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Fudnick-Wolfe record
Suite 1800
203 N La Salle
Chic, IL 60601-1293
Attn: Geoffrey Edelstein



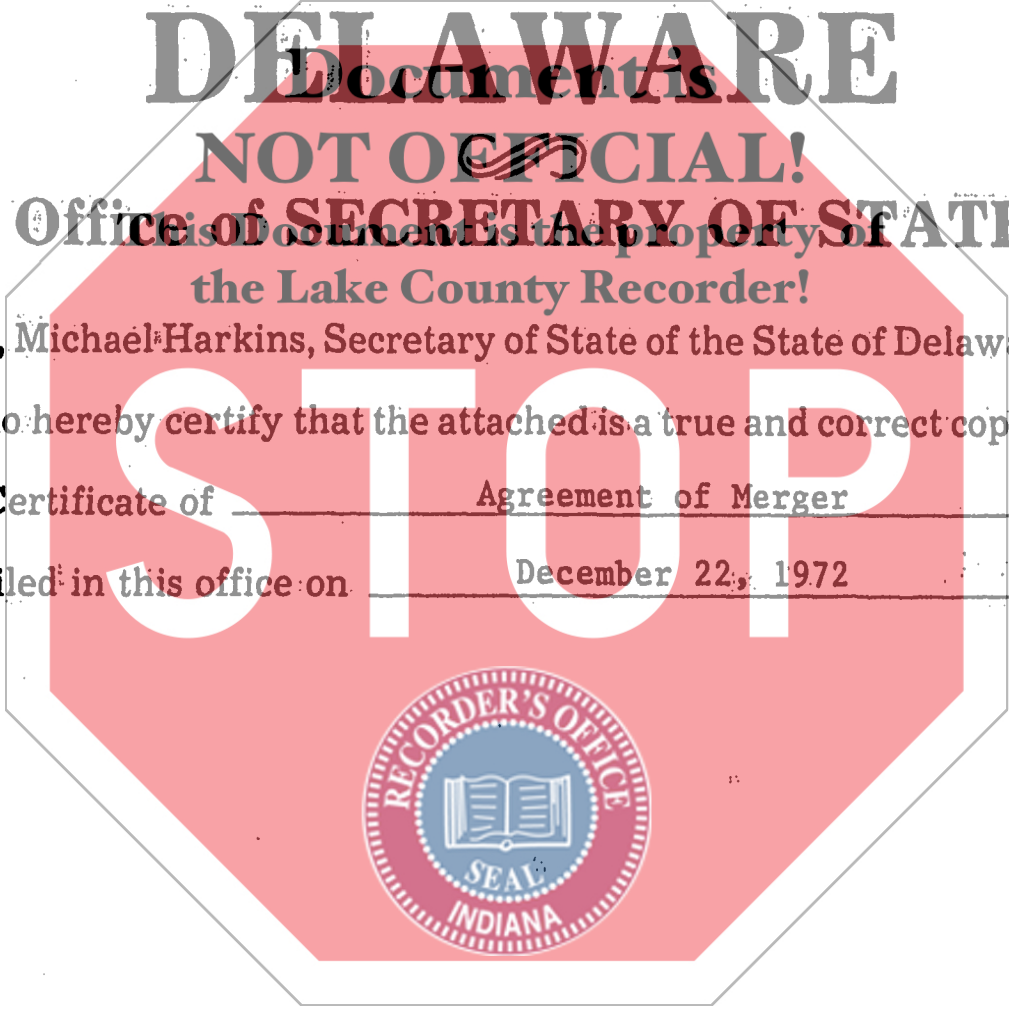
State of

DELAWARE

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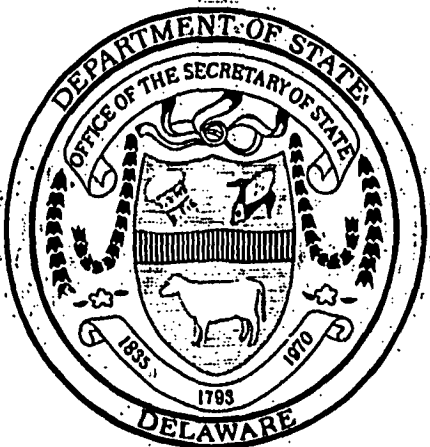
I, Michael Harkins, Secretary of State of the State of Delaware;
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on December 22, 1972



CHICAGO TITLE INSURANCE COMPANY
INDIANA DIVISION

STATE OF INDIANA/S.S. NO.
LAKE COUNTY
FILED FOR RECORD

JUN 13 10 13 AM '90
ROBERT W. ...
RECORDER



Michael Harkins
Michael Harkins, Secretary of State

BY: M. Magnusson

DATE: June 7, 1990

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OK

AGREEMENT AND PLAN OF MERGER

between

NEW HYRE COMPANY

(a Delaware corporation)

and

HYRE ELECTRIC COMPANY

(an Illinois corporation)

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Agreement and Plan of Merger made and entered into this 29th day of November, 1972, between NEW HYRE COMPANY, a Delaware corporation (hereinafter referred to as the "Delaware Corporation" or "Surviving Corporation") and HYRE ELECTRIC COMPANY, an Illinois corporation (hereinafter referred to as the "Illinois Corporation") (said corporations hereinafter referred to jointly as the "Constituent Corporations").

A. The Delaware Corporation is a corporation duly organized and existing under the laws of the State of Delaware having its principal office in the State of Delaware at No. 100 West 10th Street, Wilmington, Delaware.

B. The Illinois Corporation is a corporation duly organized and existing under the laws of the State of Illinois having its principal office in the State of Illinois at 2320 West Ogden Avenue, Chicago, Illinois.

C. The total number of shares which the Delaware Corporation has authority to issue is 10,000 Common Shares of the par value of \$10 per share, of which 100 shares are issued and outstanding.

D. The total number of shares which the Illinois Corporation has authority to issue is 10,000 Common Shares of the par value of \$10 per share, of which 1,580.8 shares are issued and outstanding and 6,659.2 shares are issued and held as treasury shares.

E. The respective boards of directors of the Delaware Corporation and the Illinois Corporation have determined that it is advisable that the Illinois Corporation be merged into the Delaware Corporation and have approved such merger on the terms and conditions hereinafter set forth in accordance with applicable provisions of the laws of the States of Illinois and Delaware.

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The Delaware Corporation and the Illinois Corporation hereby agree; each with the other, as follows:

ARTICLE I

The Illinois Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with the applicable provisions of the laws of Illinois and Delaware, by the Illinois Corporation merging into the Delaware Corporation which shall be the continuing and surviving corporation.

ARTICLE II

The Certificate of Incorporation of the Delaware Corporation is hereby amended by striking Article FIRST in its entirety and substituting in lieu thereof, a new Article FIRST reading as follows:

FIRST: The name of the corporation is NYRE ELECTRIC COMPANY.

The Certificate of Incorporation of the Delaware Corporation, as hereinabove amended, shall constitute the composite Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Schedule 1 hereto and made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full herein. The Certificate of Incorporation as set forth in said Schedule 1, as filed in Delaware, and separate and apart from this Agreement and Plan of Merger may be certified separately as the Certificate of Incorporation of the Surviving Corporation.

ARTICLE III

Upon the merger becoming effective:

1. The Constituent Corporations shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Illinois Corporation shall cease except to the extent provided by the laws of the State of Illinois in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, as well of a public as of a private nature, of each of the Constituent 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 Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

3. The Surviving Corporation shall be responsible and liable for all of the debts, duties, liabilities and obligations of each of the Constituent Corporations of every kind and character whatsoever; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. The by-laws of the Delaware Corporation as existing and constituted immediately prior to the date merger shall become effective shall be and constitute the by-laws of the Surviving Corporation, until altered, amended or repealed.

5. The directors and officers of the Delaware Corporation immediately prior to the date the merger shall become effective shall be and constitute the directors and officers of the Surviving Corporation.

6. The 100 shares of Common Stock of the Delaware Corporation owned and held by the Illinois Corporation immediately prior to the merger becoming effective shall be cancelled and no shares of the Delaware Corporation shall be issued in respect thereof, and the capital account of the Surviving Corporation shall be deemed to be reduced by the amount of \$1,000, the amount represented by said 100 shares.

7. Each of the issued Common Shares, \$10.00 par value, of the Illinois Corporation shall be and become converted automatically by virtue of the merger, and without further action of either Constituent Corporation or their stockholders, into one fully paid and nonassessable share of Common Stock, \$10.00 par value, of the Surviving Corporation.

8. Each owner of an issued certificate or certificates representing Common Shares of the Illinois Corporation shall be entitled upon surrendering such certificate or certificates to the Surviving Corporation to receive in exchange therefore a certificate or certificates representing the same number of shares of Common Stock of the Surviving Corporation. Until so surrendered the issued shares of the stock of the Illinois Corporation to be converted into the stock of the Surviving Corporation as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place.

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ARTICLE IV

If at any time the Surviving Corporation shall determine that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Illinois Corporation, the Illinois Corporation shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE V

The assets, liabilities, reserves and accounts of the Illinois Corporation shall be taken up on the books of the Surviving Corporation as at the effective date of this Agreement and Plan of Merger in the respective amounts at which they shall at the time be carried on the books of the Illinois Corporation.

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ARTICLE VI

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The Delaware Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Agreement and Plan of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VII

All corporate actions, plans, policies, contracts, approvals and authorizations of the Illinois Corporation, its shareholders, Board of Directors, committee elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the date the merger becomes effective, shall be taken for all purposes as the actions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to the Illinois Corporation. The employees of the Illinois Corporation shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees of the Illinois Corporation.

ARTICLE VIII

This Agreement and Plan of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Agreement and Plan of Merger of said corporations upon the approval or adoption thereof by holders of the common shares of the Illinois Corporation in accordance with the laws of the State of Illinois and by the stockholders of the Delaware corporation in accordance with the laws of the State of Delaware, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the laws of the State of Illinois and Delaware.

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Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the Illinois Corporation by appropriate resolution of its Board of Directors at any time prior to the effective date of the merger if, in the sole judgment of the Board of Directors of the Illinois Corporation, such abandonment is necessary or desirable.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto, and the corporate seal affixed.

NEW HYRE COMPANY



By 
President

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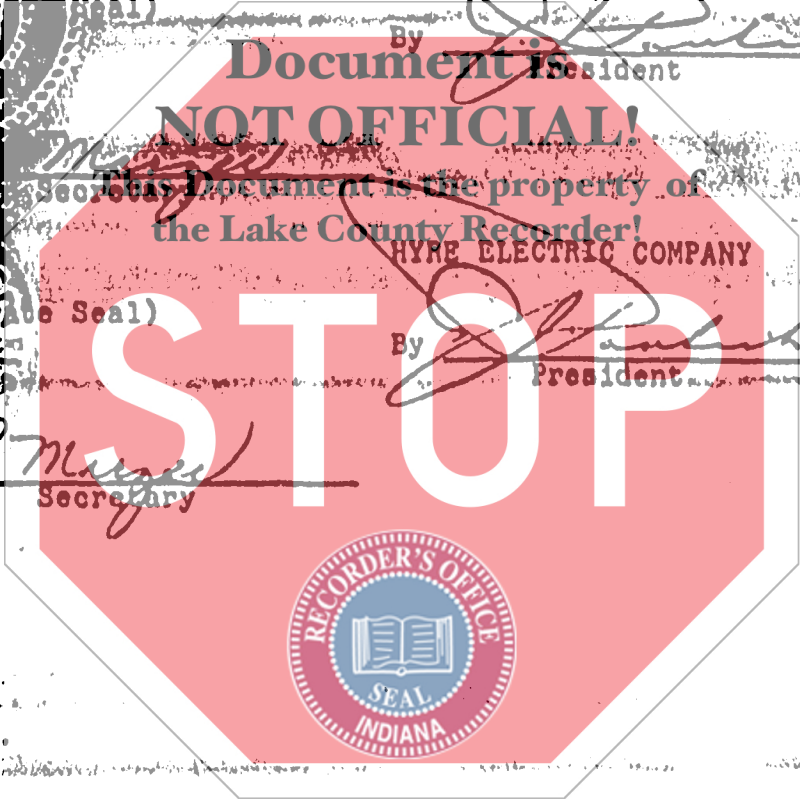
HYRE ELECTRIC COMPANY



By 
President

Seal)

Secretary



I, ~~Laura Marzec~~, Secretary of NEW HYRE COMPANY,
a corporation organized and existing under the laws of the
State of Delaware, hereby certify, as such Secretary and under
the seal of the said corporation, that the Agreement and Plan of
Merger to which this certificate is attached, after having been
first duly signed on behalf of the said corporation and having
been signed on behalf of ~~HYRE ELECTRIC COMPANY~~, a corporation of
the State of Illinois, was duly adopted pursuant to section 228
of Title 8 of the Delaware Code of 1953, by the written consent
of the sole stockholder of the corporation, which Agreement and
Plan of Merger was thereby adopted as the act of the stockholder
of said NEW HYRE COMPANY, and the duly adopted agreement and
act of the said corporation.

WITNESS my hand and seal of said NEW HYRE COMPANY,
on this ~~28th~~ day of November, 1972.

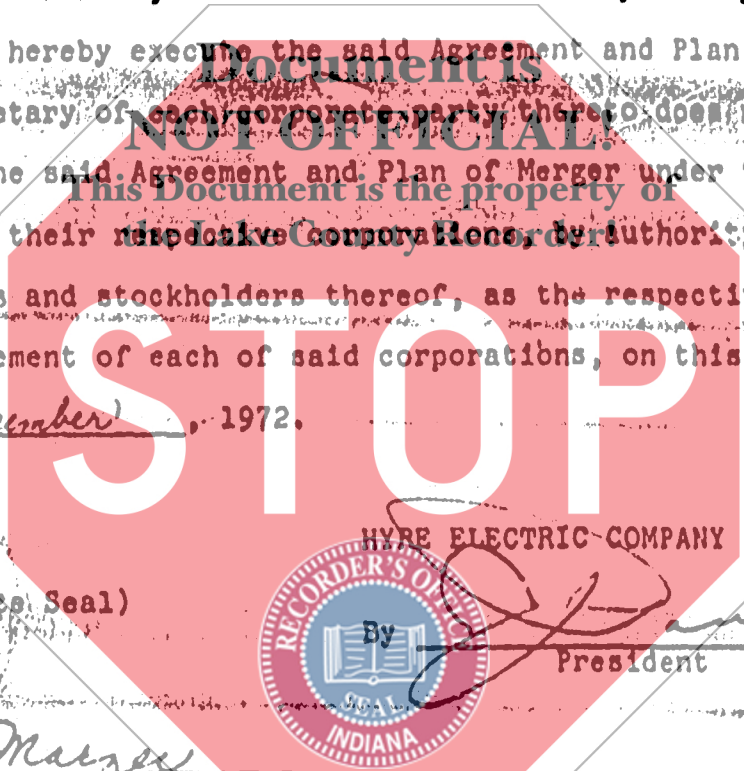


L. Marzec
Secretary



SEAL)

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Act of the State of Illinois, the President of each corporate party thereto does now hereby execute the said Agreement and Plan of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement and Plan of Merger under the corporate seals of their respective Corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 18th day of December, 1972.



(Corporate Seal)

ATTEST:

L. Marzoo
Secretary



HYRE ELECTRIC COMPANY

By

J. Paulik
President

(Corporate Seal)

ATTEST:

L. Marzoo
Secretary

NEW HYRE COMPANY

By

J. Paulik
President

STATE OF ILLINOIS)

COUNTY OF COOK)

as:

BE IT REMEMBERED that on this 18th day of December,

1972, personally came before me, a Notary Public in and for the

County and State aforesaid, Albert J. Pavlick, President of

HYRE ELECTRIC COMPANY, a corporation of the State of Illinois,

and he duly executed said Agreement and Plan of Merger before me

and acknowledged the said Agreement and Plan of Merger to be his

act and deed and the act and deed of said corporation and the

facts stated therein are true; and that the seal affixed to said

Agreement and Plan of Merger and attested by the Secretary of

said corporation is the common or corporate seal of said cor-

poration.

IN WITNESS WHEREOF, I have hereunto set my hand and

seal of office the day and year aforesaid.



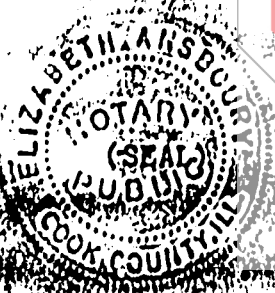
Elizabeth Osbourne
Notary Public



STATE OF ILLINOIS)
COUNTY OF COOK) as:

BE IT REMEMBERED that on this 18th day of December, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, Albert J. Pavlick, President of NEW HYRE COMPANY, a corporation of the State of Delaware, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

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



Elizabeth A. Hsbcu
Notary Public

CERTIFICATE OF INCORPORATION

OF

HYRE ELECTRIC COMPANY

FIRST. The name of the corporation is HYRE ELECTRIC COMPANY.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Dollars (\$10.00), amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

At all elections of Directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock, multiplied by the number of Directors to be elected, and he may cast all of such votes for a single Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

FIFTH. The name and mailing address of the sole incorporator is as follows:

HYRE ELECTRIC COMPANY, an Illinois corporation
2320 West Ogden Avenue, Chicago, Illinois

SIXTH. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Howard M. Cavanaugh	2320 West Ogden Avenue, Chicago, Ill.
Albert J. Pavlick	"
Laura Marzec	"

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

NINTH. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

TENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this its act and deed and the facts herein stated are true, and accordingly has hereunto set its hand and seal this 20th day of November, 1972.



ATTEST:
(Corporate Seal)

[Signature]
Secretary

