

96001277

Property No. 17859
Cook County, IL

. DEPT-01 RECORDING \$47.00
. T45555 TRAN 4348 01/02/96 10:32:00
. #0204 DR *-96-001277
. COOK COUNTY RECORDER

Property of Cook County Clerk's Office

CANCELLATION OF LEASE AND RELEASE

WHEREAS, **TEXSTORE PROPERTIES CORP.**, a Delaware corporation, as Lessor and **THE SOUTHLAND CORPORATION**, a Texas corporation, as Lessee were parties to that certain lease agreement (the "Lease") dated October 19, 1972, and evidenced by a Memorandum of Lease, recorded in the Office of the Recorder of Deeds of Cook County, Illinois on March 19, 1976 at Document No. 23422494 for the following described premises:

See Schedule A attached hereto and made a part hereof; and

WHEREAS, AS OF November 30, 1993, **Texstore Properties Corp.** merged into **Kwik-Chek Realty Company, Inc.** as evidenced by the Articles of Merger attached hereto as Schedule B; and

WHEREAS, AS OF December 31, 1993, **Kwik-Chek Realty Company, Inc.** merged into **The Southland Corporation** as evidenced by the Articles of Merger attached hereto as Schedule C.

NOW, THEREFORE, for and in consideration of these premises, **The Southland Corporation**, for itself and in its capacity as successor by merger to **Kwik-Chek Realty Company, Inc.** and **Texstore Properties Corp.**, states and acknowledges that the Lease was terminated as of July 31, 1992 and is void and of no further force and effect.

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IN WITNESS WHEREOF, The Southland Corporation has caused this Cancellation of Lease and Release to be executed by its officers thereunto duly authorized on this 5th day of December, 1995.

[Corporate Seal]

THE SOUTHLAND CORPORATION

Attest:

BY:


Assistant Secretary

BY:


Vice President

THE SOUTHLAND CORPORATION,
as successor by merger to
KWIK-CHEK REALTY COMPANY, INC.,
as successor by merger to
TEXSTORE PROPERTIES CORP.

Attest:

BY:


Assistant Secretary

BY:


Vice President

Prepared by:

J. Donald Stevenson
The Southland Corporation
2711 N. Haskell
Dallas, Texas 75204

Mail to:

Ms. Carole Badgett
American Title Company
6029 Bellline Road, Suite 250
Dallas, Texas 75240

(SEE EXHIBIT A FOR PERMANENT TAX ID #'S AND ADDRESSES)

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STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Adrian O. Evans and J. Donald Stevenson, Jr., personally known to me to be the persons whose names are subscribed to the foregoing instrument as the Vice President and Assistant Secretary, respectively, of THE SOUTHLAND CORPORATION, a Texas corporation, as successor by merger to KWIK-CHEK REALTY COMPANY, INC., a Nevada corporation, as successor by merger to TEXSTORE PROPERTIES CORP., a Delaware corporation, and acknowledged to and before me that they each executed the same for the purposes and consideration therein expressed, and as the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 3rd day of December, 1995.

Karen Pennell
Notary Public

(Notarial Seal)
My Commission Expires: 2-11-97



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Adrian O. Evans and J. Donald Stevenson, Jr., personally known to me to be the persons whose names are subscribed to the foregoing instrument as the Vice President and Assistant Secretary, respectively, of THE SOUTHLAND CORPORATION, a Texas corporation, and acknowledged to and before me that they each executed the same for the purposes and consideration therein expressed, and as the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 5th day of December, 1995.

Karen Pennell
Notary Public

(Notarial Seal)
My Commission Expires: 2-11-97



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Store No. 17959

SCHEDULE A

The following described real property in the City of Chicago, County of Cook, State of Illinois:

Lots 630, 631 and the Southeast Ten Feet (x 108') of Lot 632 (except that part of said lots lying between the northeasterly line of Lincoln Avenue and a line 83.0 feet southwesterly of, measured at right angles, and parallel with the Northeasterly line of Lincoln Avenue, conveyed to the City of Chicago by Trustee's Deed recorded December 13, 1938, as Document 12248544), in William H. Brittigan's Budlong Woods Golf Club Addition No. 3, a subdivision of the Northwest $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ and part of the North $\frac{1}{4}$ of the West $\frac{1}{4}$ of the East $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 12, Township 40 North, Range 13, East of the Third Principal Meridian, except that part taken for streets, in Cook County, Illinois.

Permanent Tax ID 13-12-201-048

5562 N. Lincoln Ave.

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THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

ARTICLES OF MERGER

NOV 30 1993

OF

SECRETARY OF STATE

Chaffin
1656-63

- FIFTH STEVENSON PROPERTIES CORP.
- FIRST CLARKLAND PROPERTIES CORP.
- LIBERTY-SOUTH CORP.
- MASSLAND PROPERTIES CORP.
- SECOND CLARKLAND PROPERTIES CORP.
- SECOND STEVENSON PROPERTIES CORP.
- SECOND TEXLAND PROPERTIES CORP.
- TEXLAND PROPERTIES CORP.
- TEXSTORE PROPERTIES CORP.
- THIRD CLARKLAND PROPERTIES CORP. AND
- THIRD STEVENSON PROPERTIES CORP.

INTO

KWIK-CHEK REALTY COMPANY, INC.

FIRST: Kwik-Chek Realty Company, Inc. (hereinafter referred to as the "Parent Corporation"), a corporation organized and existing under the laws of the State of Nevada, owns all of the outstanding shares of:

- Fifth Stevenson Properties Corp.
- First Clarkland Properties Corp.
- Liberty-South Corp.
- Massland Properties Corp.
- Second Clarkland Properties Corp.
- Second Stevenson Properties Corp.
- Second Texland Properties Corp.
- Texland Properties Corp.
- Texstore Properties Corp.
- Third Clarkland Properties Corp. and
- Third Stevenson Properties Corp.

(hereinafter referred to as the "Subsidiaries"), each of the subsidiaries being a corporation organized and existing under the laws of the State of Delaware, the laws of which state permit this merger.

SECOND: A plan of merger was adopted by the board of directors of the Parent Corporation whereby the Subsidiaries are to be merged into the Parent Corporation.

THIRD: Approval of the stockholders of neither the Parent Corporation nor the Subsidiaries was required.

NOV 30 1993
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FOURTH: The entire plan of merger is hereinafter set forth in its entirety:

See Attached Schedule A

FIFTH: The Parent Corporation designates the following address as the address to which the Secretary of State of the State of Nevada is to mail any process served on him or her against the Parent Corporation or any of the Subsidiaries: c/o The Southland Corporation, Attn: General Counsel, 2711 North Haskell Avenue, Dallas, Texas 75204.

SIXTH: This merger shall be effective on November 30, 1993.

KWIK-CHEK REALTY COMPANY, INC.

By: Bryan F. Smith, Jr.
Bryan F. Smith, Jr.
Vice President

By: Carol S. Hilburn
Carol S. Hilburn
Assistant Secretary

State of Texas
County of Dallas

On November 19, 1993, personally appeared before me, a Notary Public, Bryan F. Smith, Jr. and Carol S. Hilburn, who acknowledged that they executed the above instrument.



[Signature]
Signature of Notary
My commission expires:

CSHOPR1976

RECEIVED
NOV 30 1993
Secre:

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Schedule A

Plan of Merger

FIRST: FIFTH STEVENSON PROPERTIES CORP., FIRST CLARKLAND PROPERTIES CORP., LIBERTY-SOUTH CORP., MASSLAND PROPERTIES CORP., SECOND CLARKLAND PROPERTIES CORP., SECOND STEVENSON PROPERTIES CORP., SECOND TEXLAND PROPERTIES CORP., TEXLAND PROPERTIES CORP., TEXSTORE PROPERTIES CORP., THIRD CLARKLAND PROPERTIES CORP. AND THIRD STEVENSON PROPERTIES CORP., hereafter the "Subsidiaries", shall merge with and into KWIK-CHEK REALTY COMPANY, INC., the "Surviving Corporation," and the Surviving Corporation hereby merges into itself the Subsidiaries; the corporate existence of the Surviving Corporation shall continue; and the separate corporate existence of the Subsidiaries, shall cease.

SECOND: The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the effective date of the merger shall be and remain (until amended or repealed as provided by law) its Articles of Incorporation and Bylaws, respectively.

THIRD: Unless otherwise required by law, the merger of the Subsidiaries into the Surviving Corporation shall be effective as of November 30, 1993 (the "Effective Date").

FOURTH: As of the Effective Date, the Surviving Corporation shall assume all liabilities and obligations of the Subsidiaries, for accounting purposes only, and shall assume and be vested with all right, title and interest in and to any and all properties, whether tangible or intangible, held, owned or payable to the Subsidiaries.

FIFTH: As of the Effective Date all shares of the Subsidiaries then outstanding shall be surrendered for cancellation. The shares of the Surviving Corporation shall remain outstanding and unchanged.

SIXTH: The Chairman, the President or any Vice President (including any Executive or Senior Vice President) of the Surviving Corporation (the "Officers") shall be, and each of them hereby is, authorized to prepare, execute and file with the States of Delaware and Nevada and such other states or jurisdictions as may be required or appropriate, and the Secretary or any Assistant Secretary of the Surviving Corporation be, and each of them hereby is, authorized to attest, in the name and on behalf of the Surviving Corporation, Articles of Merger, an Agreement

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or Plan of Merger, a Certificate of Ownership and Merger, and such other forms, documents or instruments relative to the merger of the Subsidiaries into the Surviving Corporation and such amendments, corrections and additions thereto as any of said Officers may deem necessary or advisable.

SEVENTH: The Officers shall be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Subsidiaries and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger; and

EIGHTH: The Officers shall be, and each of them hereby is, authorized and directed to do or cause to be done all such further acts and things as may be necessary to carry into effect the purpose and intent of the foregoing resolutions.

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MERGING

FIFTH STEVENSON PROPERTIES CORP.
 FIRST CLARKLAND PROPERTIES CORP.
 LIBERTY-SOUTH CORP.
 MASSLAND PROPERTIES CORP.
 SECOND CLARKLAND PROPERTIES CORP.
 SECOND STEVENSON PROPERTIES CORP.
 TEKSTORE PROPERTIES CORP.
 THIRD CLARKLAND PROPERTIES CORP.
 THIRD STEVENSON PROPERTIES CORP.
 ALL DELAWARE CORPORATIONS, NOT QUALIFIED IN NEVADA

AND

SECOND TEXLAND PROPERTIES CORP. 1945-74
 A DELAWARE CORPORATION

AND

TEXLAND PROPERTIES CORP. 3537-73
 A DELAWARE CORPORATION

INTO

KWIK-CHEK REALTY COMPANY, INC. 1656-63
 A NEVADA CORPORATION

EFFECTIVE DATE: 11/30/93

FILED BY:
 CORPORATION TRUST CO. OF NEVADA
 ATTN: VI MILLER

ONE EAST FIRST STREET SUITE 1600
 RENO, NEVADA

FILE DATE: 11/30/93

FILING FEE: \$75.00

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 #E51098

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THE DEPARTMENT OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

SCHEDULE C

TREND, INC. 1993

ARTICLES OF MERGER

DEC 23 1993

OF

KWIK-CHEK REALTY COMPANY, INC.

INTO

THE SOUTHLAND CORPORATION

FIRST: The Southland Corporation (hereinafter referred to as the "Parent Corporation"), a corporation authorized and existing under the laws of the State of Texas, the laws of which permit this merger, owns all of the outstanding shares of Kwik-Chek Realty Company, Inc. (hereinafter referred to as the "Subsidiary Corporation"), a corporation authorized and existing under the laws of the State of Nevada.

SECOND: A plan of merger was adopted by the board of directors of the Parent Corporation whereby the Subsidiary Corporation is to be merged into the Parent Corporation.

THIRD: Approval of the stockholders of neither the Parent Corporation nor the Subsidiary Corporation was required.

FOURTH: The entire plan of merger is hereinafter set forth in its entirety:

See Attached Schedule A

FIFTH: The parent corporation designates the following address as the address to which the Secretary of State of the State of Nevada is to mail any process served on him or her against the Subsidiary Corporation: in care of The Southland Corporation, Attn: General Counsel, 2711 North Haskell Avenue, Dallas, Texas 75204.

SIXTH: This merger shall be effective on December 31, 1993.

THE SOUTHLAND CORPORATION

By: 

Bryan F. Smith, Jr.
Vice President

By: 

Carol S. Hilburn
Assistant Secretary

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County of Dallas

On December 20, 1993, personally appeared before me,
a Notary Public, Bryan F. Smith, Jr. and Carol S. Hilburn
who acknowledged that they executed the above instrument.

[Handwritten Signature]
Signature of Notary
My Commission Expires:



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1:00
DEC 27 1993

SECRETARY OF STATE

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FIRST: FREDLAND PROPERTIES CORP. (a corporation organized and existing under the laws of the State of Texas), SDC, INC. (a corporation organized and existing under the laws of the State of Texas), PENNSYLVANIA TOBACCO SALES CORPORATION (a corporation organized and existing under the laws of the State of Pennsylvania), and KWIK-CHEK REALTY COMPANY, INC. (a corporation organized and existing under the laws of the State of Nevada), hereafter referred to as the "Subsidiaries," shall be, and hereby are, merged into THE SOUTHLAND CORPORATION, hereafter referred to as the "Surviving Corporation," and the Surviving Corporation hereby merges into itself the Subsidiaries; the corporate existence of the Surviving Corporation shall continue; and the separate corporate existence of the Subsidiaries shall cease.

SECOND: The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the effective date of the merger shall be and remain (until amended or repealed as provided by law) its Articles of Incorporation and Bylaws, respectively.

THIRD: Unless otherwise required by law, the merger of the Subsidiaries into the Surviving Corporation shall be effective as of December 31, 1993 (the "Effective Date").

FOURTH: As of the Effective Date, the Surviving Corporation shall assume all liabilities and obligations of the Subsidiaries, for accounting purposes only, and shall assume and be vested with all right, title and interest in and to any and all properties, whether tangible or intangible, held, owned or payable to the Subsidiaries.

FIFTH: As of the Effective Date, all shares of the Subsidiaries then outstanding shall be surrendered for cancellation. The shares of the Surviving Corporation shall remain outstanding and unchanged.

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SIXTH: The President, or any Vice President of the Subsidiaries (the "Subsidiaries' Officers") shall be, and each of them hereby is, authorized to prepare, execute and file with the State of Texas and such other states or jurisdictions as may be required or appropriate, and the Secretary or any Assistant Secretary of the Subsidiaries shall be, and each of them hereby is, authorized to attest, in the name and on behalf of the Subsidiaries, Articles of Merger, and such other documents, filings or reports, relative to the merger of the Subsidiaries into the Surviving Corporation and such amendments, corrections and additions thereto, as any of said Subsidiaries' Officers may deem necessary or advisable.

SEVENTH: The President, or any Vice President of the Surviving Corporation (the "Surviving Corporation Officers") shall be, and each of them hereby is, authorized to prepare, execute and file with the State of Texas and such other states or jurisdictions as may be required or appropriate, and the Secretary or any Assistant Secretary of the Surviving Corporation shall be, and each of them hereby is, authorized to attest, in the name and on behalf of the Surviving Corporation, Articles of Merger, and such other documents, filings or reports, relative to the merger of the Subsidiaries into the Surviving Corporation and such amendments, corrections and additions thereto, as any of said Surviving Corporation Officers may deem necessary or advisable.

EIGHTH: The Subsidiaries' Officers and the Surviving Corporation Officers shall be, and each of them hereby is, authorized and directed to do or cause to be done all such further acts and things as may be necessary to carry into effect the purpose and intent of the foregoing Plan of Merger.

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MEMORANDUM

FRYER-DYER REALTY COMPANY, INC.
A (NV) CORPORATION

1656-63 M/D

INTO

SOUTHLAND CORPORATION, THE
A (TX) CORPORATION

1268-62

EFFECTIVE DATE: 12/31/93

REQUESTED BY:

CORPORATION TRUST CO. OF NEVADA
ONE EAST FIRST ST.
STE 1600
RENO, NV. 89501

FILE DATE: 12/27/93

FILING FEE: \$75.00

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Return to (Closer 05):
AMERICAN TITLE COMPANY
6029 Eastline Road, Suite 250
Dallas, TX 75240

COOK'S Office