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State of California

OFFICE OF THE SECRETARY OF STATE

I, MARCO FONG EU, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 20 1987



Marco Fong Eu

Secretary of State

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Property of Cook County Clerk's Office

# UNOFFICIAL COPY

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FILED

In the office of the Secretary of State  
of the State of California

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OCT - 1 1987

March Fong Eu  
MARCH FONG EU, Secretary of State

## CERTIFICATE OF OWNERSHIP

WADE H. CABLE and LINDA L. FOSTER certify that:


1. They are the President and the Secretary, respectively, of The Presley Companies, a California corporation.
2. This Corporation owns all the outstanding shares of Presley of Illinois, Inc., an Illinois corporation.
3. The Board of Directors of this Corporation duly adopted the following resolution:

RESOLVED, that this Corporation merge Presley of Illinois, Inc., its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110 of the California General Corporation Law.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct to our own knowledge.

DATE: September 29, 1987

  
WADE H. CABLE, President

  
LINDA L. FOSTER, Secretary

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I, ORVAL A. LARSON, Assistant Secretary of THE PRESLEY COMPANIES, a California Corporation, being first duly sworn on oath state that the following is a true and correct recitation of the facts wherein THE PRESLEY COMPANIES, a California Corporation, acquired all of the assets of Brementowne, Inc.

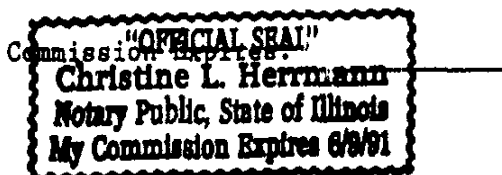
This Affidavit is being submitted to the Registrar of Title of the Torrens Division of Cook County for the purpose of registering the Corporate Warranty Deed of Conveyance dated December 11, 1987 from THE PRESLEY COMPANIES, a California Corporation to Roger Groen, Sr. and Roger Groen, Jr., as Joint Tenants conveying the property legally described on Exhibit "A" attached hereto, said property having been acquired by THE PRESLEY COMPANIES as follows:

1. On February 1, 1974, BREMENTOWNE, INC., a wholly owned subsidiary of Allied Homes, Inc., merged with and into Allied-Presley Company, a Delaware corporation, a wholly owned subsidiary of THE PRESLEY COMPANIES, a copy of said Merger is attached hereto.
2. On February 6, 1974, THE PRESLEY COMPANIES changed its name to Presley Chicago, Inc. by filing with the Secretary of State of Illinois a Certificate of Amendment of Certificate of Incorporation of Allied-Presley Company, a copy of said Amendment is attached hereto.
3. Presley Chicago, Inc. was dissolved on December 31, 1986 and all of its assets were transferred to the parent company, THE PRESLEY COMPANIES, a California Corporation, a copy of said Dissolution is attached hereto.
4. THE PRESLEY COMPANIES, a California Corporation, acquired from Presley Chicago, Inc. the ownership of the following fractional tract of land less than one acre commonly located at approximately 600' West of Harlem Avenue on the South side of Brementowne Drive legally described on Exhibit "A" attached hereto and made a part hereof as an asset acquired from Presley Chicago, Inc., its wholly owned subsidiary due to its dissolution December 31, 1987.

  
ORVAL A. LARSON

SUBSCRIBED AND SWORN to before me this 5th day of February, 1988.

  
NOTARY PUBLIC



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NOTARY PUBLIC STATE OF ILLINOIS  
CHRISTOPHER J. HENNINGER  
OFFICIAL SEAL  
MY COMMISSION EXPIRES 03/01

EXHIBIT "A"  
**UNOFFICIAL COPY**

LEGAL DESCRIPTION 7 3 0 1 0 3

A tract of land in the Northwest  $\frac{1}{4}$  of the Southwest  $\frac{1}{4}$  of Section 19, Township 36 North, Range 13 East of the Third Principal Meridian, described as follows: Commencing at the intersection of the East line of the West 50 feet thereof and the North line of said Northwest  $\frac{1}{4}$  of the South West  $\frac{1}{4}$ ; thence South  $89^{\circ}43'$  East 392.9 feet along last said North line to a point on curve; thence Southerly on a curve convex to the East having a radius of 284.13 feet and an arc distance of 306.73 feet to a point of tangent; thence South  $0^{\circ}01'30''$  West 560.34 feet to a point of curve; thence Southeasterly on a curve convex to the Southwest having a radius of 218.13 feet and an arc distance of 341.65 feet to a point of tangent; thence South  $89^{\circ}42'59''$  West 21.08 feet; thence South  $0^{\circ}17'01''$  West 66 feet; thence North  $89^{\circ}42'59''$  West 21.08 feet to a point of curve; thence Northwesterly on a curve convex to the Southwest having a radius of 284.13 feet and an arc distance of 445.03 feet to a point of tangent; thence North  $0^{\circ}01'30''$  East 560.34 feet to a point of curve; thence Northwesterly on a curve convex to the Northeast having a radius of 218.13 feet and an arc distance of 341.65 feet; thence South  $0^{\circ}17'$  West 7 feet; thence North  $89^{\circ}43'$  West 259.85 feet to the East right of way line of Harlem Avenue; thence North  $0^{\circ}01'30''$  East 40 feet along last said East line, to the place of beginning, (excepting therefrom that part falling in 163rd St. and Bementowne Road South) all in Cook County, Illinois.

Cook County Clerk's Office

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cc: Mr. Gerald P. Nordeman,  
Senior Vice President  
The Presley Companies

Enclosure

OAL:clh

Orval A. Larson, Attorney

Cordially,

Pursuant to your request, I enclose copy of recorded Certificate of Ownership showing that The Presley Companies owns all of the outstanding shares of Presley of Illinois, Inc.

Dear Donna:

Re: The Presley Companies  
Fractional Parcel - East of Harlem Avenue,  
Wentley Park, IL

Attention: Donna Sukaro, Torrens Dept.

Chicago Title Insurance Company  
111 W. Washington Street  
Chicago, IL 60602

March 14, 1988

ORVAL A. LARSON  
ATTORNEY  
SUITE 314  
84 ORLAND SQUARE DRIVE  
ORLAND PARK, ILLINOIS 60468

TELEPHONE  
460-8800

OK  
\$2

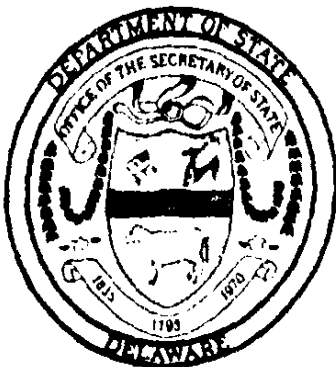


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION, STOCK CORPORATION OF PRESLEY CHICAGO, INC. FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 1987, AT 2 O'CLOCK A.M.

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Property of Cook County Clerk's Office



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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11216701  
DATE: 04/29/1987



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CERTIFICATE OF DISSOLUTION

MAR 9 1987

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Habit Harlan  
SECRETARY OF STATE

WE, The President, and Secretary of Presley Chicago, Inc.

in accordance with the requirements of the General Corporation Law of the State of Delaware and in order to obtain the dissolution of said corporation, as provided by said law,

DO HEREBY CERTIFY AS FOLLOWS:

The registered office of Presley Chicago, Inc.  
in the State of Delaware is at 229 S. State Street  
City of Dover, in the County of Kent, and  
the agent in charge thereof, upon whom process against this corporation may be served, is  
United States Corporation Company

The dissolution of said Presley Chicago, Inc.  
has been duly authorized in accordance with the provisions of Section 275 of the General  
Corporation Law of the State of Delaware.

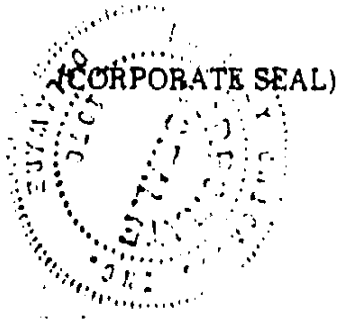
The following is a list of the names and residence addresses of the directors of the said  
corporation:

NAME	RESIDENCE
Wade H. Cable	17991 Mitchell S., Irvine, CA92714-6095
Peter A. Del Franco	48 Brookhollow Drive, Santa Ana, CA92705
Gerald P. Nordeman	48 Brookhollow Drive, Santa Ana, CA92705

The following is a list of the names and residence addresses of the officers of the said  
corporation:

NAME	OFFICE	RESIDENCE
Gerald P. Nordeman	President	48 Brookhollow Dr., Santa Ana, CA
Linda L. Foster	Secretary	17991 Mitchell S. Irvine, CA
Eugene A. Buxton	Treasurer	17991 Mitchell S. Irvine, CA

Gerald P. Nordeman  
Gerald P. Nordeman  
President or Vice-President



ATTEST

Nancy M. Harlan  
Nancy M. Harlan  
Secretary or Assistant Secretary

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File Number

4990-23749

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



**Whereas,**

APPLICATION FOR WITHDRAWAL OF  
FRASLEY CHICAGO, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS 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, Jim Edgar, 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 10TH

day of MARCH AD 19 87, and

of the Independence of the United States

the two hundred and 11TH



Jim Edgar  
SECRETARY OF STATE

# UNOFFICIAL COPY

BCA-13.45 (Rev. Jul. 1984)

File # 4990-2329

Submit in Triplicate

JIM EDGAR  
Secretary of State  
State of Illinois

This Space For Use By Secretary of State	
Date	3-10-87
Filing Fee	\$25.00
Clerk	2

Remit payment in Check or Money  
Order, payable to "Secretary of  
State".

DO NOT SEND CASH!

### APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies to withdraw from the State of Illinois and submits the following statement.

- The name of the corporation is Presley Chicago, Inc.
- The State or Country of incorporation is Delaware
- No portion of its issued shares at this time is represented by business transacted or property located in this State.
- It surrenders its authority to transact business in Illinois.
- It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.
- The post office address to which the Secretary of State may mail a copy of any process served upon him against the corporation is 17991 Mitchell South  
Irvine, CA 92714-6095

7. The number of the issued shares of the corporation as of the date of this final report is:

Class	Par Value	Number of Shares
<u>Ø</u>	<u>Ø</u>	<u>Ø</u>

8. The amount of paid-in capital of the corporation as of the date of this final report is:

Paid-in Capital\* \$ -Ø-

\*"Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus, and is equal to the total of these accounts.

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated January, 19 87

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

Nancy M. Harlan, Assistant  
(Type or Print Name and Title) Secretary

Presley Chicago, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

Gerald P. Nordeman, President  
(Type or Print Name and Title)

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**PAID**  
MAR 13 1987

**FILED**  
MAR 10 1987  
Secretary of State

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JIM EDGAR  
SECRETARY OF STATE



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

MARCH 10, 1987

4990-237-9

PACIFIC LIGHTING CORP.  
SUSAN SIMPSON  
48 BROOKHOLLOW DRIVE  
SANTA ANA, CALIFORNIA 92705

RE PRESLEY CHICAGO, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE CERTIFICATE OF WITHDRAWAL FOR THE ABOVE NAMED CORPORATION.

THE REQUIRED FILING FEE OF \$25.00 HAS BEEN RECEIVED AND PLACED TO THE CREDIT OF THE CORPORATION.

SINCERELY,

A handwritten signature in cursive script that reads "Jim Edgar".

JJM EDGAR  
SECRETARY OF STATE

CORPORATION DEPARTMENT  
TELEPHONE (217) 782-6961

JE:CD

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Certificate Number 23271

OK  
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# STATE OF ILLINOIS

OFFICE OF  
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas,

PRESLEY CHICAGO, INC.

incorporated under the laws of the State of DELAWARE,  
has filed in the Office of the Secretary of State duly authenticated evidence of  
its incorporation and an application for <sup>Amended</sup> Certificate of Authority to transact  
business in this State, as provided by "THE BUSINESS CORPORATION ACT"  
of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois,  
by virtue of the powers and duties vested in me by law, do hereby issue this  
<sup>Amended</sup> Certificate of Authority, and attach thereto a copy of the application of the  
aforesaid corporation.

In Testimony Whereof, Thereto set my hand and cause to

be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 10th

day of April AD 1974 and

of the Independence of the United States

the one hundred and 98th

Michael J. Howlett

SECRETARY OF STATE

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Certificate of  
Authority  
of



UNITED STATES CORPDR TRM CONTINENT  
33 NORTH LA SALLE STREET  
CHICAGO 2, ILLINOIS

**STAVEN OF ILLINOIS,**

Office of the

**Secretary of State**

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

ALLIED-PRESLEY COMPANY

Adopted in accordance with the provisions of the General Corporation Law of the State of Delaware.

\_\_\_\_\_

We, ROBERT H. PHILLIPS, President and PATRICIA C. GROGAN, Assistant Secretary of ALLIED-PRESLEY COMPANY, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of the said Corporation as follows:

FIRST: That the Certificate of Incorporation of said Corporation has been amended as follows:

By striking out the whole of Article FIRST thereof as it now exists and inserting in lieu and instead thereof a new Article FIRST, reading as follows:

"The name of the Corporation is

PRESLEY CHICAGO, INC."

SECOND: That such Amendment has been duly adopted in accordance with Sections 242 and 222 of the General Corporation Law of the State of Delaware by

(a) the unanimous written consent of all of the stockholders entitled to vote.



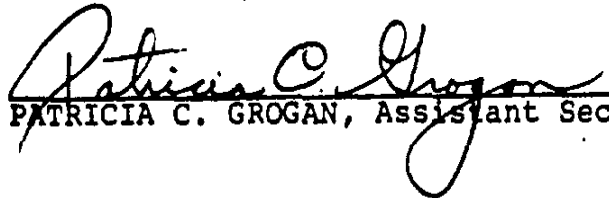
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IN WITNESS WHEREOF, we have signed this Certificate  
and caused the corporate seal of the Corporation to be here-  
unto affixed this 6th day of February, 1974.

  
ROBERT H. PHILLIPS, President

(SEAL)

  
PATRICIA C. GROGAN, Assistant Secretary

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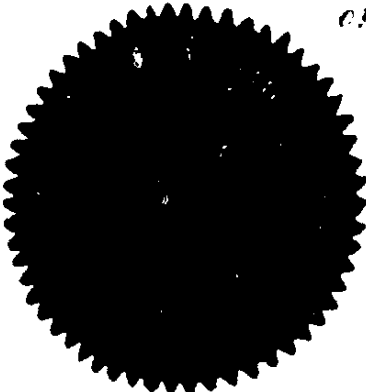
# State of Delaware



## Office of Secretary of State

I, **Robert H. Reed**, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "ALLEN-PRESLEY COMPANY", as received and filed in this office the twenty-fifth day of February, A.D. 1974, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-fifth day of February in the year of our Lord one thousand nine hundred and seventy-four.



*Robert H. Reed*

Robert H. Reed

Secretary of State

*G. A. Biddle*

G. A. Biddle

Asst Secretary of State

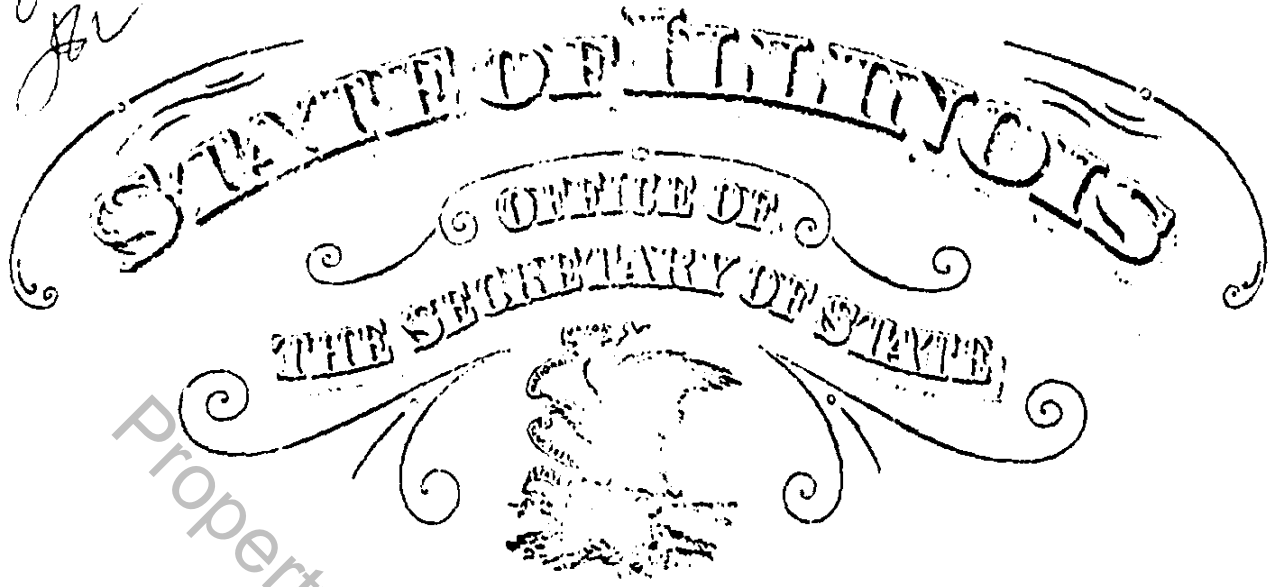
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file  
Bremenstone

Certificate Number 3588

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JR



On all the following presents shall have effect:

Whereas, Articles of MERGER duly signed and verified of ALLIED HOMES, INC., and BREMENSTONE, INC., Illinois corporations, merged into ALLIED-PRESLEY COMPANY, a Delaware corporation at time of plan of merger, now known as PRESLEY CHICAGO, INC.,

have been filed in the Office of the Secretary of State on the 18th day of April A.D. 1974 as provided by "THE BUSINESS CORPORATION ACT" in force July 1, A.D. 1933 as amended; Now Therefore, I, MICHAEL J. HANDEL, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of MERGER and attach thereto a copy of the Articles of MERGER of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this 18th day of April A.D. 1974 and of the Independence of the United States the one hundred and 98th



Michael J. Handel  
SECRETARY OF STATE

exhibit A

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FORM 601-69a

ARTICLES OF ~~CORPORATION~~ MERGER  
OF DOMESTIC AND FOREIGN CORPORATION  
(Strike Inapplicable Words)

(Do not write in this space)

Date Paid 4-18-74  
Filing Fee \$ 150.00  
Clerk [Signature]

To PAUL POWELL, Secretary of State,

The undersigned corporations, pursuant to Section 69a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~consolidation~~ merger :

### ARTICLE ONE

The names of the corporations proposing to ~~consolidate~~ merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
ALLIED-PRESLEY COMPANY *)	Delaware
ALLIED HOMES, INC.	Illinois
BREMENTOWNE, INC.	Illinois

### ARTICLE TWO

The laws of Delaware  
the State under which such foreign corporation is organized, permit such ~~corporations~~ merger

### ARTICLE THREE

The name of the ~~new~~ surviving corporation shall be ALLIED-PRESLEY COMPANY  
and it shall be governed by the laws of the State of Delaware

### ARTICLE FOUR

The plan of ~~consolidation~~ merger is as follows:

see attached Plan and Agreement of Merger, dated January 28, 1974

\*) name has been changed to PRESLEY CHICAGO, INC.

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## ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, 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	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
ALLIED-PRESLEY COMPANY*)	800	800	Common	800
ALLIED HOMES, INC.	1,000	1,000	Common	1,000
BREMENTOWNE, INC.	250	250	Common	250

## ARTICLE SIX

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
ALLIED-PRESLEY COMPANY*)	800	--			
ALLIED HOMES, INC.	1,000	--			
BREMENTOWNE, INC.	250	--			

## ARTICLE SEVEN

All provisions of the laws of the State of Illinois and the State of Delaware

applicable to the proposed <sup>merger</sup> ~~consolidation~~ have been complied with.

\*) name has been changed to PRESLEY CHICAGO, INC.

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PLAN AND AGREEMENT OF MERGER  
of  
ALLIED-PRESLEY COMPANY\*, ALLIED HOMES, INC.  
and BREMENTOWNE, INC.  
into  
ALLIED-PRESLEY COMPANY\*

THIS PLAN AND AGREEMENT OF MERGER made and entered into this 28th day of January, 1974, by and between ALLIED-PRESLEY COMPANY\*, a Delaware corporation ("ALLIED-PRESLEY"); ALLIED HOMES, INC., an Illinois corporation ("ALLIED HOMES"); and BREMENTOWNE, INC., an Illinois corporation ("BREMENTOWNE"):

W I T N E S S E T H:

WHEREAS, ALLIED-PRESLEY\* was incorporated on January 19, 1970, in the State of Delaware; the total number of shares which it is authorized to issue is 10,000 and the total number of shares issued and outstanding is 800; and

WHEREAS, ALLIED HOMES was incorporated on February 27, 1968, in the State of Illinois; the total number of shares which it is authorized to issue is 1,000 and the total number of shares issued and outstanding is 1,000; and

WHEREAS, BREMENTOWNE was incorporated on March 11, 1968, in the State of Illinois; the total number of shares which it is authorized to issue is 1,000 and the total number of shares issued and outstanding is 250; and

WHEREAS, ALLIED-PRESLEY\* is the sole owner of all of the issued and outstanding shares of ALLIED HOMES; and

\*By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

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WHEREAS, ALLIED HOMES is the sole owner of all of the issued and outstanding shares of BREMENTOWNE; and

WHEREAS, the laws of the State of Delaware and the State of Illinois permit the merger of said corporations into a single corporation (herein sometimes called the "constituent corporations"); and

WHEREAS, it is deemed advisable by the Board of Directors of each of the constituent corporations that they merge into a single corporation which shall be ALLIED-PRESLEY\*, the corporation organized and existing under the laws of Delaware, and that they so merge pursuant to the provisions of this Agreement.

NOW, THEREFORE, it is agreed as follows:

FIRST: ALLIED HOMES, INC. and BREMENTOWNE, INC., corporations organized and existing under the laws of the State of Illinois, shall be and hereby are merged pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 69(a) of The Business Corporation Act of the State of Illinois into ALLIED-PRESLEY COMPANY,\* a corporation organized and existing under the laws of the State of Delaware, effective February 1, 1974, and said Delaware corporation does hereby merge into itself the Illinois corporations.

2.

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

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ALLIED-PRESLEY\* the Delaware corporation, shall be the surviving corporation and it shall continue and shall be deemed to continue for all purposes whatsoever after the merger with and into itself of the Illinois corporations. For convenience, ALLIED-PRESLEY\* the Delaware corporation, as it shall exist as the surviving corporation after such merger, is hereinafter referred to as the "CORPORATION".

SECOND: The CORPORATION shall be governed by the laws of the State of Delaware and the name of the constituent corporation surviving such merger is and shall continue to be, unless amended prior to filing the appropriate documents of merger with the applicable state agencies, ALLIED-PRESLEY COMPANY\* and its Certificate of Incorporation shall be the Certificate of Incorporation of the CORPORATION.

THIRD: ALLIED-PRESLEY\* will not issue any additional shares in connection with this merger and the number of shares authorized and issued of the CORPORATION shall remain unchanged.

FOURTH: The present By-Laws of ALLIED-PRESLEY\* shall be and remain the By-Laws of the CORPORATION.

FIFTH: The names and addresses of the Board of Directors of the CORPORATION, who shall hold their offices until their successors have been chosen according to the By-Laws of the

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CORPORATION and the first officers of the CORPORATION are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Robert H. Phillips	159th Street & 76th Ave. Tinley Park, Ill.	President and Director
Randall E. Presley	4600 Campus Drive Newport Beach, Ca.	Executive Vice President, Chairman of the Board and Director
Robert V. Gibson	One Wilshire Building Los Angeles, Ca.	Director
Orval A. Larson	159th Street & 76th Ave. Tinley Park, Ill.	Director
A. Thomas Maras	159th Street & 76th Ave. Tinley Park, Ill.	Director
Clyde D. Sana	159th Street & 76th Ave. Tinley Park, Ill.	Vice President
Robert F. McNamara	159th Street & 76th Ave. Tinley Park, Ill.	Vice President
John J. Marshall	159th Street & 76th Ave. Tinley Park, Ill.	Treasurer
Patricia C. Grogan	159th Street & 76th Ave. Tinley Park, Ill.	Secretary
Hugh A. Miller	4600 Campus Drive Newport Beach, Ca.	Assistant Treasurer
Barbara A. Davis	4600 Campus Drive Newport Beach, Ca.	Assistant Secretary
Sandra A. Cantrell	159th Street & 76th Ave. Tinley Park, Ill.	Assistant Secretary

# UNOFFICIAL COPY

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SIXTH: This Agreement, upon its being authorized, adopted, approved, signed and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed, shall be deemed and taken to be the Agreement and act of merger of the constituent corporations. Upon duly filing this Agreement and such other required documents with the Secretaries of State of the States of Delaware and Illinois, the organization and separate corporate existence of ALLIED HOMES and BREMENTONNE, except in so far as they may be continued by statute, shall cease. The point of time at which the constituent corporations shall so become a single corporation is herein referred to as the effective date of this Agreement.

SEVENTH: Upon the effective date of this Agreement all and singular, the rights capacity, privileges, powers, franchises and authority, as well as of a public or of a private nature of each of the constituent corporations and all property real, personal and mixed, and all debts, obligations and liabilities, due to each of the constituent corporations on whatever account, as well as for subscriptions for shares as for all other things, belonging to each of the constituent corporations shall be vested in the CORPORATION; and all such property, rights, capacity, privileges, powers, franchises, authority and immunities and all and every other interest shall

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# UNOFFICIAL COPY

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be thereafter as fully and effectually the property of the CORPORATION as though they were the property of the several and respective constituent corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of the creditors of the constituent corporations shall be preserved unimpaired and all debts, liabilities and duties of the respective constituent corporations shall thenceforth be attached to the CORPORATION and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the CORPORATION. The corporations agree that from time to time as and when it shall be requested by the CORPORATION or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all such other instruments and will take or cause to be taken such further or other action as the CORPORATION may deem necessary or desirable in order to vest in and to confirm to the CORPORATION title to all of the property, capacity, privileges, powers, franchises, authority, and immunities of the constituent corporations and otherwise to carry out the intent and purposes of this Agreement.

TENTH: This Agreement has been approved by resolutions adopted by the respective Boards of Directors of ALLIED-PRESLEY COMPANY\* ALLIED HOMES, INC., and BREMENTOWNE, INC.

6.

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

22 700 894

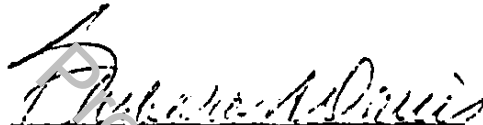
# UNOFFICIAL COPY


0 5 7 0 0 4 0 3

IN WITNESS WHEREOF, we have signed this PLAN AND AGREEMENT OF MERGER this 28th day of January, 1974.

ATTEST:

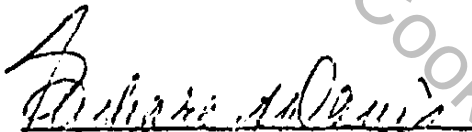
ALLIED-PRESLEY COMPANY\*


  
BARBARA A. DAVIS  
Assistant Secretary

By   
RANDALL E. PRESLEY  
Executive Vice President

Seal

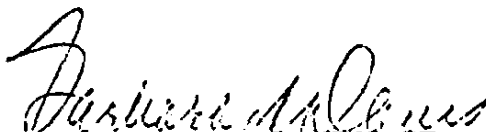
ALLIED HOMES, INC.


  
BARBARA A. DAVIS  
Assistant Secretary

By   
RANDALL E. PRESLEY  
Executive Vice President

Seal

BREMEN TOWNE, INC.

  
BARBARA A. DAVIS  
Assistant Secretary

By   
RANDALL E. PRESLEY  
Executive Vice President

Seal

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

# UNOFFICIAL COPY

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## VERIFICATION

The foregoing Plan and Agreement of Merger having been duly entered into and signed by ALLIED-PRESLEY COMPANY\*, a Delaware corporation, and having been duly entered into and signed by ALLIED HOMES, INC., an Illinois corporation, and BREMENTOWNE, INC., an Illinois corporation; and having been duly adopted by the stockholders of each of such corporations, all in accordance with the provisions of the General Corporation Law of the State of Delaware and the laws of the State of Illinois, the Executive Vice President of ALLIED-PRESLEY COMPANY\*, the Executive Vice President of ALLIED HOMES, INC., and the Executive Vice President of BREMENTOWNE, INC., do now hereby execute said Plan and Agreement of Merger by authority of the directors and stockholders of each, as the respective act, deed and agreement of each of said corporations, on this 28th day of January, 1974.

ALLIED-PRESLEY COMPANY\*

By *Randall E. Presley*  
RANDALL E. PRESLEY, Executive  
Vice President

By *Barbara A. Davis*  
BARBARA A. DAVIS, Assistant  
Secretary

ALLIED HOMES, INC.

By *Randall E. Presley*  
RANDALL E. PRESLEY, Executive  
Vice President

By *Barbara A. Davis*  
BARBARA A. DAVIS, Assistant  
Secretary

BREMENTOWNE, INC.

By *Randall E. Presley*  
RANDALL E. PRESLEY, Executive  
Vice President

By *Barbara A. Davis*  
BARBARA A. DAVIS, Assistant  
Secretary

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

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# UNOFFICIAL COPY

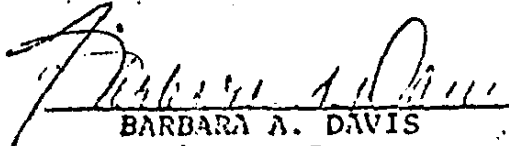
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## CERTIFICATE OF ASSISTANT SECRETARY

I, BARBARA A. DAVIS, do hereby certify that:

1. I am the duly elected, qualified and acting Assistant Secretary of ALLIED-PRESLEY COMPANY\*, a Delaware corporation; and
2. That the within Plan and Agreement of Merger by and between ALLIED-PRESLEY COMPANY\*, ALLIED HOMES, INC., and BREMENTOWNE, INC. was duly adopted by the Board of Directors of ALLIED-PRESLEY COMPANY\* on January 22, 1974; and
3. That said Plan and Agreement of Merger was consented to in writing by the sole stockholder of the corporation, holding all of the issued and outstanding shares of the corporation entitled to vote on a merger and consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation on this 26th day of January, 1974.

  
BARBARA A. DAVIS  
Assistant Secretary

Seal

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

# UNOFFICIAL COPY

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## CERTIFICATE OF ASSISTANT SECRETARY

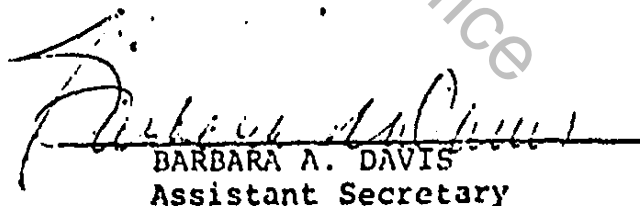
I, BARBARA A. DAVIS, do hereby certify that:

1. I am the duly elected, qualified and acting Assistant Secretary of ALLIED HOMES, INC., an Illinois corporation; and

That the within Plan and Agreement of Merger by and between ALLIED-PRESLEY COMPANY,\* ALLIED HOMES, INC., and BREMENTOWNE, INC. was duly adopted by the Board of Directors of ALLIED-PRESLEY COMPANY\* on January 22, 1974; and

3. That said Plan and Agreement of Merger was consented to in writing by the sole stockholder of the corporation, holding all of the issued and outstanding shares of the corporation entitled to vote on a merger and consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation on this 28th day of January, 1974.

  
BARBARA A. DAVIS  
Assistant Secretary

Seal

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.

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# UNOFFICIAL COPY

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## CERTIFICATE OF ASSISTANT SECRETARY

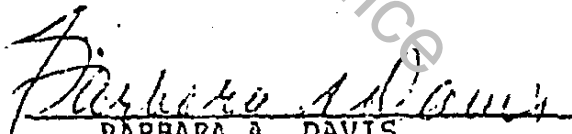
I, BARBARA A. DAVIS, do hereby certify that:

1. I am the duly elected, qualified and acting Assistant Secretary of BREMENTOWNE, INC., an Illinois corporation; and

2. That the within Plan and Agreement of Merger by and between ALLIED-PRESLEY COMPANY\* ALLIED HOMES, INC., and BREMENTOWNE, INC. was duly adopted by the Board of Directors of ALLIED-PRESLEY COMPANY\* on January 22, 1974; and

3. That said Plan and Agreement of Merger was consented to in writing by the sole stockholder of the corporation, holding all of the issued and outstanding shares of the corporation entitled to vote on a merger and consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation on this 28th day of January, 1974.

  
BARBARA A. DAVIS  
Assistant Secretary

Seal

\* By Amendment filed February 25, 1974, the name was changed to PRESLEY CHICAGO, INC.



# UNOFFICIAL COPY

ARTICLE EIGHT 7 0 0 1 0 3

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

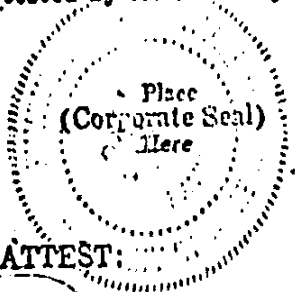
It is agreed that, upon and after the issuance of a certificate of ~~consolidation~~ <sup>merger</sup> by the Secretary of State of the State of Illinois:

1. The ~~new~~ <sup>surviving</sup> 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 ~~consolidation~~ <sup>merger</sup> 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 or new corporation;

2. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the ~~new~~ <sup>surviving</sup> corporation to accept service of process in any such proceedings; and

3. The ~~new~~ <sup>surviving</sup> 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 ~~consolidation~~ <sup>merger</sup> the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of ~~consolidation~~ <sup>merger</sup> to be executed in its name by its president or vice president and its corporate seal to be hereunto affixed, attested by its secretary or assistant secretary, this 27th day of March, 1974



ALLIED PRESLEY COMPANY \*)

By [Signature]  
RANDALL E. PRESLEY, President  
its  
Executive Vice President

\*) name was changed to PRESLEY CHICAGO, INC.

ATTEST:

[Signature]  
BARBARA A. DAVIS  
Its  
Assistant Secretary

ALLIED HOMES, INC.

By [Signature]  
RANDALL E. PRESLEY, President  
its  
Executive Vice President

BREMENTOWNE, INC.

ATTEST:

[Signature]  
BARBARA A. DAVIS  
Its  
Assistant Secretary

By [Signature]  
RANDALL E. PRESLEY, Executive Vice President

ATTEST: [Signature]  
BARBARA A. DAVIS, Assistant Secretary

(over)

22 700 894



STATE OF CALIFORNIA  
COUNTY OF ORANGE

UNOFFICIAL COPY

ss.

700403

I, Beatriz I. Gayhart, a Notary Public, do hereby certify that on the 27th day of March, A.D. 1974, personally appeared before me RANDALL E. PRESLEY

Executive Vice  
who declares that he is the President of ALLIED-PRESLEY COMPANY\*, one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger consolidation 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.

Place  
(Notarial Seal)  
Here



Beatriz I. Gayhart  
Notary Public

\* ) name was changed to PRESLEY CHICAGO, INC.

STATE OF CALIFORNIA  
COUNTY OF ORANGE

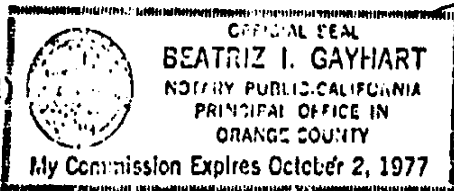
ss.

I, Beatriz I. Gayhart, a Notary Public, do hereby certify that on the 27th day of March, A.D. 1974, personally appeared before me RANDALL E. PRESLEY

Executive Vice  
who declares that he is the President of ALLIED HOMES, INC., one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger consolidation 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.

Place  
(Notarial Seal)  
Here



Beatriz I. Gayhart  
Notary Public

Form BCA-69a

Box \_\_\_\_\_ File \_\_\_\_\_

ARTICLES OF  
MERGER  
CONSOLIDATION

OF

ALLIED-PRESLEY COMPANY, ALLIED HOMES, INC. and BREWENTONE, INC.  
into

ALLIED-PRESLEY COMPANY \*

\* ) name was changed to

PRESLEY CHICAGO, INC.

ALLIED

APR 13 1974

Michael J. Howlett  
(File in Duplicate)

Filing Fee \$100.00

If merger involves more than two corporations, \$50.00 for each additional corporation.

(00562-531-9-69) 4-10-70

77 100 03A

UNOFFICIAL COPY

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Property of Cook County Clerk's Office

**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.

22 700 894  
768 007 77

UNOFFICIAL COPY

Certificate of

of

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



Property of Cook County Clerk's Office

UNITED STATES COMMERICAL COMPANY  
23 NORTH LA SALLE STREET  
CHICAGO 2, ILLINOIS

STATE OF ILLINOIS,

Office of the

Secretary of State

22700894

MAIL

of 2066



0 1 7 0 0 4 0 3

LEGAL DESCRIPTION

A tract of land in the Northwest  $\frac{1}{4}$  of the Southwest  $\frac{1}{4}$  of Section 19, Township 36 North, Range 13 East of the Third Principal Meridian, described as follows: Commencing at the intersection of the East line of the West 50 feet thereof and the North line of said Northwest  $\frac{1}{4}$  of the South West  $\frac{1}{4}$ ; thence South  $89^{\circ}43'$  East 392.9 feet along last said North line to a point on curve; thence Southerly on a curve convex to the East having a radius of 284.13 feet and an arc distance of 306.73 feet to a point of tangent; thence South  $0^{\circ}01'30''$  West 560.34 feet to a point of curve; thence Southeasterly on a curve convex to the Southwest having a radius of 218.13 feet and an arc distance of 341.65 feet to a point of tangent; thence South  $89^{\circ}42'59''$  West 21.08 feet; thence South  $0^{\circ}17'01''$  West 66 feet; thence North  $89^{\circ}42'59''$  West 21.08 feet to a point of curve; thence Northwesterly on a curve convex to the Southwest having a radius of 284.13 feet and an arc distance of 445.03 feet to a point of tangent; thence North  $0^{\circ}01'30''$  East 560.34 feet to a point of curve; thence Northwesterly on a curve convex to the Northeast having a radius of 218.13 feet and an arc distance of 341.65 feet; thence South  $0^{\circ}17'$  West 7 feet; thence North  $89^{\circ}43'$  West 259.85 feet to the East right of way line of Harlem Avenue; thence North  $0^{\circ}01'30''$  East 40 feet along last said East line, to the place of beginning, (excepting therefrom that part falling in 163rd St. and Bementowne Road South) all in Cook County, Illinois.

Decrypted by property on 04/12/58280 kgzje

LCS

3700403

WARRANTY DEED

Statutory (ILLINOIS)

(Corporation to Individual)

(The Above Space For Recorder's Use Only)

THE GRANTOR, THE PRESLEY COMPANIES,

a corporation created and existing under and by virtue of the laws of the State of California  
and duly authorized to transact business in the State of Illinois for and in consideration of  
the sum of Ten (\$10.00) and no/100ths DOLLARS,  
and other good and valuable consideration

in hand paid, and pursuant to authority given by the Board of Directors of said corporation  
CONVEYS and WARRANTS to ROGER GROEN, SR. and ROGER GROEN, JR., as Joint  
(NAME AND ADDRESS OF GRANTEE)

Tenants, with Right of Survivorship

the following described Real Estate situated in the County of Cook  
in the State of Illinois, to wit: SEE LEGAL DESCRIPTION ATTACHED HERETO AND MADE A PART  
HEREOF.

PTN 28-19-300-049

See contract attached to the logyze 71-48-863

In Witness Whereof, said Grantor has caused its corporate seal to be hereto affixed, and has caused its name  
to be signed to these presents by its Corp. Secretary, this 11th day of December, 1987.

THE PRESLEY COMPANIES

(NAME OF CORPORATION)

IMPRESS  
CORPORATE SEAL  
HERE

BY Wade H. Cable PRESIDENT  
ATTEST Linda L. Foster SECRETARY  
LINDA L. FOSTER

State of California County of Orange ss. I, the undersigned, a Notary Public, in and for the  
County and State aforesaid, DO HEREBY CERTIFY, that Wade H. Cable  
personally known to me to be the Corp. President of the The Presley Companies

IMPRESS  
NOTARIAL SEAL  
HERE

corporation, and Linda L. Foster personally known to me to be  
the Corp. Secretary of said corporation, and personally known to  
me to be the same persons whose names are subscribed to the foregoing instru-  
ment, appeared before me this day in person and severally acknowledged that as  
such Corp. President and Corp. Secretary, they signed  
and delivered the said instrument as Corp. President and Corp.

Secretary of said corporation, and caused the corporate seal of said corporation  
to be affixed thereto, pursuant to authority, given by the Board of Directors  
of said corporation as their free and voluntary act, and as the free and voluntary  
act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 14th day of December 1987

Commission expires Nov 15, 1988 Doreen P. Barber  
NOTARY PUBLIC

This instrument was prepared by Orval A. Larson, Attorney, 64 Orland Square Drive,  
Orland Park, IL 60462 (NAME AND ADDRESS)

MAIL TO: {  
ORVAL A. LARSON, ATTORNEY  
(Name)  
64 Orland Square Drive  
(Address)  
Orland Park, IL 60462  
(City, State and Zip)}

ADDRESS OF PROPERTY  
SW Corner 163rd St. & Brentowne  
Road South  
Tinley Park, IL 60477  
THE ABOVE ADDRESS IS FOR STATISTICAL PURPOSES  
ONLY AND IS NOT A PART OF THIS DEED.  
SEND SUBSEQUENT TAX BILLS TO:  
(Name)  
(Address)

OR RECORDER'S OFFICE BOX NO.

(Address)

AFFIX RIDERS OR REVENUE STAMPS HERE

NOTARIAL SEAL  
DOREEN P. BARBER  
NOTARY PUBLIC, CALIFORNIA  
PROBATION DEPARTMENT

DOCUMENT NUMBER

STATE OF ILLINOIS  
COOK COUNTY  
STATE ESTATE TRANSACTIONS TAX

3700403

UNOFFICIAL COPY

WARRANTY DEED

Corporation to Individual

TO

GEORGE E. COLE  
LEGAL FORMS

Property of Cook County Clerk's Office

Dead

1358716  
1/2

3700403

1983 APR 14 AM 11:44  
HANS KAUSI, CLERK  
CLERK OF TITLE  
7100403

*Deposited to  
your  
3700403  
Deposited to  
and returned to  
you*

QJM

71-48863