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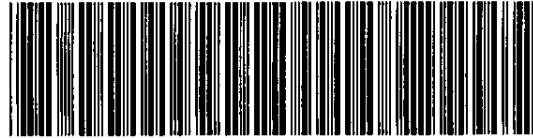
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FILED  
2012 APR -5 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PPD*  
*4/16/12*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

TERRY D. ANDERSON

Contact Person

WILLIAMSMcCARTHY LLP

Firm/Company

P.O. BOX 219

Address

ROCKFORD, IL 61105

City/State and Zip Code

tanderson@wilmac.com

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

For further information concerning this matter, please call:

NANCY A. GOUGH

Name of Contact Person

At ( 815 )

398-7796

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)

FILED

2012 APR -5 PM 4: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
Illinois Magnuson Industries, Incorporated	Illinois	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Magnuson Industries, Incorporated	Florida	F63327

**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**      /      /      (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.)

**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 March 8, 2012.

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 March 8, 2012.

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

Illinois Magnuson Industries, Incorporated



Stewart S. Magnuson - President

Magnuson Industries, Incorporated



Stewart S. Magnuson - President

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**AGREEMENT AND PLAN OF MERGER**  
**merging**  
**MAGNUSON INDUSTRIES, INCORPORATED**  
**(a Florida corporation)**  
**into**  
**ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED**  
**(an Illinois corporation)**

THIS AGREEMENT AND PLAN OF MERGER, dated this 8<sup>th</sup> day of March, 2012, made by and between MAGNUSON INDUSTRIES, INCORPORATED, a Florida corporation, (hereinafter sometimes called the "Merging Corporation"), with its principal office in the State of Florida at 41 N. Ring Avenue, Tarpon Springs, FL 34689, and with its principal office in the State of Illinois at 3005 Kishwaukee Street, Rockford, IL 61109; and ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED, an Illinois corporation, (hereinafter sometimes called the "Surviving Corporation"), with its principal office in the State of Illinois at 3005 Kishwaukee Street, Rockford, IL 61109.

**WITNESSETH THAT:**

WHEREAS, MAGNUSON INDUSTRIES, INCORPORATED is a corporation duly organized and existing under the laws of the State of Florida having been incorporated on January 15, 1982 and having an authorized capital stock consisting of 10,000 shares, all of which are of one class without par value of which 1,960 shares are issued and outstanding.

WHEREAS, ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED is a corporation duly organized and existing under the laws of the State of Illinois having been incorporated on March 8, 2012 and having an authorized capital stock consisting of 10,000 shares, all of which are of one class without par value of which 1,960 shares are issued and outstanding.

WHEREAS, the Board of Directors of the Surviving Corporation deem it advisable that the Merging Corporation and Surviving Corporation merge and they have duly approved and authorized the form of this Agreement and Plan of Merger; and,

WHEREAS, the laws of the State of Illinois permit such a merger, and both corporations desire to merge under and pursuant to the provisions of the laws of their respective states;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that MAGNUSON INDUSTRIES, INCORPORATED shall be and it is hereby merged into ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED, which shall be the Surviving Corporation, and the terms and the mode of carrying it into effect are and shall be as follows:

1. The name of the Surviving Corporation is ILLINOIS MAGNUSON

INDUSTRIES, INCORPORATED, an Illinois corporation. The name of the Merging Corporation is MAGNUSON INDUSTRIES, INCORPORATED, a Florida corporation. The Merging Corporation, by its adoption of this Agreement and Plan of Merger, agrees to merge itself into the Surviving Corporation, and the Surviving Corporation, by its adoption of this Agreement and Plan of Merger, agrees to merge the Merging Corporation into itself. The Surviving Corporation, upon the merger provided for herein, shall be ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED, an Illinois corporation.

2. This Agreement and Plan of Merger shall be approved and adopted by the Board of Directors of the Surviving Corporation and of the Merging Corporation, and shall, by resolution of the Board of Directors of the Merging Corporation, be submitted to a vote of the shareholders of the Merging Corporation.

3. The effective date of the merger shall be the date filed by the Secretary of State (hereinafter sometimes called the "Effective Date of Merger").

4. Upon the Effective Date of Merger, the Surviving Corporation and the Merging Corporation shall become a single merged corporation which shall be ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED existing under and by virtue of the laws of the State of Illinois. Thereafter, the separate operations of the Merging Corporation, shall cease except insofar as otherwise provided by law or as required for carrying out the purposes of this plan of merger.

5. Upon the Effective Date of Merger, because all shares of the outstanding capital stock of the Merging Corporation and the Surviving Corporation is currently owned by the same shareholder, no additional shares shall be issued by the Surviving Corporation to reflect the ownership interests of the shareholder after the Effective Date. Shares of the Merging Corporation shall be deemed canceled as of the Effective Date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled promptly after the Effective Date. The then outstanding shares of the Surviving Corporation shall thereafter constitute all of the outstanding stock in such Surviving Corporation.

6. The Articles of Incorporation of ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED shall be amended to change its name to MAGNUSON INDUSTRIES, INCORPORATED.

7. The By-laws of ILLINOIS MAGNUSON INDUSTRIES, INCORPORATED shall be the By-laws of the Surviving Corporation and those persons serving as directors and officers of the Merging Corporation prior to the merger shall be directors and officers of the Surviving Corporation.

8. Upon the consummation of the merger, all and singular rights, privileges, powers and franchises of the Merging Corporation both of a public and private nature, all property and assets, real, personal and mixed, of the Merging Corporation, all debts due on whatever account to the Merging Corporation, and all and every other interest of the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation as effectually as they were

vested in the Merging Corporation, without further act or deed; and all property, assets, rights, privileges, powers and franchises, and all and every other interest of the Merging Corporation shall be as effectually the property of the Surviving Corporation as they were of the said Merging Corporation, and the title to any and all real estate, vested in the Merging Corporation, shall not be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; provided that all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall from and after the Effective Date of Merger attach to the Surviving Corporation and be enforceable against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the merger provided for herein had not taken place and as if the Surviving Corporation had been substituted in its place.

9. Notwithstanding anything herein to the contrary, this Agreement and Plan of Merger may be terminated or abandoned before it is filed, without further action or approval by the shareholders of any of the corporations, by the Board of Directors of either the Merging Corporation or the Surviving Corporation if, in the judgment of such Board, it appears inadvisable to proceed with the merger.

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed this Agreement and Plan of Merger under the corporate seals of their respective corporations as of the day and year first above written.

Merging Corporation:

MAGNUSON INDUSTRIES, INCORPORATED

BY:

Stewart Magnuson  
Stewart Magnuson, President

ATTESTED:

BY: Nancy A. Gough  
Nancy A. Gough, Secretary

Surviving Corporation:

ILLINOIS MAGNUSON INDUSTRIES,  
INCORPORATED

BY:

Stewart Magnuson  
Stewart Magnuson, President

ATTESTED:

BY: Nancy A. Gough  
Nancy A. Gough, Secretary