UNOFFICIAL COPY 0 3 5 5 9 1 Form #20

Certificate No. 1411904	Document No3559171
TO THE REGISTRAR OF TITLES COOK COUNTY, ILLINOIS:	
You are directed to	o register the Document hereto attached
on the Ser ificate 141921	indicated affecting the
following described premises, to-	wit:
Seepland	A COUNTY CORPASSON
SectionTownship	
Third Principal Meridian, Cook County, Illinois.	
CHICAGO, ILLINOIS	80.

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EXHIBIT B

LEGAL DESCRIPTION

PARCEL 1

LOTS 11, 12, 13, 14, 15, 16 AND 17 IN BLOCK 2 IN FRED W. BRUNMELL AND COMPANY'S LINCOLN BRYN-MAWR WESTERN SUBDIVISION, BEING A SUBDIVISION OF THE NORTH EAST 1/4 OF THE NORTH EAST 1/4 OF SECTION 12 AND THAT PART EASTERLY OF LINCOLN AVENUE OF THE WEST 1/2 OF THE EAST 1/2 OF THE NORTH EAST 1/4 OF SAID SECTION 12 (EXCEPTING THEREFROM THAT PART THEREOF LYING SOUTH OF A LINE 200.0 FEET NORTH OF THE NORTH LINE OF BERWYN AVENUE) ALL IN TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN (EXCEPT STREETS AND ALLEYS) ACCORDING TO THE PLAT OF SAID SUBDIVISION FILED FOR RECORD IN THE RECORDERS OFFICE OF COOK COUNTY, ILLINOIS ON THE 12TH DAY OF APRIL 1923, AS DOCUMENT NO. 7879542 AS CORRECTED BY CERTIFICATE FILED FOR RECORD IN THE RECORDERS OFFICE OF COOK COUNTY, ILLINOIS ON APRIL 30, 1923 AS DOCUMENT NO. 7905451

Permanent Tix Nos. 13-12-207-011-0000 Lot 1 13-12-207-012-0000 Lot 13

13-12-207-013-0000 10113

13-12-207-014-0000 645 14,15,16,17A11

PARCEL 2:

LOT 18 AND LOT 19 (EXCEPT THAT PA'L THEREOF, LYING WEST OF A LINE DRAWN FROM THE NORTH WEST CORNER OF SAID LOT 19 TO A POINT ON THE SOUTH LINE OF SAID LOT, 60 FEET WEST OF THE EALT LINE OF SAID LOT) IN BLOCK 2 IN FRED W. BRUMMELL AND COMPANY'S LINCOLD BRYN NAWR WESTERN SUBDIVISION, OF THE NORTH EAST 1/4 OF THE NORTH EAST 1/4 OF SECTION 12, AND THAT PART EASTERLY OF LINCOLD AVENUE, OF THE WEST 1/2 OF THE EAST 1/2 OF THE NORTH EAST 1/4 OF SAID SECTION 12 (EXCEPTING THEREFROM THAT PART THEREOF LYING SOUTH OF A LINE 200.0 FEET NORTH OF THE NORTH LINE OF BERWYN AVENUE) ALL IN TOWNSHIP 10 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN (EXCEPT STREETS AND ALLEYS) ACCORDING TO THE PLAT OF SAID SUBDIVISION FILED FOR RECORD IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON THE 12/14 DAY OF APRIL 1923, AS DOCUMENT NO. 7879542 AS CORRECTED BY CERTIFICATE FILED FOR RECORD IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON APRIL 30, 1923, AS DOCUMENT NO. 7905451

Permanent Tax Nos.

13-12-207-015-0000 60+18

13-12-207-016-0000 6.104.19

Address: 5527 N. Muplewood, Chicago

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Office of Secretary of State

MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE TO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF GENERAL HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING SKETCHLEY DIAPER SERVICES, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF OCTOBER, A.D. 1986, AT 2:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



736283063

AUTHENTICATION:

10972004

DATE:

10/10/1986

CERTIFICATE OF OWNERSHIP AND MERGER

SKETCHLEY DIAPER SERVICES, INC., a Delaware corporation

INTO

GENERAL HEALTH CARE CORPORATION, a Delaware corporation,

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: That this corporation was incorporated on the 22th day of August, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Sketchley Diaper Services, Inc., a corporation incorporated on the 20th day of January, 1984, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Shareholders and Board of Directors, duly adopted by their unanimous written consent, as of the 27th day of September, 1986, determined to and did merge into itself said Sketchley Diaper Services, Inc.:

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RESOLVED, that the Agreement of Merger between Sketchley Diaper Services, Inc., a Delaware corporation and General Health Care Corporation, a Delaware corporation, a copy of which is annexed hereto, be and the same is hereby adopted and approved; and

FURTHER RESOLVED, that the merger shall become effective on the date that a Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that the proper officers of this Corporation be and they hereby are authorized and directed to execute a Certificate of Ownership and Merger, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and the Recorder of Deeds of Kent County, and to file such other documents and do all acts and things whatsoever which may be necessary or proper to effect said merger; and

IN WITNESS WHEREOF, said General Health Care Corporation has caused this certificate to be signed by Jack Mogavero, its President, and attested by Wicholas Coolidge, its Secretary, this 27th day of September, 1986.

ATTEST:

GENERAL HEALTH CARE CORPORATION

Nicholas Cooligge, Secretary

Jack Mogavero, President

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AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated as of the 27th day of September, 1986, pursuant to Section 253 of the General Corporation Law of the State of Delaware, between General Health Care Corporation, a Delaware corporation ("General") and Sketchley Diaper Services, Inc., a Delaware corporation ("Sketchley").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation, as hereinafter specified;

WHEREAS, Sketchley had its Certificate of Incorporation filed in the office of the Secretary of State of Delaware on January 20, 1984, and recorded in the office of the Recorder of Deeds for the County of Kent on January 23, 1984, and has an authorized capital stock consisting of one thousand (1,000) shares of Common Stock without par value, and one thousand (1,000) shares of such Common Stock are now issued and outstanding; and

WHEREAS, General had its Certificate of Incorporation filed in the office of the Secretary of State of Delaware on August 22, 1986, and recorded in the office of the Recorder of Deeds for the County of New Castle on August 22, 1986, and has an authorized capital stock consisting of three thousand (3,000) shares of Common Stock of which One Hundred (100) shares are now issued and outstanding; and

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WHEREAS, the registered office of Sketchley in the State of Delaware is located at 229 South State Street in the City of Dover, County of Kent, and the name of its registered agent at such address is United States Corporation Company; and the registered office of General in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

NOW, THEREFORE, the corporations, parties to this agreement, in consideration of the mutual-covenants; agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: General hereby merges into itself Sketchley and Sketchley shall be and hereby is merged into General, which shall be the surviving corporation. General is hereinafter sometimes referred to as the "surviving corporation" and Sketchley is hereinafter referred to as the "merged corporation".

SECOND: Except as hereinabove amended, the Certificate of Incorporation of General shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent cor-

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porations into the shares of capital stocks of the surpriving

corporation shall be as follows:

- (a) Each share of Common Stock of General which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into one share of Common Stock of the surviving corporation.
- (b) Each share of Common Stock of Sketchley which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall be cancelled.
- (c) After the effective date of this merger each holder of an outstanding certificate representing shares of Common Stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of snares of Common Stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this agreement, each registered owner of any uncertificated shares of Common Stock of the merged corporation shall have said shares canceled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FIFTH: The terms and conditions of the merger are

as follows:

(a) The by-laws of General as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same

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shall be altered, amended or repeated as therein provided.

- (b) The officers of Sketchley on the effective date of the merger shall be the officers of the surviving corporation until their successors shall have been appointed and qualified.
- (c) The directors of the surviving corporation shall be Jack Mogavero and Nicholas Coolidge who shall serve until the next meeting of stockholders and until their successors shall have been elected and qualified.
- (a) This merger shall become effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors and that fact having been certicied on said Agreement of Merger by the Secretary of each corporate party thereto, have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, as of this 27th day of September, 1980

ATTEST?

GENERAL HEALTH CARE CORPORATION

Nicholas Cooligge, Secretary

Jack Mogavero, President

AZTEST:

SKETCHLEY DIAPER SERVICES, INC.

Nionoxas Coolidge, Secretary

Jack Mogavero, President

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