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File Number

3392-552-2

96124655

DEPT-01 RECORDING \$41.00
 T#0003 TRAN 3098 02/15/96 15:18:00
 #3458 # L.M * -96 - 124655
 COOK COUNTY RECORDER

State of Illinois
 Office of
 The Secretary of State

Whereas,

ARTICLES OF MERGER OF
 VAN RU CREDIT CORPORATION

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 8TH
 day of FEBRUARY A.D. 19 96 and of
 the Independence of the United States the two
 hundred and 20TH



George H Ryan

Secretary of State

C2122

Box 57

96124655

4/82
 [Handwritten initials and signatures]

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Form **BCA-11.25**

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

(Rev. Jan. 1995)

File # 3392-552-2

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

FEB 8 1996

Date 2/8/96
Filing Fee \$ 100.00

GEORGE H. RYAN
SECRETARY OF STATE

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 consolidation of more than 2 corporations, \$50 for each additional corporation.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>Van Ru Credit Corporation</u>	<u>Minnesota</u>	
<u>Van Ru Credit Corporation</u>	<u>Illinois</u>	<u>33925522</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~~ ^{surviving} corporation: Van Ru Credit Corporation

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

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

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

See attached Exhibit "A"

EXPEDITED

FEB 8 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:

(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

Van Ru Credit Corporation

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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7. (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. (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 December 11, 19 95

Van Ru Credit Corporation
(Exact Name of Corporation)

attested by *Sharon Stickle*
(Signature of Secretary or Assistant Secretary)

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

Sharon Stickle
(Type or Print Name and Title)

Roger J. Rubin
(Type or Print Name and Title)

Dated December 11, 19 95

Van Ru Credit Corporation
(Exact Name of Corporation)

attested by *Albert G. Rubin*
(Signature of Secretary or Assistant Secretary)

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

Albert G. Rubin
(Type or Print Name and Title)

Roger J. Rubin
(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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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is dated as of December 11, 1995, between VAN RU CREDIT CORPORATION, a Minnesota corporation ("VRM"), and VAN RU CREDIT CORPORATION, an Illinois corporation ("VRCC" and hereinafter sometimes called the "Surviving Corporation"), (VRM and Surviving Corporation are sometimes hereinafter referred to collectively as the "Constituent Corporations").

RECITALS:

A. VRCC is a corporation duly organized and existing under the laws of the State of Illinois. On the date hereof its authorized capital stock is, and on the Effective Date of the Merger pursuant to this Merger Agreement will be, 1,000 shares of common stock, no par value, 143 shares of which are issued and outstanding and each of which is entitled to one (1) vote on this Plan of Merger.

B. VRM is a corporation duly organized and existing under the laws of the State of Minnesota. On the date hereof its authorized capital stock is, and on the Effective Date of the Merger pursuant to this Merger Agreement will be, 1,000 shares of common stock, no par value, 100 shares of which are issued and outstanding and each of which is entitled to one (1) vote on this Plan of Merger.

C. The respective Boards of Directors of VRCC and VRM have determined that it is advisable that VRM be merged into VRCC on the terms and conditions set forth herein and pursuant to the applicable statutes of the States of Illinois and Minnesota (the

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"Merger"); and each such Board, and the shareholders of VRCC and the shareholders of VRM, have by unanimous joint resolution duly adopted, approved and authorized the execution and delivery of this Plan of Merger (the "Plan").

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto do hereby covenant and agree as follows:

Section 1. PRINCIPAL TERMS OF THE MERGER.

(a) Merger of VRCC and VRM. On the Effective Date of the Merger (as hereinafter defined), VRM shall merge into VRCC, which shall be the Surviving Corporation, on the terms and conditions hereinafter set forth. The separate existence of VRM shall thereupon cease and all issued and outstanding shares of VRM shall be cancelled. VRCC and VRM shall become a single corporation under the name Van Ru Credit Corporation, which shall be governed by the laws of the State of Illinois.

(b) Effect of the Merger. On the Effective Date of the Merger:

- (i) all of the property, real and personal, and each and every other right or asset of each of the Constituent Corporations shall vest, without further act or deed, in the Surviving Corporation;
- (ii) the Surviving Corporation shall possess all rights, privileges and immunities of each of the Constituent Corporations; and

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(iii) the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations.

(c) Effective Date of the Merger. The Effective Time and Date of the Merger shall be at 12:00 p.m. on February 15, 1996.

Section 2. ARTICLES OF INCORPORATION, BY-LAWS AND OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION.

(a) Articles of Incorporation. The Articles of Incorporation of VRCC as in effect immediately prior to the Effective Date of the Merger shall, upon the Effective Date, be and become the Articles of Incorporation of the Surviving Corporation.

(b) By-Laws. The By-Laws of VRCC as in effect immediately prior to the Effective Date of the Merger shall be and become the By-Laws of the Surviving Corporation.

(c) Officers and Directors. The officers and directors of VRCC immediately prior to the Effective Date of the Merger shall be and become the officers and directors of the Surviving Corporation.

Section 3. CONVERSION OF SHARES

Each share of VRM which shall be outstanding immediately prior to the Effective Date of the Merger shall not be converted into shares of the Surviving Corporation, but shall be cancelled and surrendered to VRCC. There shall be no change in rights or powers in the existing shares of VRCC, and no additional shares of VRCC shall be issued. The issued shares of both corporations are owned by the same individuals in identical proportions.

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Section 4. AMENDMENT.

This Plan may be amended, modified or supplemented in whole or in part, at any time prior to or after its approval by an instrument in writing executed in the same manner as this Plan, after due authorization by the Boards of Directors of the parties hereto.

Section 5. RIGHT TO RESCIND.

The Board of Directors of either VRCC or VRM may rescind this Merger Agreement at any time on or before the date of filing. In such event, the officers of Constituent Corporations shall take all actions necessary or appropriate to withdraw this Merger Agreement and any documents filed in connection with this Merger Agreement with any governmental body.

Section 6. MISCELLANEOUS.

(a) Further Assurances. If at any time after the Effective Date of the Merger, the Surviving Corporation shall consider that any assignment, transfers, deeds or other assurances in law are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to any property or rights of either of the Constituent Corporations, each Constituent Corporation and its officers and directors shall execute and deliver such documents and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and the officers and directors of the Surviving Corporation are fully authorized in the name of either of the Constituent Corporations or otherwise to take any and all such action.

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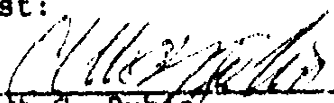
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(b) Additional Actions. The Constituent Corporations hereby stipulate that they will cause to be executed, acknowledged and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois and of the State of Minnesota, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

(c) Counterparts. For the convenience of the parties and to facilitate filing and recording, this Plan may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

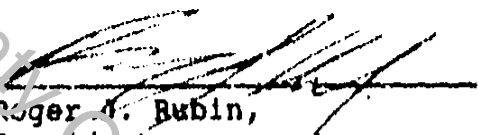
IN WITNESS WHEREOF, the undersigned officers of VRM and VRCC pursuant to authority duly given by their respective Boards of Directors, have caused this Merger Agreement to be duly executed.

Attest:



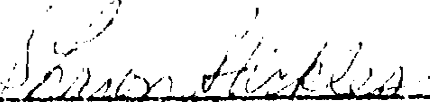
Albert G. Rubin,
Secretary

VAN RU CREDIT CORPORATION, a
Minnesota corporation

By: 


Roger G. Rubin,
President

Attest:



Sharon Stickle,
Secretary

VAN RU CREDIT CORPORATION, an
Illinois corporation

By: 

Albert G. Rubin,
Chief Executive Officer

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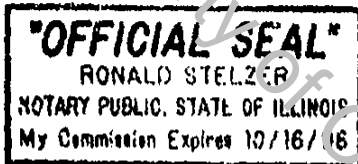
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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, RONALD STELZER, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that ROGER J. RUBIN and ALBERT G. RUBIN as the President and Secretary, respectively, of VAN RU CREDIT CORPORATION, are the persons whose names are subscribed to the attached Agreement and Plan of Merger, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Witness my hand and seal this 27 day of December, 1995.



Ronald Stelzer
Notary Public

My Commission Expires:

10-16-96

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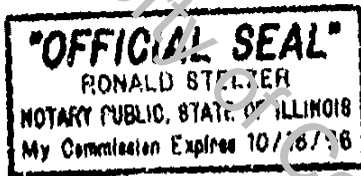
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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Ronald Stetter, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that ALBERT G. RUBIN and SHARON STICKLES as the Chief Executive Officer and Secretary, respectively, of VAN RU CREDIT CORPORATION are the persons whose names are subscribed to the attached Agreement and Plan of Merger, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Witness my hand and seal this 27 day of December, 1995.



Ronald Stetter
Notary Public

My Commission Expires:

10-16-96

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