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95215013

File Number 5814-965-9

Michael P. Mesher
19 S. LaSalle, Suite 1202
Chicago, IL 60601

DEPT. OF REVENUE \$43.50
TAXES - STATE 40% 10/2/87/PL 1013300
\$1943 + RB * -95-215013
COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
RIVER FOREST UNITED METHODIST CHURCH

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

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 22ND
day of MARCH A.D. 19 95 and of
the Independence of the United States the two
hundred and 19TH.



George H. Ryan

Secretary of State

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SIFF-111.25
(Rev. Jan. 1991)

Submit in Duplicate

Remit payment in check or money order, payable to "Secretary of State"

DO NOT SEND CASH!

Filing Fee \$25.00

GEORGE H. RYAN
Secretary of State
State of Illinois

ARTICLES OF MERGER
OR CONSOLIDATION

under the

General Not For Profit Corporation Act

File # 5814-965-9

The Space For Use By Secretary of State	
Date	3-22-95
Filing Fee	\$25.00
Approved	

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby adopt the following Articles of Merger or Consolidation. (Strike inapplicable word)

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} and the state or country of their incorporation are

Name of Corporation	State or Country of Incorporation
<u>RIVER FOREST UNITED METHODIST CHURCH</u>	<u>ILLINOIS 5814-965-9</u>
<u>COVENANT UNITED METHODIST CHURCH</u>	<u>ILLINOIS 5814-966-7</u>
<u>WESLEY UNITED METHODIST CHURCH OF FOREST PARK, ILLINOIS</u>	<u>ILLINOIS 1362-521-7</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~new~~ ^{surviving} corporation: RIVER FOREST UNITED METHODIST CHURCH

and it shall be governed by the laws of: ILLINOIS

4. The plan of ~~consolidation~~ ^{merger} is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See attached Plan and Agreement of Merger

FILED
MAR 22 1995
GEORGE H. RYAN
SECRETARY OF STATE

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5. The plan of ~~consolidation~~ merger was approved, (a) 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:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

RIVER FOREST UNITED METHODIST CHURCH

COVENANT UNITED METHODIST CHURCH

WESLEY UNITED METHODIST CHURCH OF FOREST PARK, ILLINOIS

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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 or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

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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 6, 1994

RIVER FOREST UNITED METHODIST CHURCH

(Exact Name of Corporation)

attested by Jo Smith
(Signature of Secretary or Assistant Secretary)

by Cindy Belle
(Signature of President or Vice President)

Jo Smith - Recording Secretary

Cindy Belle - Chrp. Administrative Council

(Type or Print Name and Title)

(Type or Print Name and Title)

Dated December 6, 1994

COVENANT UNITED METHODIST CHURCH

(Exact Name of Corporation)

attested by Barbara Stout
(Signature of Secretary or Assistant Secretary)

by Bruce O. Smith
(Signature of President or Vice President)

Barbara Stout - Recording Secretary

Bruce O. Smith - Chrp. Administrative Council

(Type or Print Name and Title)

(Type or Print Name and Title)

Dated July 1, 1994

WESLEY UNITED METHODIST CHURCH OF FOREST PARK, ILLINOIS

attested by Marion Rausch
(Signature of Secretary or Assistant Secretary)

by Albert Wahnert
(Signature of President or Vice President)

Marion Rausch - Recording Secretary

Albert Wahnert - Chrp. Administrative Council

(Type or Print Name and Title)

(Type or Print Name and Title)

FORM NFP-111.25

File No. 5814-965-9

00216017

ARTICLES OF MERGER,
OR CONSOLIDATION

under the

GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25.00

MAIL TO:

Michael P. Mosher
19 S. LaSalle, #1203
Chicago IL 60603

FILED

MAR 2 1995

GEORGE H. RYAN
SECRETARY OF STATE

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-9921

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PLAN AND AGREEMENT OF MERGER BETWEEN

RIVER FOREST UNITED METHODIST CHURCH
AN ILLINOIS NOT-FOR-PROFIT CORPORATION

COVENANT UNITED METHODIST CHURCH
AN ILLINOIS NOT-FOR-PROFIT CORPORATION

AND

WESLEY UNITED METHODIST CHURCH OF FOREST PARK, ILLINOIS
AN ILLINOIS NOT-FOR-PROFIT CORPORATION

This Plan and Agreement of Merger, made and entered into this 6th day of December, 1994, by and between RIVER FOREST UNITED METHODIST CHURCH, an Illinois not-for-profit corporation (First), COVENANT UNITED METHODIST CHURCH, an Illinois not-for-profit corporation (Second), and WESLEY UNITED METHODIST CHURCH OF FOREST PARK, ILLINOIS an Illinois not-for-profit corporation (Third) said corporations being hereinafter sometimes referred to jointly as "constituent corporations,"

WITNESSETH:

95037787

WHEREAS, First is a corporation initially organized and existing under the Illinois Religious Corporation Act and subsequently under the Illinois General Not-For-Profit Corporation Act of 1986, its Articles of Election were duly filed in the office of the Secretary of State, a Certificate of Incorporation was issued on January 10, 1995, and recorded with the Cook County Recorder of Deeds on January 17, 1995 as Document No. 95037787; and

WHEREAS, Second is a corporation initially organized and existing under the Illinois Religious Corporation Act and subsequently under the Illinois General Not-For-Profit Corporation Act of 1986, its Articles of Election were duly filed in the office of the Secretary of State, a Certificate of Incorporation was issued on January 10, 1995, and recorded with the Cook County Recorder of Deeds on January 17, 1995 as Document No. 95037786; and

WHEREAS, Third is a corporation duly organized and existing under the Illinois Not For profit Corporation Act of 1986, its Articles of

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Incorporation were issued on January 27, 1916 by the Secretary of State; and

WHEREAS, the Board of Trustees of each of the constituent corporations deems it advisable that Second and Third be merged into First on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the General Not for Profit Corporation Act of 1986 of the State of Illinois, which permits such mergers.

NOW, THEREFORE, in consideration of the agreements, covenants and conditions hereinafter set forth, First, Second, and Third, by their respective Boards of Trustees, hereby agree each with the other as follows:

ARTICLE I

First, Second and Third shall be merged into a single corporation, in accordance with the provisions of the General Not-for-Profit Corporation Act of 1986 of the State of Illinois by merging Second and Third into First and First shall be the surviving corporation of the merger.

ARTICLE II

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Upon the merger becoming effective: (1) the constituent corporations shall be a single corporation and the name of said surviving corporation, shall be RIVER FOREST UNITED METHODIST CHURCH, (2) the separate existence of Second and Third shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger to another corporation; (3) the surviving corporation shall thereupon possess all the rights, privileges, immunities and franchises of each constituent corporation, and all property, real, personal and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to each constituent corporation shall be deemed to be transferred to and vested in any of the constituent corporations and shall not revert to or be in any way impaired by reason of the merger but shall vest in the surviving corporation; (4) the surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment by the surviving corporation as if the merger had not taken place, or the surviving corporation may be substituted in place of the constituent

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corporations. Neither the rights of creditors nor any liens upon the property of any of the constituent corporations shall be impaired by the merger; (5) the Articles of Incorporation and bylaws of First, as existing and constituted immediately prior to the effective date of the merger, shall be the Articles of Incorporation and bylaws of the surviving corporation;

ARTICLE III

The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

ARTICLE IV

The assets and liabilities of Second and Third, at the effective date of the merger, shall be taken on the books of the surviving corporation at the amounts at which they, respectively, shall, on such date be carried on the books of Second and Third.

ARTICLE V

Initially there shall be three Trustees of the surviving corporation who shall hold office until the first meeting of the Board of Trustees of the surviving corporation and until their respective successors are elected according to the Book of Discipline of the United Methodist Church. The term of all officers of the surviving corporation shall continue and each shall be deemed to be the officers of the surviving corporation upon the effective date of the merger. Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with the said Book of Discipline.

ARTICLE VI

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If at any time the surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of any of the constituent corporations, the proper officers and Trustees of the constituent corporations shall execute and deliver all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

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ARTICLE VII

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the constituent corporations by the adoption of an appropriate resolution by either Board of Trustees abandoning the merger, at any time prior to the filing of these Articles of Merger with the Illinois Secretary of State, and by notifying the other constituent corporations of the adoption of such resolution.

ARTICLE VIII

This plan of Merger shall be submitted to the members of First, Second and Third for ratification, in accordance with the Book of Discipline of the United Methodist Church, of the action hereto of the Board of Trustees of First, Second and Third and shall take effect and be deemed to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the vote of at least a majority of the members and the Board of Trustees of First, Second and Third in accordance with the requirements of the General Not for Profit Corporation Act of 1986 of the State of Illinois, 805 ILCS 105/111.15 and 111.20, and upon the execution, filing and recording of such documents and the doing of such acts required to accomplish the merger under the provisions of said corporation statutes.

ARTICLE IX

The surviving corporation being governed under the laws of Illinois agrees that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any domestic corporation which is a party of such merger; and that a copy of such process may be mailed to the following address: Michael P. Mosher, Registered Agent, at 19 S. LaSalle Street #1202, Chicago, Illinois 60603.

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IN WITNESS WHEREOF, First has caused this Plan and Agreement of Merger to be signed by a majority of its Board of Trustees and its corporate seal to be hereunto affixed and attested by its Secretary, as of the day and year first above written.

Cindy Belle

Cindy Belle

Jo Smith

Jo Smith

Joseph Pyle

Joseph Pyle

being all of the Trustees of
RIVER FOREST UNITED METHODIST CHURCH
an Illinois Not-For-Profit Corporation

SECRETARY'S CERTIFICATE

I, Jo Smith, Secretary of River Forest United Methodist Church an Illinois Not-For-Profit corporation, hereby certify, as Secretary and under the seal of said corporation, that the Plan and Agreement of Merger to which this Certificate is attached, after having been duly signed on behalf of River Forest United Methodist Church, an Illinois not-for-profit corporation by a majority of the Trustees thereof, and is the duly adopted agreement of River Forest United Methodist Church in accordance with the General Not-For-Profit Corporation Act of Illinois, 1986.

Witness my hand and the seal of River Forest United Methodist Church this 6th day of January, 1994.

Jo Smith
Jo Smith, Secretary

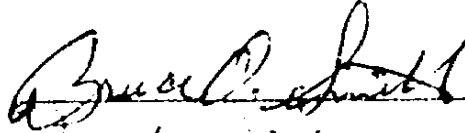
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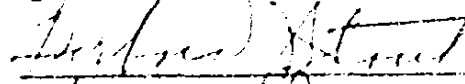
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IN WITNESS WHEREOF, Second has caused this Plan and Agreement of Merger to be signed by a majority of its Board of Trustees and attested by its Secretary, as of the day and year first above written.

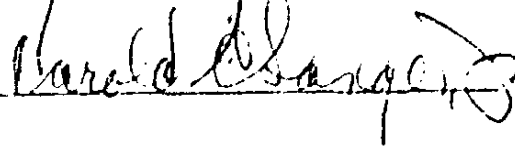
Bruce Smith



Barbara Stout



Harold Sanger, Jr.



being all of the Trustees of
COVENANT UNITED METHODIST CHURCH
an Illinois Not-For-Profit Corporation

SECRETARY'S CERTIFICATE

I, Barbara Stout, as Secretary of Covenant United Methodist Church, a corporation organized and existing under the General Not for Profit Corporation Act of 1986 of the State of Illinois, hereby certify, that the Plan and Agreement of Merger to which this Certificate is attached was adopted at a meeting of the Board of Trustees of Covenant United Methodist Church held on the 6th day of December, 1994, by the vote of a majority of the Trustees in office, and is the duly adopted agreement of Covenant United Methodist Church pursuant to the provisions of the General Not for Profit Corporation Act of 1986 of the State of Illinois.

Witness my hand on behalf of Covenant United Methodist Church, an Illinois Not-for-Profit Corporation, this 6 day December 1994.



Barbara Stout, Secretary

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IN WITNESS WHEREOF, Third has caused this Plan and Agreement of Merger to be signed by a majority of its Board of Trustees and attested by its Secretary, as of the day and year first above written.

Albert Wahnert

Albert Wahnert

Marion Rausch

Marion Rausch

Edward Rausch

Edward Rausch

being all of the Trustees of
WESLEY UNITED METHODIST CHURCH OF FOREST PARK
an Illinois Not For Profit Corporation

SECRETARY'S CERTIFICATE

I, Marion Rausch, as Secretary of Wesley United Methodist Church of Forest Park, a corporation organized and existing under the General Not for Profit Corporation Act of 1986 of the State of Illinois, hereby certify that the Plan and Agreement of Merger to which this Certificate is attached was adopted at a meeting of the Board of Trustees of Wesley United Methodist Church of Forest Park held on the 6th day of December, 1994, by the vote of a majority of the Trustees in office, and is the duly adopted agreement of Wesley United Methodist Church of Forest Park pursuant to the provisions of the General Not for Profit Corporation Act of 1986 of the State of Illinois.

Witness my hand on behalf of Wesley United Methodist Church of Forest Park, an Illinois Not for Profit Corporation, this 6th day of December, 1994.

Marion Rausch
Marion Rausch, Secretary

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