

**ARTICLES OF MERGER,  
CONSOLIDATION OR EXCHANGE**

Business Corporation Act

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

Filing fee is \$100, but if merger or  
consolidation involves more than two  
corporations, submit \$50 for each  
additional corporation.

\_\_\_\_\_ File # \_\_\_\_\_ Filing Fee: \$ \_\_\_\_\_ Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.**

1. Names of Corporations proposing to <sup>merge</sup> consolidate and State or Country of incorporation.  
<sub>exchange shares</sub>

Name of Corporation	State or Country of Incorporation	Corporation File Number
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the <sup>surviving</sup> new corporation: \_\_\_\_\_  
<sub>acquiring</sub>

b. Corporation shall be governed by the laws of: \_\_\_\_\_

**For more space, attach additional sheets of this size.**

4. Plan of <sup>merger</sup> consolidation is as follows:  
<sub>exchange</sub>

merger  
 5. The consolidation was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the  
 exchange state under which it is organized, and (b) as to each Illinois Corporation, as follows:

**The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions.  
 (See Article 7 on page 3.)**

**Mark an “X” in one box only for each Illinois Corporation.**

	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. <b>(§11.20)</b>	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Name of Corporation: _____	_____	_____	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.**

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring 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 merger, consolidation or exchange 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, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring 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 merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

**7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.**

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**b. Not applicable to 100 percent-owned subsidiaries.**

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_, \_\_\_\_\_.  
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

**8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.**

Dated \_\_\_\_\_, \_\_\_\_\_  
Month Day Year \_\_\_\_\_  
Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature

\_\_\_\_\_  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month Day Year \_\_\_\_\_  
Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature

\_\_\_\_\_  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month Day Year \_\_\_\_\_  
Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature

\_\_\_\_\_  
Name and Title (type or print)