# UNOFFICIAL COPY 0 3 9 1 6 9 9 3 Form #20

3916993 1211.307 Document No. TO THE REGISTRAR OF TITLES COOK COUNTY, ILLINOIS: You are/ directed to register the Document hereto attached 1211.307 Indicated affecting the on the Cartificate\_ following described primises, to-wit: ..... In Block Seventeen (17) in Mile Ole)n's Subdivision of Blocks 13,14,17,18 and 19 of Etreets Subdivinion of the West Helf (4) of the Southeast Quarter (4) of Section 17 and the North Helf (4) of the Northwest Quarter (b) of the Marthesst Quarter (b) of Section 20, all in Township 37 North, Range 14 Sast of the Third Exincipal Meridian, except the Tight-of-way of the Pitteburgh, Cincinneti and St. Louis Vallvead. ..... 3916993 25-20-200-023 1161 west 11th Street, Chicago, IC 60643 Section\_\_\_\_Township\_\_\_\_North, Range\_\_ Third Principal Haridian, Cook County, Illinois.

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Property of Cook County Clerk's Office

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MATORIES

File Number 3839-273-



### To all he where these persents Shall Come, Greeting:

Wherens,

(SEAL)

APTICLES OF MERGER, of THE JOHN ALLAN COMPANY

incorporated under the laws of the State of \_\_\_\_\_\_ have been filed in the Office of the Secretary or State as provided by The "Business Corporation Act" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I. Jim Edgar Secretary of State of the State of Allinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Agolication of the aforesaid corporation.

In Costimony Whereof, Theretoset my hand and auso to be affixed the Great Leab of the State of Illinois.

at the City of Springfield, this 23rd

day of August AD 1983 and

of the Independence of the United States

the two hundred and 8th.

ARTICLES OF COPIES OF COPI

MERGER CONSOLIBATION

tatrike Inspellouble Ward)

ALAN J. DIXON
Secretary of State,
Springfield, Illinois

Date Paid 8 -23 83
Filing Fee \$ 100

Clerk

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

ARTICLE ONE

The plan of market is as follows:

See Exhibit attached hereto.

391699

1943 - 1951 Version 1954

MATICLE TWO 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 Designation of of Shares Class Entitled To Vote as a Class (if any)	No, of Shares of Such Class (If any)
The John Allan Company Elmwood Properties, Inc.	10 35	

NOTE: On the date of adoption of the plan of merger an additional were held in treasury and not entitled to vote:

75

Name of Corporation

Cluss

Number of Shares

Elmwood Properties, Inc.

Common

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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 Sh Voted		Total Shares Voted Against	Class	Shares Voted For	Shares Voted Agalast
The John Allan Company Elmwood Properties, Inc.	10 35	1	~0- ~0-			
IN WITNESS WHEREOF, the unders						
PLACE (Corporate Seal) HERE  Attent: (1 Bernedtte Bennet  Its (Secretary) *** *** *** *** *** *** *** *** *** *	By Goder		ts Cresident	_ M *****	Cor	ingual (in)
STATE OF ILLINOIS SH.			,	(		9
on the day of Aug me	gust og first di	vho d	, A.D. 19 <mark>83</mark> lectures he is worn, acknowled	, perso Preside ged that	nally appe at of the c he signe	ared before corporation, d the fore-

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

Barbara H. Tamohuk Notary Public

PLACE (Notarial Scal) HERE

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	in witness wi							
	XWHRENCE XX to be exc				attested by its	1 Se	eretary, t	his
	PLACE (Curporato Scal)	ig ab c	190	Elmwood By To	Propertie President XX M. Congua	HENRENKKK	MA	<u> </u>
çv	Alteri:  Bernalette Binhe		nett					•
	STATE OF ILLI COUNTY OF COOK	Hois	}. ss.					
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	me Jocel							
	executing the foregoing going articles of merge ments therein contained	t document, a r (or consolid: il are true,	id being : ition) in	(irst duly sworn, the capacity there	acknowledged in set forth an	that he signed declared th	ed the fo at the sta	re- te-
	in witness we	teacease, i m	ivo neren	nto set my mara n	lara A.	Temal	ent	en. V.
	PLACE (Notarial Scal) HERE			K WOOL	COTA'S		Public 8861 \$ 7 5 5 100	
	Form BCA65  Enleg253-5  ARTICLES OF  NERGER ACCONSCIENTION  OF	The John Allan Company Elmwood Properties, Inc.	FILED	AUG 2 3 1983 JUM EDGAR Secretary of State	(File in Duplicate) Filing Fee \$100.00	f merger involves more than two corpora- tions, \$50.00 for each additional corporation.	This highk is for use by comercic corporations only under Sec. & R.CA.	3916993

# UNOFFICIALCORY

### AGREEMENT OF MERGER PURSUANT TO SECTION 65 OF THE BUSINESS CORPORATION ACT OF THE STATE OF ILLINOIS

This Agreement of Merger ("Agreement") is entered into this 31st day of July, 1983 by and between The John Allan Company, an Illinois corporation ("JA") and Elmwood Properties, Inc., an Illinois corporation ("EP") (JA and EP being hereinafter collectively referred to as the "Corporations").

#### WITNESSETH:

WHEREAS, a single shareholder owns all of the issued and outstanding shares of stock of JA , well as all of the issued and outstanding shares of stock of EP; and

WHEREAS, the boards of directors and the shareholder of the Corporations deem it desirable and in the best interests of the Corporations and the shareholder that EP be merged into JA so that operating efficiency may be maintained; and

WHEREAS, JA is duly organized and existing under the Business Corporation Act of the State of Illinois, having been incorporated on the eighth day of January, 1959, and having authorized capital stock consisting of 100 shares of no par value common stock; of which there are 10 shares issued and outstanding; and

WHEREAS, EP is duly organized and existing under the Business Corporation Act of the State of Illinois, having been incorporated on the eighteenth day of June, 1964, and having authorized capital

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stock consisting of 1000 shares of no par value common stock; of which there are 35 shares issued and outstanding and 75 shares held as treasury shares.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, subject to the conditions herein set forth, the Corporations agree as follows:

- 1. The Corporations shall be merged into a single corporation by EP merging into and with JA; JA shall survive the merger (the "Surviving Corporation"; pursuant to the Business Corporation Act of the State of Illinois. Upon such merger, the separate corporate existence of EP shall cease and the Surviving Corporation shall continue in existence, and, without other transfer, succeed to and possess all of the properties, rights, privileges, immunities, powers and franchises, both of a public and private nature, and shall be subject to all of the obligations, restrictions, disabilities and duties of each of the Corporations, all without further act or deed.
- 2. The name of the Surviving Corporation shall be The John Allen Company.
- 3. From and after the effective date of the merger and until thereafter amended as permitted by law, the Certificate of Incorporation and the By-Laws of JA, as are in force on the effective date of the merger, shall be and become the Certificate of Incorporation and By-Laws of the Surviving Corporation.
  - 4. The directors and officers of JA holding office on the

effective date of the merger shall serve as directors and officers of the Surviving Corporation until their successors are elected.

- 5. The manner and basis of converting shares of the Corporations into shares of the Surviving Corporation shall be as follows:
- (a) Each share of common stock of JA immediately prior to the merger shall continue to be one share of common stock of the Surviving Corporation immediately after the merger.
- (b) Upon the effective date of the merger, each share of common stock of EP immediately prior to the merger shall be canceled without further action of the holder thereof or of the Corporations.
- 6. This Agreement of Merger has been submitted to and approved by the stockholder of each of the Corporations as provided by law, and the respective presidents and secretaries of the Corporations shall execute, acknowledge, file, deliver and record all documents and take all actions and do all things necessary, advisable or proper under the law of the State of Illinois, to consummate and make effective the merger, and to carry out the purposes of this Agreement of Merger.
- 7. This Agreement of Merger may be executed in any number of counterparts and all such counterparts and copies shall be and constitute an original instrument.



- 8. The parties hereby, by consent of a majority of their respective boards of directors, may amend, modify or supplement this Agreement of Merger, prior to the effective date of said Agreement in such a manner as may be agreed upon by them in writing. Any such amendment shall be resubmitted to the shareholder of each of the Corporations for approval, as required by the Business Corporation Act of the State of Illinois.
- 9. Anything herein or elsewhere to the contrary notwithstanding, this Agreement of Merger may be terminated at any time
  before the filing and recording of this Agreement of Merger or a
  Certificate of Merger evidencing the merger in the Recorder of
  Deeds office of Cook County, Illinois and in the Secretary of
  State's office of the State of Illinois, whether before or after
  the approval of this Agreement of Merger by the shareholder of the
  Corporations, by mutual written consent of JA and EP.
- 10. The Surviving Corporation shall pay all expenses of carrying this Agreement of Merger into effect and or accomplishing the merger.
- 11. This Agreement of Merger and the merger herein provided for shall become effective, and the separate existence of EP (except insofar as it may be continued by statute) shall cease, as soon as:
- (a) This Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the laws of the State of Illinois, and



(b) This Agreement of Merger or a Certificate of Merger evidencing the merger shall have been filed and recorded in the Recorder of Deeds office of Cook County, Illinois and in the Secretary of State's office of the State of Illinois. The date upon which recordation in the Secretary of State's office of the State of Illinois shall have been completed is referred to in this paragraph 11 as the "effective date".

For accounting purposes only, the directors of the Surviving Corporation may elect to treat the effective date of the merger as of the close of business on the last date of the preceding calendar month.

12. Neither this Agreement of Nevger nor any right, title or interest of either party herein shall be assignable.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed in their respective corporate names by their respective officers thereunto duly authorized on the day and year first above written.

Attesti

Bernadette Bennett

Secretary

THE JOHN ALLAN COMPANY

Jocelyn M. Congue

Its President

Attout

Gernadette Benne

Secretary

ELMWOOD PROPERTIES, INC.

Josefyn M. Conque

Its President

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STATE OF ILLINOIS ) SS. CCUNTY OF COOK

BE IT REMEMBERED that on this 31st day of July, 1983, personally came before me, a Notary Public in and for the County and State aforesaid, Jocelyn M. Congua, President of The John Allan Company, an Illinois corporation, (the "Company"), and she duly executed zaid certificate before me and acknowledged said certificate to be her act and deed and the act and deed of the Company, that the facts stated therein are true, and that the seal affixed to said certificate and attested by the Secretary of the Company is the common or comporate seal of the Company.

IN WITNESS WHEREOF, I have herogeto set my hand and seal of office the day and year aforesaid.

Notary Public

و (Seal)

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#### SECRETARY'S CERTIFICATE

I, BERNADETTE BENNETT, Secretary of Elmwood Properties, Inc., an Illinois corporation (the "Company"), hereby certify as such Secretary and under the seal of the Company, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Company and having been signed on behalf of The John Allan Company, an Illinois corporation, was duly adopted pursuant to Sections 63 and 64 of The Business Corporation Act of Illinois, by Joint Consent of the shareholder and the directors of the Company, which Agreement of Merger was thereby adopted as the act of said shareholder and directors and the duly adopted agreement and act of the Company.

WITNESS my hand and the seal of the Company as of this 31st day of July, 1983.

Bernadette Benneut, Secretary

(Corporate Seal)

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STATE OF ILLINOIS )
) SS.
COUNTY OF COOK )

BE IT REMEMBERED that on this 31st day of July, 1983, personally came before me, a Notary Public in and for the County and State aforesaid, Jocelyn M. Congua, President of Elmwood Properties, Inc., an Illinois corporation, (the "Company"), and she duly executed said certificate before me and acknowledged said certificate to be her act and deed and the act and deed of the Company, that the facts stated therein are true, and that the seal affixed to said certificate and attested by the Secretary of the Company is the common or corporate seal of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

(SEAL

### SECRETARY'S CERTIFICATE

an Illinois corporation (the "Company"), hereby certify as such Secretary and under the seal of the Company, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Company and having been signed on behalf of Elmwood Properties, Inc., an Illinois corporation, was duly adopted pursuant to Sections 63 and 64 of The Business Corporation Act of Illinois, by Joint Consent of the shareholder and the directors of the Company, which Agreement of Merger was thereby adopted agreement and act of the Company.

WITNESS my hand and the seal of the Company as of this 31st day of July, 1983.

Bernadette Bennett, Lecretary

(Corporate Seal)

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