

UNOFFICIAL COPY

95227473

File Number 1648-748-1

95227473

DEPT-01 RECORDING \$33.00
T#2222 TRAN 7480 04/05/95 10:44:00
#6727 & K.B. #95-227473
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 23RD 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

3360
B

C-212.1

30x6-P28

95227473

UNOFFICIAL COPY

Property of Cook County Clerk's Office

61120000

UNOFFICIAL COPY

BCA-11.25

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # **1648-748-1**

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

MAR 23 1995

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **3/23/95**

Filing Fee **\$100.00**

Approved:

DO NOT SEND CASH!
Remit payment in check or money
order, payable to 'Secretary of State.'
Filing Fee is \$100, but merger or con-
solidation of more than 2 corporations,
\$50 for each additional corporation.

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

Name of Corporation	State or Country of Incorporation
UNITED STATIONERS SUPPLY CO.	ILLINOIS - 1648-748-1
MICROUNITED INC.	DELAWARE - 5356-555-7

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: **UNITED STATIONERS SUPPLY CO.**
(b) It shall be governed by the laws of: **ILLINOIS**

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

If no sufficient space to cover this point, add one or more sheets of this size.

See attached Exhibit A

EXPEDITED
EXPEDITED
AUG 31 1994
MAR 23 1995
SECRETARY OF STATE
SECRETARY OF STATE

UNOFFICIAL COPY

5. Plan of ~~consolidation~~ merger 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 (§ 11.20)

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.

95227473

OFFICIAL COPY
 STATE OF ILLINOIS
 SECRETARY OF STATE

UNOFFICIAL COPY

9 1 2 3 7 7 3

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT dated as of August 31, 1994 by and between: MICROUNITED INC., a Delaware corporation ("MU"), and UNITED STATIONERS SUPPLY CO., an Illinois corporation ("USSCo.") (Said corporations are hereinafter sometimes called "Constituent Corporations"), and UNITED STATIONERS INC., a Delaware corporation ("Parent").

- A. MU is a corporation organized and existing under the laws of the State of Delaware. The authorized capital stock of MU consists of 1,000 shares of common stock, \$1.00 par value per share, all of which shares are issued and outstanding.
- B. USSCo. is a corporation organized and existing under the laws of the State of Illinois. The authorized capital stock of USSCo. consists of 890,000 shares of common stock, \$1.00 par value per share, ^{890,000} of which shares are issued and outstanding.
- C. All of the issued and outstanding shares of both Constituent Corporations are held by Parent.
- D. Parent desires to provide for the merger of MU into USSCo. by a statutory merger of the parties intended to qualify as a tax-free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986 as amended.
- E. Parent, as the sole shareholder of each of the Constituent Corporations waives the 30-day period for notice as specified in Section 11.30(b) of the Illinois Business Corporation Act of 1983 ("BCA").

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95227473

UNOFFICIAL COPY

9 1 2 3 4 5 6 7 8

THEREFORE, the parties agree to the following terms and conditions of merger and the mode of carrying it into effect:

1. Merger. Pursuant to Section 11.30 of the BCA and in accordance with this Agreement, MU shall be merged into USSCo., which shall be the surviving corporation, and the separate existence of MU shall cease upon the effectiveness of its merger with and into USSCo.

2. Effectiveness. The merger shall be effective at 5:00 p.m. Central Daylight Savings Time, on the date the Articles of Merger are filed with the Secretary of State of the State of Illinois in accordance with the BCA. Upon the merger becoming effective, USSCo. shall possess all the rights and privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of the Constituent Corporations; and all property, real, personal and mixed and all debts due to either of the Constituent Corporations on whatever account and all other things in action or belonging to either of the Constituent Corporations shall be vested in USSCo., and all and every other interest shall be thereafter as effectively the property of USSCo. as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall attach to USSCo., and may be entered against it to the same extent as if the debts, liabilities, obligations and duties had been contracted by it.

3. Name. The name of the surviving corporation shall continue to be United Stationers Supply Co.

4. Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of USSCo. in effect on the effective date of the merger shall be the Articles of Incorporation and By-Laws of the surviving corporation.

5. Office and Registered Agent. The principal office, the registered office and the registered agent of USSCo. on the effective date of the merger shall remain the same.

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95227473

UNOFFICIAL COPY

9 1 2 2 7 3 7 3

6. Officers and Directors. The persons who are officers and/or directors of USSCo. on the effective date of the merger shall continue to be the respective directors and officers of the surviving corporation until the next annual meeting of the shareholder and directors of USSCo. and until their successors are elected and qualified.

IN WITNESS WHEREOF, the parties, pursuant to the authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement to be duly executed as of the date shown above.

UNITED STATIONERS INC.
A Delaware corporation

ATTEST:

Alta H. Hosh
Secretary

(SEAL)

By: Joel D. Spungin
Joel D. Spungin, Chairman of the Board
and Chief Executive Officer

MICROUNITED INC.
A Delaware corporation

ATTEST:

Alta H. Hosh
Secretary

(SEAL)

By: Allen B. Kravis
Allen B. Kravis, Sr. Vice President

UNITED STATIONERS SUPPLY CO.
an Illinois corporation

ATTEST:

Alta H. Hosh
Secretary

(SEAL)

By: Allen B. Kravis
Allen B. Kravis, Sr. Vice President

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95227473

UNOFFICIAL COPY

7. Complete this form if reporting a merger under § 11-10—40% 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>MicroUnited 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. 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 _____

Not Applicable

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 August 31, 19 94

attested by *Otis H. Halleen*
(Signature of Secretary or Assistant Secretary)

Otis H. Halleen, Secretary
(Type or Print Name and Title)

UNITED STATIONERS INC.
(Exact Name of Corporation)

by *Allen B. Kravis*
(Signature of President or Vice President)

Allen B. Kravis, Sr., Vice President
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

0322773

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95227473

RETURN TO Box 6

PE8