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File Number 5130-175-7

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DEPT-01 RECORDING \$35.00
T90811-TRAN 2406:07/10/96 09:26:00
#4068 TAB #96-524035
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

25⁰⁰
dw

Whereas,

ARTICLES OF MERGER OF
DANA CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA 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 28TH 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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Form **BCA-11.25**

(Rev. Jan. 1991)

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

File # 5130-175-7

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

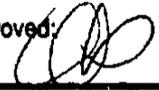
SUBMIT IN DUPLICATE

FILED

JUN 28 1996

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 6/28/96
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 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~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
Printing Equipment & Products, Inc.	Illinois <u>5130-175-7</u>
Danka Corporation	Nevada <u>5873-806-9</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~~ ^{surviving} ~~corporation~~ corporation: Danka Corporation
(b) it shall be governed by the laws of: Nevada

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

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

BOX 170

EXPEDITED

JUN 28 1996

SECRETARY OF STATE

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5. Plan of ^{merger} ~~consolidation~~ ~~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: (N/A)

(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"/>
Danka Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Printing Equipment & Products, Inc.	<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"/>

(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:

- 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.
- 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
- 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% 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____. (N/A)

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 (N/A)

(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 June 21, 1996
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
 W. Thompson Thorn, III
 Assistant Secretary

 (Type or Print Name and Title)

PRINTING EQUIPMENT & PRODUCTS, INC.

 (Exact Name of Corporation)
 by [Signature]
 (Signature of President or Vice President)
 David C. Snell
 Vice President

 (Type or Print Name and Title)

Dated June 21, 1996
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
 W. Thompson Thorn, III
 Assistant Secretary

 (Type or Print Name and Title)

DANKA CORPORATION

 (Exact Name of Corporation)
 by [Signature]
 (Signature of President or Vice President)
 David C. Snell
 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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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into on June 26, 1996 by and among DANKA CORPORATION, a Nevada corporation ("Danka"), whose principal address is 45 East Freeport Boulevard, Sparks, Nevada 89431, and PRINTING EQUIPMENT & PRODUCTS, INC., an Illinois corporation ("Merger Corporation"), whose principal address is 11201 Danka Circle North, St. Petersburg, Florida 33716.

In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. Background and Purpose. Danka and Merger Corporation are both wholly-owned, first-tier subsidiaries of Danka Holding Company, a Nevada corporation ("DHC"). DHC has determined that it is in its best interest and the best interest of its shareholder to merge Merger Corporation with and into Danka.

2. The Merger. Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time (as defined below) Merger Corporation shall be merged (the "Merger") with and into Danka pursuant to the provisions of Section 92A.190 of the Nevada Business Corporation Act (the "NBCA") and Section 11.35 of the Illinois Business Corporation Act (the "IBCA"). The Merger shall be a tax free reorganization under Section 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended. Upon the Merger, Danka shall be the surviving corporation (the "Surviving Corporation") and its corporate existence shall continue unaffected by the Merger and the corporate existence of Merger Corporation shall cease and thereupon Merger Corporation and Danka shall become a single corporation.

3. Conversion of Shares. At the Effective Time (as hereinafter defined), the rights of the stockholders of the constituent corporations and the conversion of their shares shall be as follows:

- a. The 10,000 outstanding common shares, with no par value per share, of Merger Corporation shall be cancelled and extinguished.
- b. The 100 outstanding common shares, with par value of \$1.00 per share, of Danka shall remain issued and outstanding.

4. Name. The name of the surviving corporation shall be "Danka Corporation".

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5. Articles of Incorporation. The Articles of Incorporation of Danka in effect at and as of the Effective Time will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

6. By-laws. At the Effective Time, the By-laws of Danka shall become the By-laws of the Surviving Corporation.

7. Authorized Shares. The Surviving Corporation shall be authorized to issue up to 1,000 shares of voting, common stock with par value of \$1.00 per share.

8. Directors. On and after the Effective Time, the Directors of the Surviving Corporation shall be Daniel M. Doyle, David C. Snell, William T. Freeman and Debra A. Taylor, who shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

9. Corporate Officers. On and after the Effective Time the corporate officers of the Surviving Corporation shall be as follows:

Chairman and Chief Executive Officer	-	Daniel M. Doyle
President	-	Paul M. Natale
Vice President	-	David C. Snell
Treasurer	-	William T. Freeman
Secretary	-	Debra A. Taylor
Assistant Secretary	-	W. Thompson Thorn, III

These officers shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

10. Address. The principal place of business of the Surviving Corporation shall be as follows: 45 East Freeport Blvd., Sparks, Nevada 89431.

11. Submission to Stockholders. This Agreement shall be submitted for adoption and approval by the stockholders and directors of the constituent corporations in conformity with the laws of the State of Nevada and with the laws of the State of Illinois. Upon the adoption and approval of this Agreement by the stockholders of each of the constituent corporations, the Agreement shall be signed by the duly authorized officers of each of the constituent corporations.

12. Articles of Merger. Following the approval and execution of this Agreement, Articles of Merger shall be executed

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by the officers of Danka and Merger Corporation and shall be filed with the Office of the Secretary of State of Nevada in the manner required by Section 92A.200 of the NBCA and with the Office of the Secretary of State of Illinois in the manner required by Section 11.25 of the IBCA.

13. Effective Time. Unless state law dictates otherwise, the effective time of the Merger (the "Effective Time") contemplated by this Agreement shall be the later of (i) 3:00 p.m. on June 30, 1996 or (ii) such time as the Articles of Merger is deemed to be effective under state law,

14. Binding Effect. This Agreement shall be binding upon and inure to the benefit to the parties hereto and their respective successors and assigns.

15. Amendments. No amendment or variation of the terms and conditions of this Agreement shall be valid unless the same is in writing and signed by all of the parties to this Agreement.

16. Headings. The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Agreement.

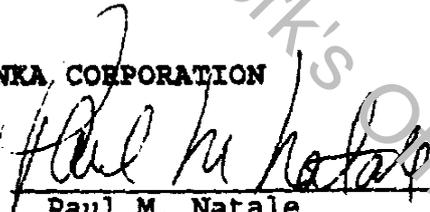
17. Governing Law. This Agreement shall be construed and enforced pursuant to the laws of the State of Nevada.

18. Entire Agreement. This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Agreement.

IN WITNESS WHEREOF, the duly authorized officers of the parties to this Agreement have executed this Agreement as of the date indicated above.

DANKA CORPORATION

By


Paul M. Natale
President

By


Debra A. Taylor
Secretary

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PRINTING EQUIPMENT & PRODUCTS, INC.

By



Paul M. Natale
President

By



Debra A. Taylor
Secretary

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