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File Number 5446-059-7

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## State of Illinois

01/12/96

### Office of

### The Secretary of State

Whereas,

ARTICLES OF MERGER OF

ED NAPLETON OAK LAWN IMPORTS, INC.

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.

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 DECEMBER A.D. 19 95 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**

## ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5446-059-7

(Rev. Jan. 1995)

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

**SUBMIT IN DUPLICATE**

# FILED

This space for use by  
Secretary of State

Date 12/12/95

Filing Fee \$ 100.00

Approved 

DEC 12 1995

GEORGE H. RYAN  
SECRETARY OF STATE

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>ED NAPLETON, INC.</u>	<u>Illinois</u>	<u>577-631-2</u>
<u>ED NAPLETON OAK LAWN IMPORTS, INC.</u>	<u>Illinois</u>	<u>5446-059-7</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 ~~existing~~ <sup>surviving</sup> ~~remaining~~ corporation: ED NAPLETON OAK LAWN IMPORTS, INC.

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

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows: Attached

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



MAIL TO: SOSIN and LAWLER, LTD.  
11800 SOUTH 75th Avenue  
PALOS HEIGHTS, IL 60463

### EXPEDITED

DEC 12 1995

SECRETARY OF STATE

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5. Plan of ~~consolidation~~ 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

ED NAPLETON INC.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ED NAPLETON OAK LAWN IMPORTS, INC.	<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"/>

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.

7. (Complete this item if reporting a merger under § 11.20-30% 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. (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 July 30, 19 95.

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 July 30, 19 95

ED NAPLETON, INC.  
(Exact Name of Corporation)

attested by Katherine Napleton  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

KATHERINE R. NAPLETON  
(Type or Print Name and Title)

EDWARD F. NAPLETON  
(Type or Print Name and Title)

Dated July 30, 19 95

ED NAPLETON OAK LAWN THREATS, INC.  
(Exact Name of Corporation)

attested by Katherine Napleton  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

KATHERINE R. NAPLETON  
(Type or Print Name and Title)

EDWARD F. NAPLETON  
(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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