# UNOFFICIAL COPY, Form #20

Certificate No. 1096515 Document No.	3582072
TO THE REGISTRAR OF TITLES COOK COUNTY, ILLINOIS:	
You are directed to register the Docume	nt hereto attached
on the Certificate 1096593 Indicated	affecting the
LOT ONB(1) LOT TWO LOT TWUNTY FIVE(2)	
LOT TWENTY SIX(26)  In Block Five (5) in Syndicate Addition to Harvey, a Subdiv	ision of Lot One (1)
of Subdivision of that part lying Fast of Vincennes Road of	• •
the Northwest Quarter (4) and the North mulf (4) of the Sou	thwest Quarter (4) of
Section 18, Town 36 North, Range 14, East of the Third Prince	cipal Meridian, (except
the North Ten (10) acres thereof).	. •
the North Ten (10) acres thereof).	TSO.
SectionTownshipNorth, Range	Eas( of the
Third Principal Meridian, Cook County, Illinois.	.00
CHICAGO, ILLINOIS 1-8 1987.	
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## To all to whom these presents Shall Come. Greeting:

DANLEY CONSTRUCTION CO., INC., DANLEY GARAGE WORLD, INC., DANLEY REALTY CO., and DANLEY'S HOME CENTER, INC., merged into DANLEY LUMBER CO., INC.

have been filed in the Office of the Terretary of State, on the 31st.

day of Merch A.D. 19. 13. as provided by THE BUSINESS

CORPORATION ACTIONAL HOSSING In force July 13. A.D. 1933, as amended;

Now Therefore. I. Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do Levely issue this certificate of Merger and attach thereto a copy of the Arisles of Merger and attach thereto a copy of the Arisles of Merger af the aforesaid corporation.

In Testimony Whereof, Theretoseimy hand and cause to

be affixed the Great Seal of the State of Illinois,

Done at the City of Springfield this 31 st

day of \_\_\_\_Narch \_\_\_\_ AD 19\_73 and

of the Independence of the United States

the one hundred and \_\_\_\_\_ 97th \_\_\_\_

Muhael g. Howlett

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(Strike Inapplicable Word)

Secretary of State, Springfield, Illinois Clerk

The undersigned corporations, pursuant to Section 65 of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of merger :

ARTICLE ONE

The plan of present is as follows:

See attached Exhibit "A".

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# Proposition of Collins

As to each corporation, the number of shares outstanding, and the number and designation of the shares of any class entitled to vote as a class, are:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class Entitled To Vote as a Class (If any)	No. of Shares of Such Class (If any)
Danley Lumber Co., Inc.	13,941	***	// <del>-</del> -
Danley Construction Co., Inc.	4,647	<b>**</b>	0
Danley's Garage World, Inc.	100		
Danley Realty Co.	600	No va	
Danley's Home Center, Inc.	400	-	

EXHIBIT "A

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#### PLAN OF MERGER

This is a Plan of Merger involving the following corporations (the "Constituent Corporations"):

DANLEY LUMBER CO., INC., an Illinois corporation (referred to herein as the "Surviving Corporation") and

DANLEY CONSTRUCTION CO., INC.,

DANLEY'S HOME CENTER, INC.,

DAMLEY GARAGE WORLD, INC., a wholly-owned subsidiary of Danley Lumber Co., Inc., and

DANLEY RLALTY CO., a wholly-owned subsidiary of Danley Construction Co., Inc. (all Illino's corporations, and referred to herein as the "Merged Corporations").

Pursuant to this Plan, the Merged Corporations shall merge with and into the Surviving Corporation, so that when the merger is consummated the only remaining corporation shall be the Surviving Corporation and the separate corporate existences of the Merged Corporations shall have ceased.

### 1. Terms and Conditions.

The merger contemplated by this Plan shall consist of a conversion of shares of stock of the Merged Corporations into shares of stock of the Surviving Corporation or (as to the wholly-owned subsidiaries) a cancellation of their shares, as set forth in paragraph 2 hereof, on the following terms and conditions:

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- (a) The effects of the merger upon the Surviving Corporation and the Merged Corporations shall be all of the effects as set forth in Section 69 of the "Business Corporation Act of the State of Illinois" pertinent to a statutory merger;
- (b) The Articles of Incorporation of the Surviving Corporation as existing immediately prior to the merger shall continue in effect and be deemed to be the Articles of Incorporation of the corporation surviving the merger;
- (c) The By-Laws of the Surviving Corporation as existing immediately prior to the merger shall continue in effect and be deemed to be the By-Laws of the corporation surviving the merger;
  - (d) The persons who are respectively the directors and officers of the Surviving Corporation immediately prior to the merger shall be deemed to be the directors and officers of the corporation surviving the merger;

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The assets, liabilities, reserves and accounts of the Merged Corporations as existing immediately prior to the merger shall be taken up on the books of the Surviving Corporation at the same respective amounts upon consummation of the merger, subject to such adjustments as may be appropriate with respect to any intercorporate items, including the following: (1) The entire stated capital and paid-in surplus accounts of Danley's Garage World, Inc. and Danley Realty Co., being respectively subsidiaries of Danley Lumber Co., Inc. and Danley Construction Co., Inc., will be eliminated since they would represent a duplication of assets; (2) The combined stated capital and paid-in surplus accounts of Danley Construction Co., Inc., Decause they amount in the aggregate to less than the aggregate par value of the shares of the Surviving Corporation which will be issued in exchange for the shares of Danley Construction Co., Inc., will also be cancelled; (3) The combined stated capital and paid-in surplus accounts of Danley's Home Center, Inc. will be cancelled and, to the extent they exceed the aggregate par value of the shares of the Surviving Corporation to be issued in exchange for the shares of Danley's Home Center, Inc., shall be allocated to the paid-in surplus account of the Surviving Corporation; and (4) The stated capital

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account of the Surviving Corporation will, as a result of the merger, be increased by the aggregate par value of the shares it will issue to shareholders of the Merged Corporations.

All trademarks and service marks, all federal and state registrations and applications for registration thereof, all trade names, corporate names, designs, logos and styles, all customer lists and supplier lists, all other intangible and proprietary rights, properties and interests, and all good will of the businesses with which all of the foregoing are associated, in which any of the Merged Corporations have any right, title or interest, shall be and become and be deemed the properties and rights of the Surviving Corporation upon consummation of the merger, and the officers of the Constituent Corporations shall execute and deliver any and all documents, before or after the merger, necessary to accomplish the transfers to the Surviving Corporation.

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(g) The Danley Profit Sharing Trust dated October 31, 1961, which has already been adopted by the Surviving Corporation and by Danley Construction Co., Inc. for the separate benefit of their respective employees, shall continue in effect for the benefit of all employees of the Surviving Corporation, which shall amend said Trust to the extent necessary to accomplish said continuation.

#### 2. Consummation of Merger

The merger is intended to be effective on and as of March 31, 1973. Accordingly, all of the following conditions must be satisfied sufficiently in advance of said date so that the Secretary of State of Illinois may issue an appropriate Certificate of Merger on said date:

- (a) The Board of Directors of each of the Constituent Corporations must approve this Plan, by resolution adopted by majority vote of the members of each Board, and must duly submit the Plan to the share-holders of the corporation;
- (b) The shareholders of each Constituent
  Corporation must approve the Plan by the vote of the

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holders of at least two-thirds of the shares entitled to vote on the question;

(c) Duplicate originals of Articles of Merger, setting forth this Plan and all other necessary or appropriate information, must be duly executed by the appropriate efficers of each Constituent Corporation and filed with the Secretary of State of Illinois.

#### 3. Manner of Converting Shares

on the effective date of the merger, each issued and outstanding share of capital stock of Danley Construction Co., Inc. shall be converted into 1.7135 shares of Common Stock, par value \$1.25 per share, of the Surviving Corporation and each issued and outstanding share of capital stock of Danley's Home Center, Inc. shall be converted into 7.205 shares of Common Stock, par value \$1.25 per share, of the Surviving Corporation (in each case rounded to the nearest integral number, so that no fractional shares shall be issued) and each issued and outstanding share of capital stock of Danley's Garage World, Inc. and of Danley Realty Co. shall be deemed cancelled. All of said conversions and cancellations shall be deemed to have occurred without

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action by any holder or owner of the shares so converted or cancelled. On and after the effective date of the merger, all shares of the Common Stock, par value \$1.25 per share, of the Surviving Corporation which had been issued and outstanding immediately before the merger shall continue to be issued and existing and unaffected by the After the effective date of the merger, each holder of an outstanding certificate representing shares of the capital stock of Canley Construction Co., Inc. or of Danley's Home Center, Inc. shall surrender the same to the Surviving Corporation, and each such holder shall be entitled upon such surrender to receive a certificate evidencing the number of shares of the Common Stock, \$1.25 par value, of the Surviving Corporation into which such shares of capital stock are to be converted, in accordance with this Paragraph 3. Until so surrendered, certificates representing the outstanding shares of stock of Danley Construction Co., Inc. or of Danley's Home Center, Inc. may be treated by the Surviving Corporation, for all purposes, as evidencing the ownership of the corresponding number of shares of the Common Stock, \$1.25 par value, of the Surviving Corporation, as though said surrender and exchange had taken place.

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IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed in its name by its \_\_\_\_\_ President attested by its \_\_\_\_\_ Secretary, this day of \_\_\_\_\_\_ J973.

DANLEY'S HOME CENTER, INC.

By \_\_\_\_\_\_ ITS (President) or Nice President)

Attest:

Attest:

Attest:

Its (Secretary) or (Assistant Secretary)

STATE OF ILLINOIS

I, KARIN E, BIAGIST, a Notary Public, do hereby certify that on the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_,

I. KARCA C. BLACKER a Notary Public, do hereby certify that on the go day of Thereby, A.D. 1973, personally appeared before me BENTLEY President of the corporation, executing the foregoing accument, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hard and seal the day and year before written.

Karen & Blacker

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Andrew Start Parks

Stopperty of Coot County Clert's Office.

	U 3 5 8 2 0 7 2
	IN WITNESS WHEREOF, the undersigned corporation has
	caused these articles of merger to be executed in its
	name by its President attested by its
	Secretary, this day of MARIN 26, 1973.
	DANLEY REALTY CO.
	By Rectangue President)
	CORPORATE SEAL Its (President) or (Vice President)
,-	Attest:  Its (Sechetary) of the sechetary of the sechetar
	(Assistant Secretary)
	COUNTY OF COUNTY OF
	I, <u>KARCEA</u> E. <u>BLACK</u> . a Notary Public, do hereby certify that on the <u>JC</u> day of <u>March</u> , A.D. 1973, personally appeared before we <u>BENTLE</u> .  WELL MAN, who declares he is President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.
	THE EXTREMED VICENCE T have become not my hand and

IN WITNESS WHEREOF, I have hereunto seal the day and year before written.



Property of Cook County Clerks

INOFFICIAL IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed in its name by its President attested by its Secretary, this 26 a day of MARCH DANLEY'S GARAGE WORLD, INC. Attest: (Assistant Secretary) STATE OF ILLINOIS COUNTY OF hereby certify that on the Alacket a Notary Public, do hereby certify that on the Alacket day of March A.D. 1973, personally appeared before me ESNILEY

the corporation, executing the foregoing document, and being " first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my name and seal the day and year before written.

Laren Not

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cause	IN WITNESS WELLEN		_,	
name	by its Presi	dent atteste	d by its	
Secre	etary, this 26 c	day of	rren , 1	1973.
Atte: Its (As:	St:  (Secretary)  Sistant Secretary)  E OF ILLINOIS  TY OF CARK	DANLEY CON	STRUCTION CO.	ce President)

I, KAREN E, BACKER, a Notary Public, do hereby certify that on the 2G day of MALL.

A.D. 1973, personally appeared before me BENTLE President of the corporation, executing the foregoing document, and being articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.





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IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed in its name by its \_\_\_\_ President attested by its Secretary, this 26th day of MANCH, 1973.

RATE SEAT

DANLEY LUMBER CO., INC.

(VAce President)

Attest:

(Assistant Secretary)

STATE OF ILLINOIS

COUNTY OF Cark

I, KAREN E. BLACKER a Notary Public, do hereby certify that on the 26 day of concern. hereby certify that on the de day of A.D. 1973, personally appeared before me the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

SEAL

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#### ARTICLE THREE

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares Voted For	Shares Voted Against
Danley Lumber Co., Inc.	13,941	0	-	W-0	tn =
Danley Construction Co., Inc.	4,647	0			-
Danley's Garage World, Inc.	100	0			<b>Gr 44</b> 0
Danley Realty Co.	600	0			<b>(1)</b>
Danley's Nome Center, Inc.	400	0		10 w	<b>107 40</b>

[See actiched executions and notarizations.]

IN WITNESS WHEREOF, the undersigned c	corporation has caused these articles of merger (or
consolidation) to be executed in its rame by its	President attested by its Secretary, this
day of	
PLACE (Corporate Seal) HERE	Its (President) or (Vice-President)
Attest:  Its (Secretary) or (Assistant Secretary)	C/O/7
COUNTY OF	, a Notary Public, do hereby certify that
	, A.D. 19, personally appeared before
executing the foregoing document, and being first d going articles of merger (or consolidation) in the ca ments therein contained are true.	who declares he isPresident of the corporation, luly sworn, acknowledged that he signed the fore-pacity therein set forth and declared that the state-
PLACE (Netonial South	Notary Public S

PLACE (Notarial Scal) HERE

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Attest:	المناسب والمساحد والمناط	O <sub>C</sub>	All the second s				706
Ita	s (Secretary)	or (A/sistant Se	ecretary)				
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COUNT	ry of		0	- Noi	am Dublia da	hereby certify t	'hat
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IN	WITNESS \	WHEREOF, I hav	e hereunto set m	y hand and su	4		en.
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R							
Form BCA-65	ARTICLES OF IREGER of CONSOLIDATION OF	EY CONSTRUCTION CO., INC. EY'S GARAGE WORLD, INC. EY'S HOFE CEMTER, INC.		MAR 5.1 1973 Wilesal & Howlett	(File in Deplicate) Filing Fee \$100.00 Filing Fee \$100.00 Filing Fee \$100.00	thut is for use by the acts serventions only	01 (FF-8-NJ-0009).

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#### NOTICE TO CORPORATIONS

Every corporation organized under "The Business Corporation Act" is required to make and file in the office of the Secretary of State in February of each year an annual report and severe penalties are provided by statute for failure to do so.

Corporations are also required to file all amendments to their articles of incorporation.

The certificate of incorporation, all amendments thereto and articles of merger or consolidation must be recorded in the office of the County Recorder of the County in which the business office of the corporation is located within fifteen days from the issuance thereof.

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Michael Musse GOLDBERS, Wordle etal 105 M. ADAMS, CHEU, ILL.

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