

# UNOFFICIAL COPY

File Number 1648-748-1

95224484

95224484

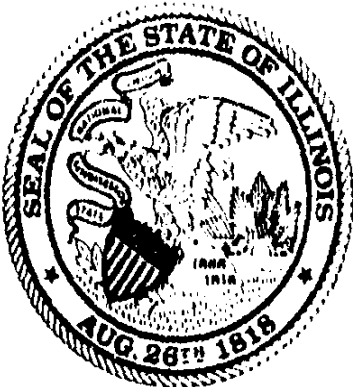
DEPT-01 RECORDING 837.00  
167777 TRAN 8737 04/04/95 11:19:00  
19747 DC # -95-224484  
COOK COUNTY RECORDER

## State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF  
UNITED STATIONERS SUPPLY CO.  
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 MARCH A.D. 19 95 and of the Independence of the United States the two hundred and 19TH



*George H Ryan*  
Secretary of State

BOX 389  
(1987)

95224484

UNOFFICIAL COPY

Property of Cook County Clerk's Office


95221454

File # 16148-748-1

(Rev Jan 1995)  
 George H Ryan  
 Secretary of State  
 Department of Business Services  
 Springfield IL 62758  
 Telephone (217) 782-8961

**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.

**FILED**  
 MAR 30 1995  
 GEORGE H. RYAN  
 SECRETARY OF STATE

**VOID IN DUPLICATE**  
 This space for use by Secretary of State  
 Date 3/30/95  
 Filing Fee \$ 100.00  
 Approved: 

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>UNITED STATIONERS SUPPLY CO.</u>	<u>Illinois</u>	_____
<u>ASSOCIATED STATIONERS, INC.</u>	<u>Delaware</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 new corporation: UNITED STATIONERS SUPPLY CO.  
 acquiring  
 (b) it shall be governed by the laws of: Illinois

4. Plan of merger consolidation is as follows: See Exhibit A, attached hereto.  
 exchange

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

55224884

**EXPEDITED**

MAR 30 1995

SECRETARY OF STATE

3700  


# UNOFFICIAL COPY

5. Plan of <sup>merger</sup> consolidation was approved, as to each corporation not organized in Illinois in compliance with the exchange 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

_____	<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)*

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 1963" of the State of Illinois with respect to the rights of dissenting shareholders.

5522468

# UNOFFICIAL COPY

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
<u>Associated Stationers, Inc.</u>	<u>1,000</u>	<u>1,000</u>
<u>United Stationers Supply Co.</u>	<u>880,000</u>	<u>880,000</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.)

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 3/30, 1995  
 attested by *Daniel H. Bushell*  
 (Signature of Secretary or Assistant Secretary)  
**Assistant**  
Daniel H. Bushell, Secretary  
 (Type or Print Name and Title)

United Stationers Supply Co.  
 (Exact Name of Corporation)  
 by *Thomas W. Sturgess*  
 (Signature of President or Vice President)  
Thomas W. Sturgess, Chairman  
 (Type or Print Name and Title)

Dated 3/30, 1995  
 attested by *Daniel H. Bushell*  
 (Signature of Secretary or Assistant Secretary)  
**Assistant**  
Daniel H. Bushell, Secretary  
 (Type or Print Name and Title)

Associated Stationers, Inc.  
 (Exact Name of Corporation)  
 by *Thomas W. Sturgess*  
 (Signature of President or Vice President)  
Thomas W. Sturgess, Chairman  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, 19\_\_\_\_  
 attested by \_\_\_\_\_  
 (Signature of Secretary or Assistant Secretary)  
 \_\_\_\_\_  
 (Type or Print Name and Title)

\_\_\_\_\_  
 (Exact Name of Corporation)  
 by \_\_\_\_\_  
 (Signature of President or Vice President)  
 \_\_\_\_\_  
 (Type or Print Name and Title)

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95224454

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of March 30, 1995, is made and entered into between Associated Stationers, Inc., a Delaware corporation ("ASI"), and United Stationers Supply Co., an Illinois corporation ("USSC").

1. Parties to the Merger; Effective Date. Pursuant to the provisions of this Agreement and Plan of Merger, the General Corporation Law of the State of Delaware (the "DGCL") and the Business Corporation Act of the State of Illinois (the "IBCA"), ASI shall be merged with and into USSC (the "Merger"). USSC, which shall be the surviving corporation, is hereinafter sometimes referred to as the "Surviving Corporation." The Merger shall become effective upon the filing of properly executed articles of merger (the "Articles of Merger") in the office of the Secretary of State. As used in this Agreement and Plan of Merger, the term "Effective Date" shall mean the date and time at which a certificate of merger has been issued by the Secretary of State of the State of Illinois.

2. Capitalization of Constituent Corporations. (a) The authorized capital stock of ASI is 3,000 shares of common stock, \$0.01 par value ("ASI Common Stock"), of which 1,000 shares are validly issued and outstanding, fully paid, non-assessable and owned by United Stationers, Inc., a Delaware corporation ("USI").

(b) The authorized capital stock of USSC is 890,000 shares of common stock, \$1.00 par value ("USSC Common Stock"), of which 880,000 shares are validly issued and outstanding, fully paid, non-assessable, and owned by USI.

3. Effect of the Merger. (a) From and after the Effective Date (i) the Articles of Incorporation and Bylaws of USSC in effect immediately prior to the Effective Date shall continue to be its Articles of Incorporation and Bylaws until amended or repealed in a manner provided by law; (ii) each of the officers and directors of USSC in office immediately prior to the Effective Date shall remain its officers and directors until their respective successors are duly elected or appointed; and (iii) USI, as the former holder of the shares of USSC Common Stock and ASI Common Stock, shall only be entitled to the rights provided in this Agreement and Plan of Merger or to its dissenters' rights provided by the IBCA or the DGCL.

4. Conversion of Securities. (a) Each authorized or issued and outstanding share of USSC Common Stock shall not in any way be affected by the Merger.

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95224464



# UNOFFICIAL COPY

(b) All shares of ASI Common Stock outstanding on the Effective Date shall be cancelled and cease to be outstanding, without any payment being made in respect thereof.

5. Transfer of Certificates. After the Effective Date there shall be no transfers on the stock transfer books of ASI of the shares of ASI Common Stock which were issued and outstanding immediately prior to the Effective Date.

6. Amendment and Termination. The Boards of Directors of USSC and ASI may amend this Agreement and Plan of Merger at any time prior to the Effective Date. An amendment made subsequent to the submission of the plan to the shareholder of either party to the Merger shall not (i) alter or change the amount or kind of securities or cash which the shareholders of ASI will have the right to receive in the Merger or (ii) alter or change any of the terms or conditions of the plan if such alteration or effect would adversely affect the shares of any class or series of either USSC or ASI.

The Boards of Directors of USSC and ASI may terminate and abandon this Agreement and Plan of Merger at any time prior to the Effective Date, subject to any contractual rights, without further shareholder action, in such manner as shall be agreed upon by USSC and ASI.

7. Counterparts. This Agreement and Plan of Merger may be executed in or more counterparts, each of which shall be deemed to be an original, but which together shall constitute a single agreement.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

UNOFFICIAL COPY


Property of Cook County Clerk's Office

89642256


# UNOFFICIAL COPY

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed and attested by the duly authorized officers as of the date first written above

ASSOCIATED STATIONERS, INC.

By:   
Thomas W. Sturgess  
Chairman of the Board

ATTEST:

  
Gary G. Miller  
Secretary

Property of Cook County Clerk's Office

95224464

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95224464

# UNOFFICIAL COPY

UNITED STATIONERS SUPPLY CO.

By:   
Thomas W. Sturgess  
Chairman of the Board

ATTEST

  
Gary G. Miller  
Secretary

Property of Cook County Clerk's Office

95224484

UNOFFICIAL COPY

Property of Cook County Clerk's Office

45224484