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File Number

3103-744-1

96191534

DEPT-01 RECORDING 439.00  
150010 TRAN 4281 03/13/96 10:47:00  
96534 C. I. R-96-191534  
COOK COUNTY RECORDER

## State of Illinois Office of The Secretary of State

Whereas,

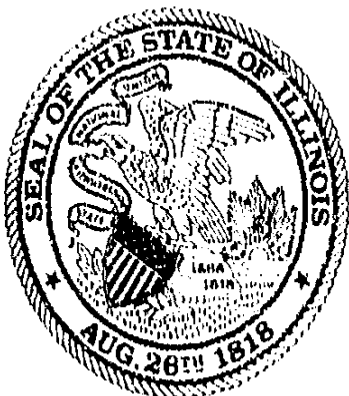
ARTICLES OF MERGER OF  
WILLIAMHOUSE-REGENCY OF DELAWARE, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

39.0h

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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 8TH day of MARCH 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**

ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE

File # 3103-744-1

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-8961

**SUBMIT IN DUPLICATE**

**FILED**

This space for use by  
Secretary of State

MAR 8 1996

Date 3/8/96

Filing Fee \$ 300.00

GEORGE H. RYAN  
SECRETARY OF STATE

Approved: 

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~ , and the state or country of their incorporation:

| Name of Corporation | State or Country<br>Of Incorporation | Corporation File No. |
|---------------------|--------------------------------------|----------------------|
| See Attachment A    |                                      |                      |
|                     |                                      |                      |
|                     |                                      |                      |
|                     |                                      |                      |

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~~ <sup>surviving</sup> corporation: WILLIAMHOUSE-REGENCY OF DELAWARE, INC.  
~~acquiring~~

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

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

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

**EXPEDITED**

MAR 8 1996

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BOX 170

SECRETARY OF STATE

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5. Plan of ~~consolidation~~ <sup>merger</sup> ~~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

| _____ | <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"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

e. *(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 1903" 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—29% 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

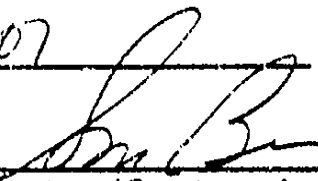
| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--|--|
| See Attachment C    |  |  |
|                     |  |  |
|                     |  |  |
|                     |  |  |
|                     |  |  |

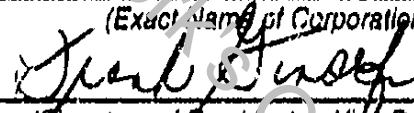
b. (Not applicable to 100% owned subsidiaries)  
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_.


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

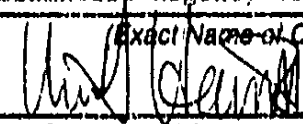
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

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 3-07, 19 95  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Gregory M. Benson, Secretary  
 (Type or Print Name and Title)

Creative Card Company  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Frank Ginolfi, Vice President  
 (Type or Print Name and Title)

Dated 3-07, 19 95  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Gregory M. Benson, Secretary  
 (Type or Print Name and Title)

Williamhouse-Regency of Delaware, Inc.  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Charles G. Hanson, Chief Executive Officer  
 (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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## Attachment A

| Name of Corporation            | State or Country of Incorporation | Corporation File No.                     |
|--------------------------------|-----------------------------------|--|
| Creative Card Company          | IL                                | 3103-744-1                               |
| Williamhouse Northwest, Inc.   | DE                                | Not qualified to do business in Illinois |
| Karolton Envelope Company      | DE                                | Not qualified to do business in Illinois |
| Williamhouse Sales Corporation | NY                                | 1542-937-2                               |
| Williamhouse-Regency, Inc.     | NY                                | Not qualified to do business in Illinois |

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## Attachment B

**Resolutions adopted by the Board of Directors of Williamhouse-Regency of Delaware, Inc. (the "Corporation"):**

WHEREAS, each of Williamhouse-Regency, Inc., a New York corporation, Williamhouse Sales Corporation, a New York corporation, Williamhouse Northwest, Inc., a Delaware corporation, Creative Card Company, an Illinois corporation and Kuroilton Envelope Company, a Delaware corporation (each a "Merging Corporation" and collectively, the "Merging Corporations") is a corporation duly organized and validly existing under the laws of its state of incorporation, and each issued and outstanding share of capital stock of the Merging Corporations is owned by the Corporation (the "Merging Capital Stock"); and

WHEREAS, the Board of Directors of the Corporation deems it advisable that each Merging Corporation be merged with and into the Corporation, upon the terms and subject to the conditions set forth herein and in accordance with the laws of the States of Delaware, New York and Illinois (such merger hereinafter referred to as the "Merger"), and that the shares of Merging Capital Stock be cancelled upon consummation of the Merger as set forth herein; and

WHEREAS, the parties to the Merger intend that the Merger qualify as tax-free reorganization for federal and state income tax purposes.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Merging Corporations be merged with and into the Corporation in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "Delaware Law"), Section 11.30 of the Illinois Business Corporation Act (the "Illinois Law") and Section 907 of the New York Business Corporation Law (the "New York Law").

FURTHER RESOLVED, that the terms of the Merger shall be as set forth below:

PARAGRAPH 1. Effect of the Merger, Manner and Basis of Converting and Cancelling Shares.

1.1 At the Effective Time (as hereinafter defined), each Merging Corporation shall be merged with and into the Corporation, the separate corporate existence of each Merging Corporation (except as may be continued by operation of law) shall cease, and the Corporation shall continue as the surviving corporation, all with the effects provided by applicable law. The Corporation, in its capacity as the surviving corporation of the

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Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 At the Effective Time, each share of Merging Capital Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by any of the Merging Corporations, the Corporation or any other person, be cancelled and no cash or securities or other property shall be payable in respect thereof.

1.3 At and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, and be subject to all the duties and liabilities, of each Merging Corporation; and all rights, privileges, immunities and franchises of each Merging Corporation, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to each Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and title to any real estate, or any interest therein, vested in any of the Merging Corporations shall not revert or be in any way impaired by reason of the Merger; and the Surviving Corporation shall thereupon be responsible and liable for all liabilities and obligations of each of the Merging Corporations; and any claim existing or action or proceeding pending by or against any of the Merging Corporations may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be substituted in its place; and with the effect set forth in Section 253 of the Delaware Law. The authority of the officers of each Merging Corporation shall continue with respect to the due execution in the name of each respective Merging Corporation of tax returns, instruments of transfer or conveyance and other documents where the execution thereof is required or convenient to comply with any provision of the Delaware Law, New York Law and Illinois Law.

1.4 The name of the Surviving Corporation shall be "Williamhouse-Regency of Delaware, Inc."

## PARAGRAPH 2. Effective Time.

2.1 The Corporation shall cause a Certificate of Ownership and Merger to be executed, acknowledged and filed with the Secretary of State of the State of Delaware, as provided for in and in accordance with Section 253 of the Delaware Law.

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2.2 The Corporation shall deliver for filing to the Secretary of State of the State of New York a Certificate of Merger as provided for in and in accordance with Section 907 of the New York Law.

2.3 The Corporation shall deliver for filing to the Secretary of State of the State of Illinois Articles of Merger as provided for in and in accordance with Section 11.30 of the Illinois Law.

2.4 The Merger shall become effective at the time and date as provided by applicable law (the "Effective Time").

## PARAGRAPH 3. Certificate of Incorporation and By-laws; Board of Directors.

3.1 The Certificate of Incorporation and By-laws of the Corporation as in effect at the Effective Time shall govern the Surviving Corporation.

3.2 The members of the Board of Directors and the officers of the Corporation holding office immediately prior to the Effective Time shall be the members of the Board of Directors and the officers (holding the same positions as they held with the Corporation immediately prior to the Effective Time) of the Surviving Corporation and shall hold such offices until the expiration of their current terms, or until their earlier death, resignation or removal.

## PARAGRAPH 4. Service of Process.

4.1 The Surviving Corporation hereby agrees that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of Williamhouse-Regency, Inc. or Williamhouse Sales Corporation, and hereby irrevocably appoints the Secretary of State of the State of New York as its agent to accept service of process in any such proceeding.

4.1 The Surviving Corporation hereby agrees that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of Creative Card Company, and hereby irrevocably appoints the Secretary of State of the State of Illinois as its agent to accept service of process in any such proceeding.

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4.2 A copy of any service of process received in connection with paragraphs 4.1 and 4.2 above should be mailed to:

Williamhouse-Regency of Delaware, Inc.  
17304 Preston Road, Suite 700  
Dallas, Texas 75252-5613  
Attention: Chief Administrative Officer

with copies to:

Kirkland & Ellis  
200 E. Randolph Drive, Suite 5700  
Chicago, Illinois 60601  
Attn: James L. Learner

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## Attachment C

| 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 |
|--------------------------------|--|--|
| Creative Card Company          | 3,800 Common                                     | 3,800 Common   |
| Williamhouse-Regency, Inc.     | 200 Common                                       | 200 Common   |
| Williamhouse Northwest, Inc.   | 200 Common                                       | 200 Common   |
| Karolton Envelope Company      | 200 Common                                       | 200 Common   |
| Williamhouse Sales Corporation | 20 Common  | 20 Common  |

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Attachment D

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