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File Number 5486-037-4

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COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
OLGE RIVERSIDE CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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 3RD day of JUNE A.D. 19 96 and of the Independence of the United States the two hundred and 20TH



George H. Ryan

Secretary of State

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10/18/2011

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Form **BCA-11.25**
(Rev. Jan. 1991)

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

File # **5486-037-4**

SUBMIT IN DUPLICATE

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

FILED

JUN 3 1996

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date **6-3-96**

Filing Fee \$ **100⁰⁰**

Approved:

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

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~ , and the state of country of their incorporation:

Name of Corporation	State or Country of Incorporation
<u>Administrative Center, Inc.</u>	<u>Illinois</u>
<u>OLGP Riverside Corp.</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~~ ^{acquiring} corporation: OLGP Riverside Corp.

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

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows: See Plan of Merger attached hereto as Exhibit A.

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

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5. Plan of ^{merger}~~consolidation~~ or ^{exchange}~~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:

(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
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Name of Corporation

<u>Administrative Center, Inc.</u>	<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)*

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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(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
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- 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 _____.

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 April 4, 19 96

attested by *Shigeo Yamamoto*
(Signature of Secretary or Assistant Secretary)

SHIGEO YAMAMOTO, SECRETARY
(Type or Print Name and Title)

Administrative Center, Inc.
(Exact Name of Corporation)

by *Akira Seko*
(Signature of President or Vice President)

AKIRA SEKO, EXECUTIVE VICE PRESIDENT
(Type or Print Name and Title)

Dated April 4, 19 96

attested by *Shigeo Yamamoto*
(Signature of Secretary or Assistant Secretary)

SHIGEO YAMAMOTO, SECRETARY
(Type or Print Name and Title)

OLGP Riverside Corp.
(Exact Name of Corporation)

by *Akira Seko*
(Signature of President or Vice President)

AKIRA SEKO, EXECUTIVE VICE PRESIDENT
(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)

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EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER adopted on April 4, 1996, by resolution of the Board of Directors of OLGP Riverside Corp., a business corporation organized on October 15, 1987, under the laws of the State of Delaware ("OLGP") and adopted on April 4, 1996, by resolution of the Board of Directors of Administrative Center, Inc., a business corporation organized under the laws of the State of Illinois ("IBAC"). The names of the corporations planning to merge are OLGP Riverside Corp., a business corporation organized under the laws of the State of Delaware, and Administrative Center, Inc., a business corporation organized under the laws of the State of Illinois. The name of the surviving corporation into which IBAC plans to merge is OLGP Riverside Corp.

1. OLGP and IBAC shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Illinois Business Corporation Act, be merged with and into a single corporation, to wit, OLGP, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of IBAC, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Illinois Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the Delaware General Corporation Law.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the State of Delaware will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation. The non-surviving corporation has one (1) issued share.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Illinois Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Delaware General Corporation Law.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Illinois Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the Delaware General Corporation Law, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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