

# UNOFFICIAL COPY

File Number

5077-752-9

96294388

. DEPT-01 RECORDING 135.00  
 . T30003 TRAN 6369 04/18/96 16:18:00  
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 . COOK COUNTY RECORDER

Property of Cook County Clerk's Office  
**State of Illinois**  
**Office of**  
**The Secretary of State**

Whereas,

ARTICLES OF MERGER OF  
 CARA 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.

96294388

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 29TH  
 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

BY 179

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OF MERGER  
OR EXCHANGE

File #

5077-752-9

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date

3/29/96

Filing Fee

\$

100.<sup>00</sup>

Approved:



**D**

06

YAN  
STATE

ite  
shares , and the state or country of their incorporation:

State or Country  
Of Incorporation

Corporation File No.

Illinois

Illinois

corporation is incorporated permit such merger, consolidation or

ARA Corporation

ls

A attached hereto.

int, add one or more sheets of this size.

**EXPEDITED**

MAR 29 1996

**SECRETARY OF STATE**

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5. Plan of <sup>merger</sup> consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange 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

<u>Name of Corporation</u>	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.	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
CARA Corporation	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CARA Acquisition Corp.	<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.

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7. (Complete this item if recording a merger under § 11.30 -- 10% 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\_\_\_\_. Not Applicable

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  Not Applicable

(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 March 29, 1996

CARA Corporation  
 (Exact Name of Corporation)

attested by Tamara Affrunti  
 (Signature of Secretary or Assistant Secretary)

by Michael A. Bellitto  
 (Signature of President or Vice President)

Tamara Affrunti Assistant Secretary Michael Bellitto Sr. Vice President  
 (Type or Print Name and Title) (Type or Print Name and Title)

Dated March 29, 1996

CARA Acquisition Corp.  
 (Exact Name of Corporation)

attested by Tamara Affrunti  
 (Signature of Secretary or Assistant Secretary)

by Michael A. Bellitto  
 (Signature of President or Vice President)

Tamara Affrunti Assistant Secretary Michael Bellitto Sr. Vice President  
 (Type or Print Name and Title) (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

Agreement and Plan of Merger (the "Agreement") dated as of March 29, 1996, by and between CARA Corporation ("CARA") and CARA Acquisition Corp., an Illinois corporation ("Acquisition").

### RECITALS

1. Acquisition owns all of the outstanding common shares, without par value, of CARA ("CARA Common Shares").

2. Acquisition desires to merge with and into CARA, with CARA to be the surviving corporation (the "Merger"). By Unanimous Written Consents dated March 29, 1996, the Boards of Directors of each of CARA and Acquisition adopted resolutions approving this Agreement and the transactions contemplated herein, and have recommended that this Plan of Merger and the transactions contemplated herein, be submitted to a vote of the shareholders of CARA and Acquisition, pursuant to Section 11.25(a) of the Illinois Business Corporation Act of 1983, as amended (the "BCA").

NOW, THEREFORE, in consideration of the foregoing recitals, which are hereby incorporated herein and made a part hereof, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

#### ARTICLE I

##### The Merger

At the Effective Time (as defined herein), and in accordance with the provisions of this Agreement and the BCA, Acquisition shall be merged with and into CARA and CARA shall be the surviving corporation (sometimes referred to herein as the "Surviving Corporation"). At the Effective Time the separate corporate existence of Acquisition shall cease and CARA shall become the owner, without transfer, of all assets, rights and property of Acquisition, and CARA shall become subject to, and responsible for, all the debts and liabilities of Acquisition in accordance with the BCA. The separate corporate existence of CARA as the Surviving Corporation, with all of its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger.

#### ARTICLE II

##### The Surviving Corporation

The name of the Surviving Corporation shall be "CARA Corporation" and the Surviving Corporation shall continue its corporate existence under the laws of the State of

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Illinois. The Articles of Incorporation of the surviving corporation shall be deemed amended as follows:

"ARTICLE FOUR: The purpose of the corporation is to transact any or all business for which corporations may be incorporated under the Business Corporation Act of 1983.

ARTICLE SIX: Cumulative voting is denied."

The By-Laws of Acquisition in effect immediately prior to the Effective Time shall be, the By-Laws of the Surviving Corporation.

## ARTICLE III

### Officers and Directors

The officers of Acquisition immediately prior to the Effective Time shall, at and after the Effective Time, be the officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation. The persons who are directors of Acquisition immediately prior to the Effective Time shall, at and after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation.

## ARTICLE IV

### Merger Consideration

At the Effective Time, each common share, without par value, of Acquisition ("Acquisition Common Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into one CARA Common Share. Each CARA Common Share issued and outstanding immediately prior to the Effective Time shall be cancelled.

## ARTICLE V

### Exchange of Shares

The sole shareholder of Acquisition shall surrender such shareholder's certificates representing all outstanding Acquisition Common Shares to CARA or to such agent or agents as may be appointed by CARA for that purpose, for cancellation, and such holder shall be entitled to receive in exchange therefor a certificate representing the number of CARA Common Shares equal to the number of Acquisition Common Shares surrendered.

Until so surrendered or presented for cancellation, each certificate which, prior to the Effective Time, represented issued and outstanding shares of Acquisition Common Shares

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shall be deemed and treated for all corporate purposes to represent the ownership of the number of shares of CARA Common Shares that would have been issued if such surrender or transfer had taken place. The stock transfer books of Acquisition shall be deemed to be closed at the Effective Time.

The CARA Common Shares issued pursuant to this Agreement will, at the time of issuance, be duly authorized, validly issued and nonassessable.

## ARTICLE VI

### Shareholder Approval

This Agreement shall be submitted to the shareholders of CARA and Acquisition for their approval in the manner provided by the applicable laws of the State of Illinois at a meeting to be held as soon as practicable after the execution hereof; provided, however, that such shareholders may act by written consent in lieu of a meeting. Consummation of the Merger is subject to the approval of such shareholders.

## ARTICLE VII

### The Effective Time

After receipt of the requisite approval by the shareholders of CARA and Acquisition, and subject to Article VIII hereto, this Agreement and Articles of Merger shall be filed with the Secretary of State of the State of Illinois and properly recorded as required by the BCA. The Merger shall be effective (the "Effective Time") upon filing of a Certificate of Merger by the Secretary of State of the State of Illinois.

## ARTICLE VIII

### Miscellaneous

For the convenience of the parties hereto and to facilitate the filing of this Agreement, this Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

At any time prior to the Effective Time the parties hereto may, by written agreement, (a) extend the time for the performance of, or waive compliance with, any of the obligations or other acts of the parties hereto, (b) terminate this Agreement and abandon the Merger provided for herein, or (c) amend any provision of this Agreement.

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IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed on its behalf by its duly authorized officers, as of the date first above written.

CARA CORPORATION

By: Michael Ballitt  
Its: \_\_\_\_\_  
Senior Vice President

CARA ACQUISITION CORP.

By: James H. [Signature]  
Its: \_\_\_\_\_  
Assistant Secretary

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