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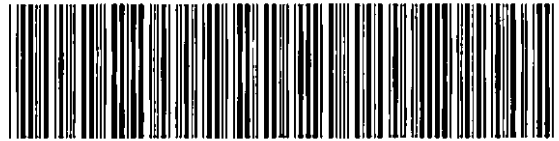
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S. YOUNG

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 8/31/2018

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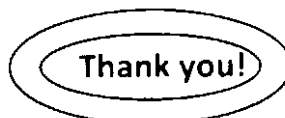
Name:	CDA-COC MERGER CO., INC.
Document #:	
Order #:	11136929

Certified Copy of Arts & Amend:	☐		
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Amount: \$ 70.00



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CDA-COC Merger Co., Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Crystal Airriess, Paralegal

Contact Person

Godfrey & Kahn, S.C.

Firm/Company

833 East Michigan Street, Suite 1800

Address

Milwaukee, Wisconsin 53202

City/State and Zip Code

cairriess@gklaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Crystal Airriess

Name of Contact Person

At (414)

273-3500

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CDA-COC Merger Co., Inc.	Florida	P18000072601
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Chicago Downs Association, Inc.	Illinois	N/A
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR at 11:59 EST on 8/31/2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 31, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 31, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

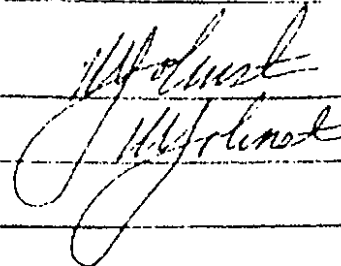
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

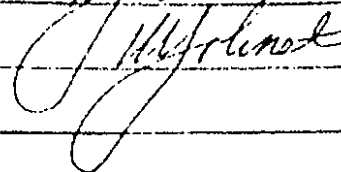
Typed or Printed Name of Individual & Title

Chicago Downs Association, Inc.



William H. Johnston III, President

CDA-COC Merger Co., Inc.



William H. Johnston III, President

EXHIBIT A
PLAN OF MERGER
OF
CHICAGO DOWNS ASSOCIATION, INC.
WITH AND INTO
CDA-COC MERGER CO, INC.

1. The names of the corporations proposing to merge are Chicago Downs Association, Inc., an Illinois corporation ("CDA") and CDA-COC Merger Co., Inc., a Florida corporation ("Merger Co." or the "Surviving Corporation").
2. CDA shall merge with and into Merger Co. and the Surviving Corporation shall exist by virtue and under the laws of the State of Florida. The corporate identity, existence, franchises, rights and immunities of Merger Co. shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, franchises, rights and immunities of CDA shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of CDA, except insofar as it may be continued by reason of the laws of the State of Florida, shall cease upon the Effective Date (as hereinafter defined) and thereupon CDA and the Surviving Corporation shall become and exist as a single corporation. Treasury shares of CDA capital stock will be cancelled for no consideration.
3. On the Effective Date, all of the issued and outstanding shares of capital stock of CDA held by the shareholders of CDA shall be deemed to be cancelled without further consideration. The shareholders of CDA shall surrender to the Surviving Corporation any stock certificates held representing their issued and outstanding shares of capital stock of CDA in exchange for an equal number of shares of capital stock of the Surviving Corporation.
4. The Articles of Incorporation of Merger Co., as amended, in existence on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation.

5. The Bylaws of Merger Co. in existence on the Effective Date shall be and remain the Bylaws of the Surviving Corporation.

6. The members of the Board of Directors of Merger Co. as of the Effective Date shall be and remain the directors of the Surviving Corporation and each such director shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and/or until his or her successor is duly elected and qualified.

7. The street address of the Surviving Corporation's principal place of business is 600 West 22nd Street, Suite 306, Oak Brook, IL 60523.

8. This Plan of Merger shall become effective as of 11:59 p.m. Eastern Standard Time on August 31, 2018, herein sometimes referred to as the "Effective Date." On the Effective Date, the separate existence of CDA shall cease and CDA shall be merged with and into Merger Co. in accordance with the provisions of this Plan of Merger.

9. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises, and the Surviving Corporation shall be subject to all the restrictions, disabilities and duties, of CDA, and all property, real, personal and mixed, and all debts due to CDA on whatever account, including choses in actions, shall be vested in the Surviving Corporation; and all property, rights, privileges, franchises and each and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of CDA.