vice 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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EXHIBIT A

PLAN OF MERGER OF ILLINOIS BEARING COMPANY WITH AND INTO BERRY BEARING COMPANY

Pursuant to this Plan of Merger (the "Plan of Merger"), ILLINOIS BEARING COMPANY, a corporation organized and existing under the laws of the State of Illinois (the "Merger Corporation"), shall be merged with and into BERRY BEARING COMPANY, a corporation organized and existing under the laws of the State of Illinois (the "Berry Company"). Both Illinois Bearing Company and Berry Bearing Company are wholly owned subsidiaries of Genuine Parts Company.

ARTICLE ONE DEFINITIONS

Except as otherwise provided herein, the capitalized terms set forth below shall have the following meanings:

"Articles of Merger" shall mean the Articles of Merger to be filed with the Secretary of State of Illinois by Merger Corporation and the Berry Company relating to the merger of Merger Corporation with and into the Berry Company as contemplated by Section 2.1 of this Plan of Merger.

"Effective Time" shall mean the date and time on which the Merger contemplated by this Plan of Merger becomes effective as set forth in Section 2.2 of this Plan of Merger.

"Merger" shall mean the merger of Merger Corporation with and into the Berry Company as provided in Section 2.1 of this Plan of Merger.

"Surviving Corporation" shall mean the Berry Company as the surviving corporation of the Merger.

ARTICLE TWO TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, Merger Corporation shall be merged with and into the Berry Company in accordance with Illinois law. The Berry Company shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Illinois and shall conduct its business under the corporate name "Berry Bearing Company."

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2.2 Effective Time. The Merger shall become effective upon the later of (i) 11:59 p.m. E.S.T. on December 31, 1994,

2.3 Articles of Incorporation. Upon the Effective Time, the Articles of Incorporation of the Berry Company in effect immediately prior to the Merger shall remain the Articles of Incorporation of the Surviving Corporation until otherwise amended or repealed in accordance with their terms or as provided by law.

2.4 Bylaws. Upon the Effective Time, the Bylaws of the Berry Company in effect immediately prior to the Merger shall remain the Bylaws of the Surviving Corporation until otherwise amended or repealed in accordance with their terms or as provided by law.

2.5 Board of Directors. The Board of Directors of the Berry Company immediately prior to the Merger shall remain the Board of Directors of the Surviving Corporation, each of whom shall serve until his respective successor is elected and qualified or until a new Board of Directors is elected as provided in the Articles of Incorporation or Bylaws of the Surviving Corporation or as provided by law.

2.6 Officers. The officers of the Berry Company immediately prior to the Merger shall remain the officers of the Surviving Corporation, each of whom shall serve as an officer at the pleasure of the Board of Directors of the Surviving Corporation until his successor is elected and qualified.

ARTICLE THREE MANNER OF CONVERTING SHARES

Each of the shares of capital stock of the Merger Corporation issued and outstanding at the Effective Time shall be canceled and retired. Each of the shares of capital stock of the Berry Company issued and outstanding at the Effective Time shall remain issued and outstanding and shall be unaffected by the Merger.

ILLINOIS BEARING COMPANY

By: _____
Name: _____
Title: _____

BERRY BEARING COMPANY

By: _____
Name: _____
Title: _____

RECORDING DESK
BOX 170

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