

# UNOFFICIAL COPY

File Number 5442-942-8

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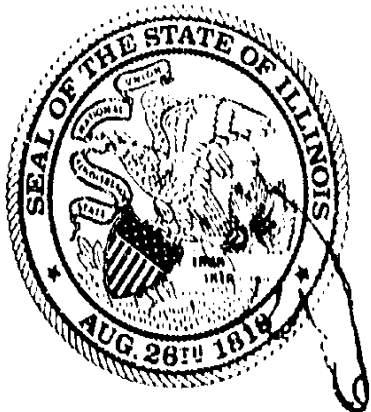
## State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF  
RICE GROUP LTD.  
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.

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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 12TH day of APRIL A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



*George H Ryan*

Secretary of State

C-212.1 RETURN TO BOX 103  
ATTN: *CW*

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Form **BCA-11.25**

## ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 3492 992-8

(Rev. Jan. 1995)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6981

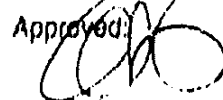
**SUBMIT IN DUPLICATE**

# FILED

This space for use by  
Secretary of State

Date 4/12/95

Filing Fee \$ 100.<sup>00</sup>

Approved: 

APR 12 1995

GEORGE H. RYAN  
SECRETARY OF STATE

**DO NOT SEND CASH!**  
Permit 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~~ <sup>consolidate</sup> ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>Rice Group Ltd.</u>	<u>Illinois</u>	<u>105442-942-8</u>
<u>Premier Pizza Company</u>	<u>Delaware</u>	<u>5365-48-5</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~~ <sup>surviving</sup> corporation: Rice Group Ltd.

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

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows: see attached Exhibit A

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

# EXPEDITED

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SECRETARY OF STATE



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5. Plan of ~~XXXXXX/XXXXXX~~ 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:

*(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

Name of 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.	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
Rice Group Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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)* W/B

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's 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
n/a		

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 April 11, 19 95

PACT GROUP LTD.  
(Exact Name of Corporation)

attested by Andre Rice  
(Signature of Secretary or Assistant Secretary)

by Andre Rice  
(Signature of President or Vice President)

Andre Rice, Secretary  
(Type or Print Name and Title)

Andre Rice, President  
(Type or Print Name and Title)

Dated April 11, 19 95

PREMIER PIZZA COMPANY  
(Exact Name of Corporation)

attested by Andre Rice  
(Signature of Secretary or Assistant Secretary)

by Andre Rice  
(Signature of President or Vice President)

Andre Rice, Secretary  
(Type or Print Name and Title)

Andre Rice, 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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## EXHIBIT A AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is made as of April 11, 1995, by and between Rice Group Ltd., an Illinois corporation ("Rice Group") and Premier Pizza Company, a Delaware corporation ("PPC"). Rice Group and PPC are sometimes referred to as the "Constituent Corporations".

The authorized capital stock of Rice Group consists of one thousand (1,000) shares of Common stock, of the par value of \$1.00 per share, of which six hundred (600) shares are issued and outstanding; the authorized capital stock of PPC consists of twenty thousand (20,000) shares of Common Class A stock, of the par value of \$.01 per share, and ten thousand (10,000) shares of Common Class B stock of the par value of \$.01 per share, of which one hundred ten (110) shares of the Common Class A stock are issued and outstanding

and three hundred forty seven (347) shares of the Common Class B stock are issued and outstanding

The directors of the Constituent Corporations deem it advisable and to the advantage of said corporations that PPC be merged into Rice Group upon the terms and conditions provided in this Agreement.

NOW, THEREFORE, the parties adopt the plan of merger encompassed by this Merger Agreement and agree that PPC shall be merged into Rice Group on the following terms, conditions and other provisions:

### I. TERMS AND CONDITIONS

1.1 Merger. Subject to the approval of the shareholders of Rice Group and PPC, PPC shall be merged with and into Rice Group, and Rice Group shall be the surviving corporation (sometimes referred to below as the "Surviving Corporation") effective upon the date when (i) this Merger Agreement is filed with the Secretary of State of the State of Illinois in accordance with the Illinois Business Corporation Act of 1983,

The name of the Surviving Corporation shall be "Rice Group Ltd."

1.2 Succession. As of the Effective Date, Rice Group shall succeed to all of the rights, privileges, powers and property, including without limitation all rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of the Constituent Corporations, in the manner of and as more fully set forth in Section 11.50 of the Illinois Business Corporation Act, and in Section 259 of the General Corporation Law of the State of Delaware. As of the Effective Date, Rice Group shall succeed to all debts, liabilities and obligations of PPC, and any claim existing or action or proceeding against, and all rights of creditors in respect of, and all liens upon any property of the Constituent Corporations shall be preserved unimpaired and may be enforced against the Surviving Corporation as if incurred or contracted by it, all as more fully set forth in Section 11.50 of the Illinois Business Corporation Act, and Section 259 of the General Corporation Law of the State of Delaware.

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1.3 **Common Stock of PPC and Rice Group.** As of the Effective Date, by virtue of the merger and without any further action on the part of the Constituent Corporations or their shareholders: (i) each share of Common Class A stock of PPC, of the par value of \$.01 per share, and each share of Common Class B of PPC, of the par value of \$.01 per share, issued and outstanding immediately prior to the Effective Date shall be canceled and of no further force or effect; and (ii) each share of common stock of Rice Group, of the par value of \$1.00 per share, issued and outstanding immediately prior to the Effective Date shall continue to be the issued and outstanding stock of the Surviving Corporation. Both corporations have the name sole shareholder.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 **Articles of Incorporation and By-Laws.** The Articles of Incorporation of Rice Group in effect on the Effective Date shall continue to be the Articles of Incorporation of the Surviving Corporation. The By-Laws of Rice Group in effect on the Effective Date shall continue to be the By-Laws of the Surviving Corporation.

2.2 **Directors.** The directors of Rice Group immediately prior to the Effective Date shall be the directors of the Surviving Corporation on and after the Effective Date to serve until the expiration of their term, and until their successors are elected and qualified.

2.3 **Officers.** The Officers of Rice Group immediately prior to the Effective Date shall be the officers of the Surviving Corporation as of the Effective Date to serve at the pleasure of its Board of Directors.

## III. MISCELLANEOUS

3.1 **Further Assurances.** From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of PPC such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of PPC and otherwise carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of PPC or otherwise to taken any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 **Amendment.** At any time prior to the Effective Date, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Rice Group and PPC to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose of intent of this Merger Agreement.

3.3 **Termination.** At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of either PPC or Rice Group, notwithstanding the approval of this Merger Agreement by the shareholders of PPC.

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