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File Number 4987-504-5

1999



01-06-1999 99121473

SANGAMON COUNTY
ILLINOIS

17.00
6 CHRISTIE

MARY ANN LAMM
SANGAMON COUNTY RECORDER

99121473

9526/0054 49 001 Page 1 of 6

1999-02-05 11:19:35

Cook County Recorder 31.00

*Return to:
CSC*

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
SCI ILLINOIS SERVICES, 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 22ND day of DECEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD



George H Ryan

Secretary of State

*BOX
314*

bps.

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Form **BCA-11.25**

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

(Rev. Jan. 1995)

File # 4987-504-5

George H. Ryan
Secretary of State
Department of Business Services

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

12/22/98

Filing Fee
Approved:

\$ 250.⁰⁰

FILED

DEC 22 1998

**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 a merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>Remmert Funeral Home, Ltd.</u>	<u>Illinois</u>	<u>5053-324-7</u>
<u>Sourek Funeral Homes, Inc.</u>	<u>Illinois</u>	<u>5324-566-8</u>
<u>Marsh Funeral Home, Inc.</u>	<u>Illinois</u>	<u>5025-779-7</u>
<u>Elias-Smith Funeral Homes, Inc.</u>	<u>Illinois</u>	<u>5048-815-2</u>
<u>SCI Illinois Services, Inc.</u>	<u>Illinois</u>	<u>4987-504-5</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 surviving new corporation: SCI Illinois Services, Inc.
acquiring

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

EXPEDITED

4. Plan of merger consolidation is as follows:
exchange

DEC 22 1998
SECRETARY OF STATE

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

SEE "EXHIBIT A" ATTACHED HERETO.

EXPEDITED

DEC 17 1998

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

_____	<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"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

N/A

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 1/2 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
<u>Remmert Funeral Home, Ltd.</u>	<u>240</u>	<u>240</u>
<u>Sourek Funeral Homes, Inc.</u>	<u>10,000</u>	<u>10,000</u>
<u>Marsh Funeral Home, Inc.</u>	<u>100,000</u>	<u>100,000</u>
<u>Elias-Smith Funeral Homes, Inc.</u>	<u>200</u>	<u>200</u>

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 the 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 15, _____, 19 98

REMMERT FUNERAL HOME, LTD.
(Exact Name of Corporation)

attested by *Suzanne Dineff*
(Signature of Secretary or Assistant Secretary)

by *Curtis G. Briggs*
(Signature of President or Vice President)

Suzanne Dineff, Secretary
(Type or Print Name and Title)

Curtis G. Briggs, Vice President
(Type or Print Name and Title)

Dated December 15, _____, 19 98

SOUREK FUNERAL HOMES, INC.
(Exact Name of Corporation)

attested by *Suzanne Dineff*
(Signature of Secretary or Assistant Secretary)

by *Curtis G. Briggs*
(Signature of President or Vice President)

Suzanne Dineff, Secretary
(Type or Print Name and Title)

Curtis G. Briggs, Vice President
(Type or Print Name and Title)

Dated December 15, _____, 19 98

MARSH FUNERAL HOME, INC.
(Exact Name of Corporation)

attested by *Suzanne Dineff*
(Signature of Secretary or Assistant Secretary)

by *Curtis G. Briggs*
(Signature of President or Vice President)

Suzanne Dineff, Secretary
(Type or Print Name and Title)

Curtis G. Briggs, Vice President
(Type or Print Name and Title)

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ADDITIONAL
SIGNATURE PAGE

Dated: December 15, 1998

ELIAS-SMITH FUNERAL HOME, INC.

By: Curtis G. Briggs
Curtis G. Briggs Vice President

Attested By:

Suzanne Dineff
Suzanne Dineff, Secretary

Dated: December 15, 1998

SCI ILLINOIS SERVICES, INC.

By: Curtis G. Briggs
Curtis G. Briggs Vice President

Attested By:

Suzanne Dineff
Suzanne Dineff, Secretary

000533

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EXHIBIT A

PLAN OF MERGER approved on December 15, 1998 by resolution adopted by at least a majority vote of the members of the Board of Directors of SCI Illinois Services, Inc., an Illinois business corporation, for the purpose of merging Remmert Funeral Home, Ltd., Sourek Funeral Homes, Inc., Marsh Funeral Home, Inc. and Elias-Smith Funeral Homes, Inc., its Illinois wholly-owned subsidiary corporations (the "Subsidiary Corporations") into SCI Illinois Services, Inc.

1. SCI Illinois Services, Inc., as the owner of all of the outstanding shares of the Subsidiary Corporations, hereby merges the Subsidiary Corporations into SCI Illinois Services, Inc.

2. The separate existence of the Subsidiary Corporations shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois and SCI Illinois Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the said Business Corporation Act of 1983 of the State of Illinois.

3. The issued shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of the Subsidiary Corporations and of SCI Illinois Services, Inc., respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. The merger herein provided for shall become effective in the State of Illinois on December 31, 1998.



000534