5080-944-7 File Number

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF LA SALLE LEVELOPMENT CORPORATION.

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 _____ 30TH_ day of DECEMBER A.D. 19 94 the Independence of the United States the two hundred and 19TH

Deorge 4 Kyan

Secretary of State

Property of Coot County Clark's

Form BCA-11.25

(Rev. Jpn. 1991)

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

95061109

Filo #

George H. Ryan Secretary of State Department of Business Services Springfield, IL 62758 Telephone (217) 782-6961

DO NOT SEND CASHI
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 corpora-

FILED

DEC 30 1994

CEOCOTARY OF STATE

SUBMIT IN DUPLICATE

This space for use by Secretary, of Ste'

Date

Filing Fee

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Approved:

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Names of the corpo ations proposing to 期

merge ##**#**%Alexite

and the state or country of their incorporation:

Name of Corporation

State or Country
Of Incorporation

Corporation File No.

LaSalle Development Corporation

Lllinois

D 5080-944-7

Draper Development Corporation

Illinois

D 5362-805-2

- 2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.
- (a) Name of the

surviving corporation:

LaSalle Development Corporation

HECONICIO

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

<u> Illinois</u>

merger

4. Plan of ****consolidation************ as follows: ****solidation***

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

SEE ATTACHED

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merger MACCOMPAGE

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.

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 acordance 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	Name	of Co	rporat	ion
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0000	than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in acordance with § 7.10 (§ 11.220)	By written consent of ALL the share holders entitled to vote on the action in accordance with § 7.10 & § 11.20	
Name of Corporation				
LaSolle Development Corporation				
Draper Development Corporation			□	
	0/_			
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(Not applicable if surviving, new or acquiring corporation is an Illinois corporation) 6.

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:

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 lavs of the State of Illinois which is 1 a party to the merger, consolidation or exchange and in any proceeding for the inforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Mirror against the surviving. new or acquiring corporation.

The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the ь. surviving, new or acquiring corporation to accept service of process in any such proceedings and

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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NOFFICIA (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.) 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: Total Number of Shares Number of Shares of Each Class Outstanding Owned Immediately Prior to of Each Class Name of Corporation Merger by the Parent Corporation (Not applicable to 100% owned subsideries) The date of mailing a cury of the plan of merger and notice of the right to dissent to the shareholders of each merging ._____, 19 _____. subsidiary corporation was ___ Was written consent for the marger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes (If the answer is "No," the duplicate cop es 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.) 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. LaSalle Development Corporation 12 December Dated. AExact Name of Corporation) (Signature of Prosipont or Vice Prosident) Lewis F. Draper President Edith Draper, Secretary (Type or Print Na ne and Title) (Type or Pant Name and Title) Draper, Development Comporation December Dated. (Exact Name of Corporation) (Signature of President or Vice President) Lewis F. Draper, President Edith Draper, Secretary (Type or Print Name and Title) (Type or Print Name and Title)

attested by (Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

(Type or Print Name and Title)

(Exact Name of Corporation)

(Type or Print Name and Title)

Dated

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* AGREEMENT AND PLAN OF MERGER OF DRAPER DEVELOPMENT CORPORATION AND LASALLE DEVELOPMENT CORPORATION

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 12, 1994, by and between Draper Development Corporation ("DDC"), an Illinois corporation, and LaSalle Development Corporation ("LaSalle"), an Illinois corporation.

WITNESSETH:

WHEREAS, DOC is a corporation duly organized and existing under Illinois law; and, WHEREAS, LaSallei), corporation duly organized and existing under Illinois law; and,

WHEREAS, the aggregate number of shares of capital stock that DDC has authority to issue is One Thousand (1,000) shares of Common Stock, One Dollar and 00/100 (\$1.00) par value (the "DDC Common Stock"), of which One Thousand (1,000) shares are issued and outstanding; and,

WHEREAS, the aggregate number of shares of capital stock that **LaSalle** has authority to issue is Ten Thousand (10,000) shares of Common Stock, no par value (the "LaSalle Common Stock"), of which One Thousand (1,000) shares are issued and outstanding; and,

WHEREAS, the Boards of Directors of DDC and LaSalle have each adopted this Agreement and determined that it is desirable and to the benefit and welfare of their respective corporations that DDC be merged with and into LaSalle under and pursuant to the provisions of the Illinois Business Corporation Act of 1983 (the "Illinois BCA"), and approved such merger on and subject to the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the premises and the mutual agreements and benefits herein set forth and hereby provided, DDC and LaSalle agree as follows:

Section I.

The Merger

At and as of the Effective Time (defined in Section 3 below). DDC shall be merged with and into LaSalle (the "Merger"), whereupon:

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- (a) the separate existence of DDC shall cease and DDC and LaSalle thereinafter sometimes together called the "Constituent Corporations") shall be a single corporation which shall be LaSalle as the surviving corporation continuing to be called "LaSalle Development Corporation" (hereinafter sometimes called the "Surviving Corporation");
- (b) the Surviving Corporation shall then and thereafter possess all of the rights, privileges, immunities and franchises, as well of a public and of a private nature, of each 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 not revert or be in any way impaired by reason of the Merger;
- (c) the Surviving Corporation shall then and thereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any existing claim 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, and the Surviving Corporation may be substituted in the place of either; and neither the rights of creditors or any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger;
- (d) the Articles of Incorporation of LaSalle as then in effect, shall be and constitute the Articles of Incorporation of the Surviving Corporation until amended or changed in accordance with Illinois law:
- (e) the By-laws of LaSalle as then in effect, shall be and constitute the By-laws of the Surviving Corporation until amended, changed or repealed; and,
- (f) the directors and officers of LaSalle then in office, shall be and constitute the directors and officers of the Surviving Corporation until their respective successors shall have been elected and have qualified or until their earlier resignation, removal or replacement.

Section II.

Conversion of Shares

Also at and as of the Effective Time:

(a) Each and all of the shares of the DDC Common Stock issued and either outstanding or held in the treasury of DDC shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be cancelled and retired; no cash, property, or securities shall be issued in respect thereof; and all rights with respect thereto shall cease. Both LaSalle and DDC are owned by the same parties and their common ownership interests are identical.

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(b) Each of the shares of the LaSalle Common Stock shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be converted into and deemed to constitute one (1) fully paid and non-assessable share of Common Stock, without par value, of the Surviving Corporation. Then-outstanding certificates representing shares of LaSalle Common Stock shall then and thereafter represent the same number of shares of Common Stock of the Surviving Corporation, and the holder or holders thereof shall have the same rights as such holder would have had if such certificates had been issued at the effective Time by the Surviving Corporation.

Section III

Sharearider Approval; Articles of Merger; Effective Date

DDC recites, represents and warrants that this Agreement and the consummation by DDC of the plan of Merger set forth herein have been duly authorized and approved by the shareholders of DDC in accordance with the Illinois BCA.

LaSalle recites, represents and warrants that this Agreement and the consummation by LaSalle of the plan of Merger set forth herein have been duly authorized and approved by the shareholders of LaSalle in accordance with the Plinois BCA.

DDC and LaSalle jointly recite that they have, concurrently with their execution of this Agreement, executed separate Articles of Merger (the "Articles of Merger") utilizing Form BCA-11.25 of the Secretary of State of Illinois.

DDC and LaSalle parties will as soon as practicable file such Articles of Merger with the Secretary of State of Illinois in accordance with the Illinois BCA and the Merger shall be deemed effective (the "Effective Time") as of 11:59 p.m. on December 31, 1994.

Section IV

Further Assurances

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other agreements are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of DDC, the officers and directors of DDC in office immediately prior to the Effective Time shall in the name of such corporation, execute and deliver all such proper deeds, assignments, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the provisions of this Agreement, and the officers and directors of the

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Surviving Corporation are authorized in the name of DDC, LaSalle or otherwise, to take any and all such action.

IN WITNESS WHEREOF, DDC and LaSalle have executed, delivered and sealed this Agreement on and as of the date first above written.

Attest:

DRAPER DEVELOPMENT CORPORATION

Soul D'e De Secretary

us President

Attest:

-LASALLE DEVELOPMENT CORPORATION

1/4'S OFFICE

Litt Draper Secretary

Its: President

Alan M. Caolaa Altomay at Law 50 Payers St. - Esike 820 Northbrook IL 80082

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Alan M. Caplan Attorney at Law 60 Revere Dr. - Suite 820 Northbrook, IL 60062

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