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File Number 5977-883-8

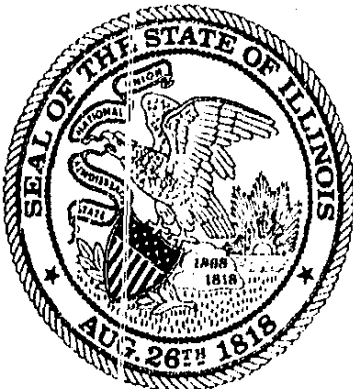
DEPT-01 RECORDING \$31.50
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 COOK COUNTY RECORDER

State of Illinois
 Office of
 The Secretary of State

Whereas, ARTICLES OF MERGER OF
 SUB-SURFACE SIGN CO., LTD.
 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 30TH day of JUNE A.D. 19 98 and of the Independence of the United States the two hundred and 22ND .



George H. Ryan

Secretary of State

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Form **BCA-11.25**

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # **5977-883-8**

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6361
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

FILED

JUN 30 1998

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date **6-30-98**

Filing Fee \$ **100.00**

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 corpo-
rations, \$50 for each additional corpo-
ration.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
Sub-Surface Sign Co., Ltd.	Illinois	5977-883-8
Architectural Compliance Sign Co.	Illinois	5782-024-1

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: Sub-Surface Sign Co., Ltd.
~~acquiring~~

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

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

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

Please see attached Plan and Agreement of Merger

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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

_____	<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 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
Architectural Compliance Sign Co.	1,000	1,000
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries) N/A
 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 May 1, 19 98

Sub-surface Sign Co., Ltd.
 (Exact Name of Corporation)

attested by 
 (Signature of Secretary or Assistant Secretary)

by 
 (Signature of President or Vice President)

Fredric J. Kreiter, Assistant Secretary
 (Type or Print Name and Title)

Abe E. Kreiter, Vice President
 (Type or Print Name and Title)

Dated May 1, 19 98

Architectural Compliance Sign Co.
 (Exact Name of Corporation)

attested by 
 (Signature of Secretary or Assistant Secretary)

by 
 (Signature of President or Vice President)

Fredric J. Kreiter, Assistant Secretary
 (Type or Print Name and Title)

Abe E. Kreiter, Vice President
 (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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PLAN AND AGREEMENT OF MERGER

1. The names of the corporations proposing to merge are Architectural Compliance Sign Co., an Illinois corporation ("Merging Corporation"), and Sub-Surface Sign Co., Ltd., an Illinois corporation ("Surviving Corporation"; together with Merging Corporation, the "Constituent Corporations").

2. Upon the Effective Date, as hereinafter defined, the Merging Corporation shall be merged into Surviving Corporation, which shall be the surviving corporation, in accordance with the applicable statutes of the State of Illinois. The separate existence of the Constituent Corporations shall thereupon cease, and they shall become a single corporation in accordance with this Plan possessing all of the rights, privileges, powers, franchises and immunities, as well of a public as a private nature, and being subject to all of the restrictions, disabilities and duties, of each of the Constituent Corporations. Thereupon, all and singular, the rights, privileges, powers, franchises and immunities of the Constituent Corporations, and all property and assets, real, personal and mixed, and all debts and obligations due either of the Constituent Corporations or whatever account, as well for stock subscriptions and all other things in action or belonging to any of such corporations, shall without further act or deed be vested in and devolve upon Surviving Corporation. All property, rights, privileges, powers, franchises, immunities, and each and every other interest, including all patents, trademarks, licenses and registrations, of the Constituent Corporations shall be thereafter as effectually the property of Surviving Corporation as they were of each of the Constituent Corporations, and the title to any real estate, whether vested by deed or otherwise, under the laws of the State of Illinois or any other state, in any of said Constituent Corporations, shall not revert or be in any way impaired by reason of said merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited, however, in lien to the property affected by such liens at the time of said merger, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by Surviving Corporation. If, at any time, Surviving Corporation shall deem or be advised that any further deeds, assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in Surviving Corporation title to any of the property or assets of Merging Corporation, then Merging Corporation and its proper officers and directors, whose existence and authority shall continue notwithstanding said merger for such purpose only, shall execute and deliver such deeds or instruments and do all such acts and things as may be necessary and proper to vest or confirm title and/or the benefits thereof to such property or assets in Surviving Corporation and otherwise to carry out the purpose of this Plan. No action or proceeding, whether civil, criminal or administrative, pending by or against any of the Constituent Corporations at the Effective Date shall abate or be discontinued by said merger, but may be enforced, prosecuted, settled or compromised as if said merger had not occurred, or Surviving Corporation may be substituted in such action or proceeding.

3. The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of Surviving Corporation or other property shall be as follows:

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a. Inasmuch as Surviving Corporation owns all the issued and outstanding shares of capital stock of Merging Corporation, upon the Effective Date, all shares of the capital stock of the Merging Corporation which shall be issued and outstanding just prior to the Effective Date shall be cancelled and not exchanged or converted.

b. All shares of the capital stock of Surviving Corporation which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, remain issued and outstanding.

c. After the Effective Date, the holder of the outstanding certificate(s) representing existing shares of capital stock of Merging Corporation shall surrender the same to Surviving Corporation and each such certificate shall be cancelled.

4. The existence of Surviving Corporation shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, powers, franchises and immunities, and subject to all of the duties and liabilities, of a corporation organized under the Illinois Business Corporation Act of 1983, as amended. The Certificate of Incorporation of Surviving Corporation, as heretofore amended and as in effect just prior to the Effective Date, shall continue in full force and effect after the Effective Date as the Certificate of Incorporation of Surviving Corporation. The By-Laws of Surviving Corporation, as heretofore amended and as in effect just prior to the Effective Date, shall continue in full force and effect after the Effective Date as the By-Laws of Surviving Corporation. The Directors and Officers of Surviving Corporation serving on the Effective Date shall continue as the Directors and Officers of Surviving Corporation for the term for which they were originally elected or until their respective successors shall have been duly elected and shall have qualified.

5. The aforesaid merger shall be effective for all purposes upon the issuance of a Certificate of Merger by the Illinois Secretary of State (the "Effective Date").

6. At any time prior to the Effective Date, the proposed merger may be terminated or abandoned by the Board of Directors of any Constituent Corporation notwithstanding approval of this Plan by the shareholders of the Constituent Corporation, subject to the provisions of applicable law governing the Constituent Corporation.

7. The Boards of Directors of the Constituent Corporations may amend this Plan at any time prior to the Effective Date, provided that an amendment made subsequent to the adoption of this Plan by the shareholders of any Constituent Corporation shall not, without the consent of such shareholders, effect any change which could not be effected under applicable law without their consent.

8. This Plan Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations as provided by the applicable laws of the State of Illinois.

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