

# UNOFFICIAL COPY

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Certificate No. 948402 Document No. \_\_\_\_\_

TO THE REGISTRAR OF TITLES  
COOK COUNTY, ILLINOIS:

You are directed to register the Document hereto attached  
on the Certificate 948402 indicated affecting the  
following described premises, to-wit:

LOT TWENTY FOUR ----- (24)  
LOT TWENTY FIVE ----- (25)

In the Resubdivision of Block Thirty (30) in Canal Trustees' Subdivision  
of Section 7, Town 39 North, Range 14, East of the Third Principal Meridian.

Pin # - 17-07-237-014-0000

Section \_\_\_\_\_ Township \_\_\_\_\_ North, Range \_\_\_\_\_ East of the  
Third Principal Meridian, Cook County, Illinois.

Attest: P. Bouelle

CHICAGO, ILLINOIS 8/5 19 88.

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File Number 5095-249-9 3 7

*Don*

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

*I, Jim Edgar, Secretary of State of the State of Illinois,  
do hereby certify that*

THE FOLLOWING AND HERETO ATTACHED IS A TRUE  
COPY OF THE ARTICLES OF CONSOLIDATION OF LAVELLE INDUSTRIES, INC.\*\*

In Testimony Whereof, I hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois this \_\_\_\_\_ 27TH  
day of JULY A. D. 19 88

*Jim Edgar*  
SECRETARY OF STATE

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Certificate Number



To all to whom these presents shall come, Greeting:

**Whereas**, *Articles of CONSOLIDATION* duly signed and verified of LAVELLE RUBBER CO., an Illinois Corporation, and LAVELLE RUBBER MFG. CORPORATION, a Wisconsin Corporation, consolidated into LAVELLE INDUSTRIES, INC., an Illinois Corporation

have been filed in the Office of the Secretary of State on the 29th day of December A.D. 1972, as provided by THE BUSINESS CORPORATION ACT of JOHN W. LEWIS in force July 13, A.D. 1933 as amended; Now Therefore, I, ~~XXXXXXXXXX~~ Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of CONSOLIDATION and attach thereto a copy of the *Articles of CONSOLIDATION* of the aforesaid corporation.

**In Testimony Whereof**, I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 29th day of December A.D. 1972 and of the Independence of the United States the one hundred and 97th

(SEAL)

*John W. Lewis*  
 SECRETARY OF STATE



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FORM BCA-09a

(Do not write in this space)

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

Date Paid  
Filing Fee  
Clerk

12-29-72  
\$ 100.00

*RL*

5802 15

JOHN W. LEWIS  
To ~~PAUL FOWLER~~, Secretary of State,

The undersigned corporations, pursuant to Section 09a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~merger~~ consolidation :

### ARTICLE ONE

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

Name of Corporation	State of Incorporation
LAVELLE RUBBER CO.	ILLINOIS
LAVELLE RUBBER MFG. CORPORATION	WISCONSIN

### ARTICLE TWO

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

### ARTICLE THREE

The name of the ~~merging~~ new corporation shall be LAVELLE INDUSTRIES, INC.  
and it shall be governed by the laws of the State of ILLINOIS

### ARTICLE FOUR

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

(SEE ATTACHED)

PAID

DEC 29 1972

*John W. Lewis*

Secretary of State

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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)
LAVELLE RUBBER CO.	10,000	10,000		
LAVELLE RUBBER MFG. CORPORATION	17,600	17,600		

## 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
LAVELLE RUBBER CO.	9,540	-0-			
LAVELLE RUBBER MFG. CORPORATION	13,929.5	-0-			

## ARTICLE SEVEN

WISCONSIN

All provisions of the laws of the State of Illinois and the State of Wisconsin applicable to the proposed ~~consolidation~~ consolidation have been complied with.

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## PLAN OF CONSOLIDATION

BETWEEN

LAVELLE RUBBER CO.  
(an Illinois corporation)

AND

LAVELLE RUBBER MFG. CORPORATION  
(a Wisconsin corporation)

### SECTION I

LAVELLE RUBBER CO., an Illinois corporation (herein sometimes called "Lavelle") and LAVELLE RUBBER MFG. CORPORATION, a Wisconsin corporation (herein sometimes called "LRM"), both such corporations hereinafter sometimes referred to jointly as the "Consolidating Corporations," shall be consolidated into a new Illinois corporation, to be known as LAVELLE INDUSTRIES, INC., (hereinafter sometimes called "Lavelle Industries" or "New Corporation") in accordance with the applicable provisions of the laws of the State of Illinois and the State of Wisconsin.

### SECTION II

The terms and conditions of the consolidation and the mode of carrying the same into effect, upon the consolidation becoming effective as provided in the applicable laws of the State of Illinois and the State of Wisconsin (the time when the consolidation shall so become effective being sometimes herein referred to as the "effective date of consolidation"), are as follows:

1. The Consolidating Corporations shall become a single corporation, which shall be known as Lavelle Industries, Inc., and the separate existences of Lavelle and LRM shall cease except to the extent provided by the laws of the State of Wisconsin and the State of Illinois in the case of a corporation after its consolidation into another corporation;

2. Lavelle Industries shall thereupon and thereafter possess all the rights, privileges, immunities, powers and

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franchises, as well of a public as of a private nature, of each of the Consolidating Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Consolidating Corporations, shall be taken and deemed to be transferred to and vested in the New Corporation without further act or deed; and the title to all real estate, or any interest therein, vested by deed or otherwise in each of the Consolidating Corporations shall vest in the New Corporation and shall not revert or be in any way impaired by reason of the consolidation;

3. Lavelle Industries shall thenceforth be responsible and liable for all of the liabilities and obligations, and be subject to all of the restrictions, disabilities and duties, of the Consolidating Corporations; and any claim existing or action or proceeding pending by or against either of the Consolidating Corporations may be prosecuted to judgment as if the consolidation had not taken place, or the New Corporation may be substituted in its place, and the rights of creditors and all liens upon the property of each of the Consolidating Corporations shall be preserved and unimpaired by the consolidation, and all debts, liabilities and duties of each of the Consolidating Corporations shall thenceforth attach to the New Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been contracted or incurred by it;

4. The aggregate amount of the net assets of the Consolidating Corporations which was available for the payment of dividends immediately prior to the consolidation, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the New Corporation;

5. The By-Laws of Lavelle as existing and constituted immediately prior to the effective date of consolidation shall be and constitute the by-laws of the New Corporation;

6. The first meeting of the shareholders of Lavelle Industries (which may be either the annual meeting or a special meeting) shall be held as soon as practicable after the effective date of consolidation, at which meeting the shareholders shall elect a board of directors for Lavelle Industries.

7. Until the first meeting of the shareholders of Lavelle Industries, the board of directors of the New Corpora-

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tion shall consist of the following named individuals whose respective names and addresses are as follows:

<u>Name</u>	<u>Address</u>
James R. Dolphin	1420 Elizabeth Lane Glenview, Illinois, 60025
Ruth E. Dolphin	4100 Marine Drive Chicago, Illinois, 60613
Robert J. Dooley	2142 Pratt Avenue Chicago, Illinois, 60645
Charles E. Lenck	5988 Sugarbush Lane Greendale, Wisconsin, 53129
Charlotte D. Risto	3504 So. Cherry Valley Road Woodstock, Illinois, 60098
Gene R. Saccaro	1914 - 77th Avenue Elmwood Park, Illinois, 60635
Robert L. Sullivan	Route 6, Box 4 Burlington, Wisconsin, 53105
Richard C. Sullivan	627 Washington Avenue Wilmette, Illinois, 60093
Robert L. Sullivan, Jr.	560 Briody Burlington, Wisconsin, 53105

8. Until their respective successors shall be elected at the first meeting of the board of directors who are elected at the first meeting of shareholders of Lavelle Industries, the following named persons shall hold the offices of Lavelle Industries set before their respective names:

Chairman of the Board	Robert L. Sullivan
President	James R. Dolphin
Vice President	Richard C. Sullivan
Vice President	Robert L. Sullivan, Jr.
Vice President	Gene R. Saccaro
Secretary	Richard C. Sullivan
Assistant Secretary	Charles E. Lenck
Treasurer	Robert J. Dooley, Jr.
Assistant Treasurer	Charles E. Lenck

## SECTION III

The manner and basis of converting the shares of each

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of the Consolidating Corporations into shares of the New Corporation and the original stated capital of the New Corporation are as follows:

1. The number of issued shares of each of the Consolidating Corporations is:

<u>Corporation</u>	<u>Class of Shares</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
Lavelle	Common	10,000	\$10.00
LRM	Common	17,600	\$25.00

2. The number of shares which Lavelle Industries shall have authority to issue is One Million (1,000,000) shares, designated as Common Stock, having a par value of \$2.50 per share.

3. Upon the effective date of consolidation, each of the seventeen thousand six hundred (17,600) shares of Common Stock of the par value of \$25 per share of LRM now issued shall be changed and converted into ten (10) full paid and nonassessable shares of Common Stock of the par value of \$2.50 per share of the New Corporation.

4. Upon the effective date of consolidation, each of the ten thousand (10,000) shares of Common Stock of the par value of \$10 per share of Lavelle now issued shall be changed and converted into twenty-seven and one-half (27-1/2) full paid and non-assessable shares of Common Stock of the New Corporation.

After the effective date of consolidation, each owner of an outstanding certificate or certificates theretofore representing shares of Lavelle and LRM shall be entitled, upon surrendering such certificate or certificates to the New Corporation, to receive in exchange therefor a certificate or certificates representing the number of shares of Common Stock of the New Corporation into which the shares of Lavelle and LRM theretofore represented by the surrendered certificate or certificates shall have been changed and converted as hereinbefore provided. Until so surrendered, each outstanding certificate which, prior to the effective date of the consolidation, represented shares of Lavelle or shares of LRM, shall be deemed, for all corporate purposes, to represent the ownership of the Common Stock of the New Corporation on the basis hereinbefore provided.

5. As a consequence of the aforesaid changes and conversions on the basis hereinbefore provided 451,000 shares of Common Stock of the New Corporation shall be issued; the original stated capital of the New Corporation shall be \$1,127,500 of which \$540,000 shall be derived from the stated capital of the Consolidating Corporations and the balance of \$587,500 shall be derived by transfer from the earned surpluses of the Consolidating Corporations, all as such stated capital and earned surpluses of the Consolidating Corporations existed immediately prior to the effective date of consolidation.

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## SECTION IV

The following statements, requisite to be set forth in Articles of Incorporation for corporations organized under The Business Corporation Act of Illinois, shall apply to LVELLE INDUSTRIES, INC.:

1. The name of the corporation is LVELLE INDUSTRIES, INC. ✓
2. The address of its initial registered office in the State of Illinois is 424 North Wood Street, in the City of Chicago (60622), County of Cook, and the name of its initial Registered Agent at said address is Richard C. Sullivan.
3. The duration of the corporation is perpetual.
4. The purpose or purposes for which the corporation is organized are:

To manufacture, buy, sell, deal in and with goods, wares, merchandise and personal property of every kind and description;

To acquire, own, use, convey and otherwise dispose of and deal in and with real property, wheresoever located, or any interest therein;

To carry on the business of manufacturing, buying, selling, distributing and dealing in and with any and all kinds of rubber, rubber goods and products, and any and all kindred and allied products, including, without limitation, rubber wearing apparel, belting, bands, hose packing, tires, drug sundries, sheeting, novelties and other products, articles and materials related to or in any manner connected with the conduct of a rubber goods business.

5. Paragraph 1 - The aggregate number of shares which the corporation is authorized to issue is 1,000,000, consisting of one class, designated as Common Stock and having a par value of \$2.50 per share.

Paragraph 2 - No holder of shares of any class of the corporation shall have any pre-emptive right to subscribe for or acquire additional shares of the corporation of the same or any other class, whether such shares be hereby or hereafter authorized;

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and no holder of shares of any class of the corporation shall have any pre-emptive right to acquire any shares which may be held in the Treasury of the corporation; all such additional or Treasury shares shall be sold for such consideration, not less than the par value thereof, at such time and to such person or persons as the Board of Directors may from time to time determine.

6. Upon the issuance of the certificate of consolidation 451,000 shares of the Common Stock shall be deemed issued and full paid and the corporation shall thereupon commence business. The stated capital and paid-in surplus shall be as follows:

Stated Capital	\$1,127,500
Paid-In Surplus	None
	<hr/>
TOTAL:	\$1,127,500

7. The number of directors to be elected at the first meeting of shareholders is nine (9).
8. Paragraph 1 - It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$2,500,000.

Paragraph 2 - It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$1,500,000.

Paragraph 3 - It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$6,000,000.

Paragraph 4 - It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$4,000,000.

## SECTION V

If at any time the New Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the New Corporation the title

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to any property or rights of Lavelle or LRM, the proper officers and directors, respectively, of Lavelle and LRM shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the New Corporation, and otherwise to carry out the purposes of this Plan of Consolidation.

The profit sharing plans of the Consolidating Corporations shall be assumed by the New Corporation as divisional profit sharing plans. All other retirement, group insurance and disability plans of the Consolidating Corporations in force and effect at the effective date of the consolidation shall also be assumed by the New Corporation to the extent the Consolidating Corporations may be bound thereby.

Anything herein or elsewhere to the contrary notwithstanding, this Plan of Consolidation may be abandoned by mutual consent of the Consolidating Corporations evidenced by appropriate resolutions of their respective boards of directors at any time prior to the effective date of consolidation.

Cook County Clerk's Office

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## ARTICLE EIGHT

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

~~They agreed that upon execution of these articles of <sup>merger</sup> ~~consolidation~~ by the Secretary of State of the State of Illinois:~~

- ~~1. The <sup>surviving</sup> ~~new~~ 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 <sup>merger</sup> ~~consolidation~~, 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 <sup>surviving</sup> ~~new~~ corporation to accept service of process in any such proceedings; and~~
- ~~3. The <sup>surviving</sup> ~~new~~ 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 <sup>merger</sup> ~~consolidation~~ 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 <sup>merger</sup> ~~consolidation~~ 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 December, 1972

Place  
(Corporate Seal)  
Here

LAVELLE RUBBER CO.

By James R. Rafferty  
President

ATTEST:

Richard C. Sullivan

Its Secretary  
Assistant Secretary

Place  
(Corporate Seal)  
Here

LAVELLE RUBBER MFG. CORPORATION

By John R. Sullivan  
Its ~~President~~  
Vice President

ATTEST:

Wendell Luck

Its Secretary  
Assistant Secretary

(over)

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STATE OF ILLINOIS  
COUNTY OF COOK

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ss.

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I, Viola W. Ayers, a Notary Public, do hereby certify that on the 27th day of December, A.D. 1972, personally appeared before me JAMES R. DOLPHIN,

who declares that he is the President of LAVELLE RUBBER CO., 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.

*Viola W. Ayers*  
Notary Public

Place  
(Notarial Seal)  
Here

STATE OF WISCONSIN  
COUNTY OF RACINE } ss.

I, Bruce Thompson, a Notary Public, do hereby certify that on the 27th day of December, A.D. 1972, personally appeared before me ROBERT L. SULLIVAN,

Vice CORPORATION  
who declares that he is the President of LAVELLE RUBBER MFG., 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.

*Bruce Thompson*  
Notary Public

Place  
(Notarial Seal)  
Here

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5105  
Form BCA-624  
Box 5015 File 249-9

ARTICLES OF  
~~MERGER~~  
CONSOLIDATION

OF

LAVELLE RUBBER CO.

(an Illinois corporation)  
and

LAVELLE RUBBER MFG. CORPORATION

(a Wisconsin corporation)

**FILED**

DEC 29 1972

*Robert L. Sullivan*  
Notary Public

(File in Duplicate)

Filing Fee \$100.00

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

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*NS*  
*Name Change*  
*NS*

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1000 AUG -5 PM 3:21  
HARRY (BUD) YOUNG  
REGISTRAR OF TITLES

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REGISTERED  
729537  
CHICAGO TITLE INS  
G#

CHICAGO TITLE INS  
G#

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