1648-748-1 File Number

95227473

- DEPT-01 RECORDING T42222 TRAN 7480 04/05/95 101
- 46727 ¢ KB *-95-227473 COOK LOUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas.

ARTICLES OF MERGER OF UNITED ATATIONERS SUPPLY CO.

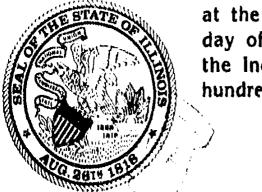
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRATARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS IN FORCE JULY 1, A.D. 1984.

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



C-212.1

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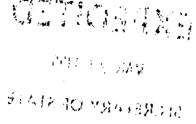
UNOFFICIAL COPY

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BCA-11.25	ARTICLES OF MERGER CONSCLIDATION OR EXCHANGE	Francis 1648-748
Secretary of State Department of Business Services Springfield, IL 62756 Selephone (217) 782-6961	FILED manager	This space for use by Secretary of State Onte 2/33/9:
OO NOT SEND CASH! Remit dayment in check or money order, payable to 'Secretary of State.' Filing Fee is \$100, but it merger or consolidation of more into 2 corporations. \$40, \$50 for such addition? Corporation.	MAR 2 3 1995 GEORGE H. RYAN SECRETARY OF STATE	Filing Fee \$ 00.
He traffered arranged to the corporations of the corporations of Name of Corpo	exchange shares	untry of their incorporation:
UNITED STATIONERS SUI		115 -/[J-18-748-1
MICROUNITED INC.	DRLAW	hre/~ 5356-SSS-7
The laws of the state or cour exchange. > ٧٧	ntry under which each corporation is incorporated pe	rmit such merger, consolidation (the five section with the 1999 — Pr
surviving surviving 3 (a) Name of the acquire surviving the surviving s	corporation: UNITED STATIONERS the laws of: UNITED STATIONERS LILINOIS	SUZ-FLY CO. 1 101 (100 mm 20
merger about 4. Plan of consolidation is as casellange	follows: The control of the control	100 tupna parversis 300 tupow ar vers Qebo Anw Elocultus
	See attached Exhibit A	A Dalla Can Harman
	EXPEDITED	AUG 3 1 1994
	MAR 23 1998 SEC	RETARY OF STATE
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SECRETARY OF STATE

	**********	as follows	not Applical Not Applical		(porațion
	(The following its	ms are not applica	nble to mergers under §11.30	—90% owned subsidiary p	rovisions, See
	(Only "X" one bo	x for each corpora	tion)		
		,	By the snareholders, a lesolu-		
	.		tion of the board of directors having been duly adopted and submitted to a vote at a meet-	By written consent of the shareholders having not less	
. '		000	ing of shareholders. Not less than the minimum number of voles required by statute and by the anicles of incorporation	than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have	By written consumated the state of ALL the share molders emitted to
	Grand Control		voted in layer of the action taken. (§ 11.20)	not consented in writing have been given notice in acor- pance with § 7-10 (§ 11-220)	vole on the action in accordance with § 7.10 & § 11.20
Мал	e of Corporation	0,	c		
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6.			quiring corporation is an illinois	10/2/	by the Secretary o
	State of the State a. The surviving for the entore a party to the dissenting shings or acquired.	of Illinois;	corporation may be served with alion of any corporation organization or exchange and in any pin corporation organized under the	process in the State of Illinoised under the law; of the Stateoceading for the enforcemental laws of the State of Illinoise	s in any proceeding e of Illinois which in nt of the rights of a gainst the surviving
	surviving, ne c. The surviving organized un	w or acquiring corporations, new, or acquiring derithe laws of the Si	tate of illinois shall be and here pration to accept service of proc corporation will promptly pay to tate of illinois which is a party to the tied under the provisions of "The	cess in any such proceedings o the dissenting shareholders ne merger, consolidation of ex	s, and s of any corporation change th <mark>e amount</mark>



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, as of which shares are issued and outstanding.
- C. All of the issued and outstanding shares of both Constitue. 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").

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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.
- The merger shall be effective at 5:00 p.m. Central Daylight 2. Effectiveness. Savings Times 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 VSSCo., and may be entered against it to the same extent as if the debts, liabilities, obligations are 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.

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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:

Secretary

(SEAL)

ATTEST:

Octu H- H-ch_

(SEAL)

By:

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

MICROUNITED INC.

A Delaware corporation

By: Often

Allen B. Kravis, St. VicePresident

ATTEST:

Ate of Horlan

(SEAL)

UNITED STATIONERS SUPPLY CO.

an Illinois corporation

Jun 1

en B. Kravis Sr. Vice President

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Complete this term it reporting a metapt under 6-11-10-40% owned subsidiary provisions i

Name of Corporation	Total Number of Shares Outstanding of Each Class	flumber of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
MicroUnited Inc.	1,000	1,000
1-14 and Charles are County to	000 000	880,000
Inited Stationers Supply Co.	880,000	V(V) 1100
		······································
b. The date of mailing a copy of the bi	an of merger and notice of the rig	ni to dissent to the smareholders of each merging
subsidiary corporation with	. 19	
Not Applicable Nas written consent for the mergo of all subsidiary corporations rect	r or written waiver of the 30-day p	eriod by the nolders of all the outstanding snare:
iff the answer is "No." the duplical un til alter 30 days following the π th e shareholders of each merging	nailing of a cupy of the plan of m	r may not be delivered to the Secretary of State erger and of the notice of the right to dissent to
me snarmoloers or each introduction	J SUDSICION CONTRIBUTO	
nder penalties of perjury, that the facts state	ed herein are true.	aduly authorized officers. each of whom affirms NITES STATIONERS INC.
ated August 31	19.74	Exact Name of Corporations
HOSIOD DY Sti H Holl	by	Man 13 Kravis
(Signalure of Secretary or Assisti		(Signature of Picer Ar. or Vice President)
Otis H. Halleen, Secret (Type or Print Name and		n B. Kravis. Sr. Vice President (Type or Pant Name Law Title)
	Fille)	(Type or Print Name Lind Title)
(Type or Print Name and	Fille)	
(Type or Print Name and	19by	(Type or Print Name Line Title) (Exact Name of Corporation) (Signature of President or Vice President)
(Type or Print Name and	19by	(Type or Print Name Line Title) (Exact Name of Corporation) (Signature of President)
(Type or Print Name and	19by	(Type or Print Name Line Title) (Exact Name of Corporation) (Signature of President)
(Type or Print Name and Dated	Title)	(Type or Print Name Line Title) (Exect Name of Corporation) (Signature of President or Vice President)
(Type or Print Name and sated	Title)	(Type or Print Name Line Title) (Exect Name of Corporation) (Signature of President or Vice President)
(Type or Print Name and Dated	Title) 19	(Exact Name of Corporation) (Exact Name of Corporation) (Signature of President or Vice President) (Type or Print Name and Title)

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RETURN TO BOX 6

P 23