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File Number 2021-032-0

95220243

DEPT-01 RECORDING \$35.50
T47777 TRAN 8558 03/31/95 15:27:00
49511 DC *-95-220243
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
W. W. GRAINGER, 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.

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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 27TH 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

35 ⁵⁰
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Form **BCA-11.25**

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

File # 2021-032-0

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 3/27/95

Filing Fee \$ 100.00

Approved: 

MAR 27 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
consolidation of more than 2 corpo-
rations, \$50 for each additional cor-
poration.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>W. W. Grainger, Inc.</u>	<u>Illinois</u>	_____
<u>Allied Safety, Inc.</u>	<u>Virginia</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: W. W. Grainger, Inc
~~acquiring~~

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

4. Plan of ~~consolidation~~ ~~exchange~~ ^{merger} is as follows:

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

See Exhibit A attached hereto, which by this reference is incorporated herein.

EXPEDITED

MAR 27 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: **Not applicable**

(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>	<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"/>	<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)* **Not applicable**

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
Allied Safety, Inc.	1,000	1,000

b. (Not applicable to 100% owned subsidiaries)
 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.)

Not applicable wholly-owned subsidiary

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated March 20, 19 95

W. W. Grainger, Inc.
 (Exact Name of Corporation)

attested by K.S. Kirsner
 (Signature of Secretary or Assistant Secretary)

by J.D. Fluno
 (Signature of President or Vice President)

K.S. Kirsner, Assistant Secretary
 (Type or Print Name and Title)

J.D. Fluno, Vice Chairman
 (Type or Print Name and Title)

Dated March 20, 19 95

Allied Safety, Inc.
 (Exact Name of Corporation)

attested by K.S. Kirsner
 (Signature of Secretary or Assistant Secretary)

by F.E. Loopp
 (Signature of President or Vice President)

K.S. Kirsner, Assistant Secretary
 (Type or Print Name and Title)

F.E. Loopp, 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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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of March 20, 1995, by and between W. W. Grainger, Inc., an Illinois corporation ("Parent"), and its wholly owned subsidiary Allied Safety, Inc., a Virginia corporation ("Subsidiary"), said corporations being hereinafter referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the authorized capital stock of Subsidiary consists of 1,000 shares of common stock ("Subsidiary Common Stock"), par value \$1.00 per share, 1,000 shares of which are issued and outstanding and owned by Parent;

WHEREAS, it is the intent of this Merger Agreement that the merger provided for herein (the "Merger") shall be pursuant to the Illinois Business Corporation Act and the Virginia Stock Corporation Act and shall qualify as a reorganization as defined in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem the Merger advisable and in the best interests of the Constituent Corporations and their respective stockholders.

WHEREAS, the Boards of Directors of the Constituent Corporations have duly adopted resolutions approving this Merger Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the Merger, the mode of carrying the same into effect, and such other provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

In accordance with the provisions of this Merger Agreement, Section 11.30 of the Illinois Business Corporation Act and Section 13.1-719 of the Virginia Stock Corporation Act, at the Effective Time of the Merger (as herein defined), Subsidiary shall be merged with and into Parent (hereinafter referred to as the "Surviving Corporation"). The name of the Surviving Corporation from and after the Effective Time of the Merger shall continue to be W. W. Grainger, Inc.

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ARTICLE II

The Merger shall become effective (the "Effective Time of the Merger") at 12:01 a.m. Central Standard Time on April 1, 1995.

ARTICLE III

At the Effective Time of the Merger, the 1,000 shares of Subsidiary Common Stock outstanding shall, by virtue of the Merger and without any action on the part of Parent or Subsidiary, be retired and canceled and no cash or other property shall be issued in respect thereof.

ARTICLE IV

From and after the Effective Time of the Merger, the Articles of Incorporation of Parent in effect at the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

ARTICLE V

Section 1. The By-laws of the Parent in effect at the Effective Time of the Merger shall be the By-laws of the Surviving Corporation from and after the Effective Time of the Merger until further altered, amended or repealed.

Section 2. From and after the Effective Time of the Merger, the directors and officers of Parent immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation. Each such person shall hold office from and after the Effective Time of the Merger until his successor is duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and the By-laws of the Surviving Corporation, or as otherwise provided by law.

Section 3. If at the Effective Time of the Merger a vacancy shall exist on the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by the By-laws of the Surviving Corporation or as otherwise provided by law.

ARTICLE VI

This Merger Agreement may be terminated or abandoned by the Board of Directors of Parent or Subsidiary at any time prior to the filing of the Articles of Merger.

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ARTICLE VII

At the Effective Time of the Merger, the separate existence of Subsidiary shall cease, and the corporate existence and identity of Parent, as the Surviving Corporation, shall continue under the name W. W. Grainger, Inc. The Surviving Corporation shall thereupon succeed, without other transfer, to all the rights and property of Subsidiary and shall be subject to all of the debts and liabilities of Subsidiary in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of each of the Constituent Corporation shall be preserved unimpaired.

ARTICLE VIII

From time to time at and after the Effective Time of Merger, as and when requested by the Surviving Corporation, or by its successors or assigns, Subsidiary shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, and its successors and assigns, may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation, and its successors or assigns, title to and possession of all the property, rights, privileges, powers, and franchises referred to in Article VII hereof and otherwise to carry out the intent and purposes of this Merger Agreement. If the Surviving Corporation shall at any time deem that any further assignments or assurances of law or any other acts are necessary or desirable to vest, perfect or confirm of record or otherwise the title to any property or to enforce any claims of Subsidiary acquired by the Surviving Corporation pursuant to this Merger Agreement, the officers of the Surviving Corporation at that time are hereby specifically authorized as attorneys-in-fact of Subsidiary (this appointment being irrevocable as one coupled with an interest) to execute and deliver any and all such proper deeds, assignments and assurances of law and to do all such other acts, in the name and on behalf of Subsidiary or the Surviving Corporation or otherwise as such officers shall deem necessary or appropriate to accomplish such end.

ARTICLE IX

For the convenience of the parties hereto and to facilitate the filing of this Merger Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

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Except as otherwise specifically provided herein, nothing expressed or implied in this Merger Agreement is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporations and their respective stockholders, any rights or remedies under or by reason of this Merger Agreement.

IN WITNESS WHEREOF, Parent and Subsidiary have caused this Merger Agreement to be executed and delivered by their duly authorized officers as of the day and year first above written.

W. W. GRAINGER, INC.

By: J. D. Fluno

J. D. Fluno, Vice Chairman

Attest:

K. S. Kirsner
K. S. Kirsner, Assistant Secretary

ALLIED SAFETY, INC.


By: F. E. Loepf
F. E. Loepf, President

Attest:

K. S. Kirsner
K. S. Kirsner, Assistant Secretary

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Recording return to
10A Milwaukee
Fred Bassell & Brook
115 S La Salle Street
Chicago, IL 60603