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1999-02-10 16:07:22
Cook County Recorder 35.00

File Number 6031-521-3



99142430

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
CAD CORP.

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, Jesse White, 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 3RD day of FEBRUARY A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



Jesse White

Secretary of State

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Form **BCA-11.25**

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

File # D6031-521-3

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

FEB 3 1999

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 2/3/99
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 involves 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 Number
CAD Corp.	Illinois	D6031-521-3
Capital Associates Development Corp.	Delaware	F5149-607-8

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: CAD Corp. (which shall change its name to "Capital Associates Development Corp." upon the merger)

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

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

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

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

COOK COUNTY RECORDS:

RETURN TO:
CLOTÉ B. SMITH
BAKER & MCKENZIE
ONE PRUDENTIAL PLAZA
130 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601
BOX 28

EXPEDITED

FEB 03 1999

SECRETARY OF STATE

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FEB 3 1988

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JUSTICE UNIT

Property of Cook County Clerk's Office

BUY
CHICAGO, ILLINOIS 60601
780 EAST RANDOLPH DRIVE
ONE PRUDENTIAL PLAZA
BAKER & MCKENZIE
CLOTÉ B. SMITH
RETURN TO:

5. Plan of merger, consolidation or 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 Illinois 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

Name of 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
CAD Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<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.

7. (Complete this item if reporting merger under § 11.30-190% 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
Not Applicable		

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 _____, _____ (Month & Day) (Year)

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 January 29, 99 (Month & Day) (Year)

attested by [Signature] (Signature of Secretary or Assistant Secretary) Terry A. McKay, Secretary (Type or Print Name and Title)

[Signature] CAD Corp. (Exact Name of Corporation) (Signature of President or Vice President) Thomas B. Rosenberg, President (Type or Print Name and Title)

Dated January 29, 99 (Month & Day) (Year)

attested by [Signature] (Signature of Secretary or Assistant Secretary) Terry A. McKay, Secretary (Type or Print Name and Title)

[Signature] Capital Associates Development Corp. (Exact Name of Corporation) (Signature of President or Vice President) Thomas B. Rosenberg, President (Type or Print Name and Title)

Dated _____ (Month & Day) (Year)

attested by _____ (Signature of Secretary or Assistant Secretary) _____ (Type or Print Name and Title)

_____ (Exact Name of Corporation) _____ (Signature of President or Vice President) _____ (Type or Print Name and Title)

EXHIBIT A

TO
ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE
OF
CAD CORP.
FILE NO. D6031-5021-3

SUMMARY OF AGREEMENT AND PLAN OF MERGER

This Summary of Agreement and Plan of Merger summarizes the terms and conditions of the merger ("the "Merger") that are more fully set out in that certain Agreement and Plan of Merger ("Agreement") dated as of January 29, 1999, by and between CAD Corp., an Illinois corporation ("CAD" and sometimes referred to herein as the "Surviving Corporation"), and Capital Associates Development Corp., a corporation organized and existing under the laws of the State of Delaware ("CADC"). CAD and CADC are sometimes referred to herein collectively as the "Constituent Corporations", and CADC is sometimes hereinafter referred to as the "Merged Corporation."

RECITALS

CAD is a corporation duly organized, validly existing and in good standing under the laws of the State of Illinois. CAD is authorized to issue 2,000 shares of common stock, \$100.00 par value per share (the "CAD Common Stock"), of which 10 shares are issued and outstanding.

CADC is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware. CADC's authorized capital stock consists of 2,000 shares of common stock, \$100.00 par value per share (the "CADC Common Stock"), of which 1,000 shares are issued and outstanding.

The sole shareholder and board of directors of CAD and the sole stockholder and board of directors of CADC have adopted resolutions approving the Agreement.

Plan and Effect of the Merger; Manner and Basis of Converting and Cancelling Shares

1. At the Effective Time (as hereinafter defined) of the Merger, CADC shall be merged with and into CAD, the separate existence of CADC shall cease, CAD shall continue in existence as the Surviving Corporation, and the Merger shall in all respects have the effect provided in Section 252 of the General Corporation Law of the State of Delaware, as amended ("Delaware Law"), and Section 11.35 of the Illinois Business Corporation Act of 1983, as amended ("Illinois Law").

2. The manner of converting the issued and outstanding shares of CADC Common Stock into shares of the Surviving Corporation shall be as follows:

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EXHIBIT A (cont'd)

TO
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
OF
CAD CORP.
FILE NO. D6031-521-3

- (a) at the Effective Time, each share of the CADC Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the holder thereof, be cancelled and no cash or securities or other property shall be payable in respect thereof; All of the issued shares of the constituent corporations participating in the merger are owned by the same shareholder.
- (b) at the Effective Time, each share of CAD Common Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action by the holder thereof, shall be and remain unaffected by the Merger;
- (c) at the Effective Time, the Constituent Corporations shall become a single corporation, which shall be CAD, the Surviving Corporation, an Illinois corporation, and the separate existence of CADC, the Merged Corporation, a Delaware corporation, shall cease, except to the extent provided by Delaware Law;
- (d) upon and after the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation;
- (e) the Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the Merger for and otherwise to carry out the intent and purposes hereof; and further the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action consistent with the foregoing;

EXHIBIT A (cont'd)

TO
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
OF
CAD CORP.
FILE NO. D6031-521-3

(f) the Surviving Corporation shall be responsible and liable for all debts and other obligations of the Merged Corporation to the full effect required by Illinois Law and Delaware Law; and

(g) subject to such adjustments and eliminations as may be made in accordance with applicable laws and accounting principles, (i) the respective assets, liabilities and reserves of the Constituent Corporations shall be taken up or continued on the books of the Surviving Corporation in the amounts at which such assets, liabilities and reserves shall have been carried on their respective books immediately prior to the Effective Time, and (ii) the paid-in capital of the Surviving Corporation shall be an amount equal to the aggregate par value of the shares of the Surviving Corporation issued and outstanding immediately after the Effective Time, plus the capital of the Merged Corporation, which amount shall be the aggregate par value of the shares of the Merged Corporation issued and outstanding immediately prior to the Effective Time and the surplus of the Merged Corporation over the aggregate par value.

3. The Merger shall become effective on February 5, 1999 (the "Effective Time").

Articles of Incorporation and By-Laws

At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended so that as amended the Articles of Incorporation shall state as follows.

"1. Corporate Name: Capital Associates Development Corp."

and, as amended, shall be the Articles of Incorporation of the Surviving Corporation.

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EXHIBIT A (cont'd)

TO
ARTICLES OF MERGER,
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FILE NO. D6031-521-3

Board of Directors and Officers

From and after the Effective Time, the members of the board of directors and officers of CAD as in effect immediately prior to the Merger shall be and continue to be the board of directors and officers of the Surviving Corporation.

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RETURN TO:
CLOTE B. SMITH
BAKER & MCKENZIE
ONE PRUDENTIAL PLAZA
30 EAST RANDOLPH DRIVE
CHICAGO, ILLINOIS 60601
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