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State of Delaware  
Office of the Secretary of State

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Chicago Title Insurance Company

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "CAPITAL AND REGIONAL PROPERTIES CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "CENTERPOINT PROPERTIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND UNDER THE NAME OF "CENTERPOINT PROPERTIES CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1993, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY LAWS OF THE STATE OF MARYLAND.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE APPROPRIATE COUNTY RECORDER OF DEEDS ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1993 FOR RECORDING.



JAN 19 11 53 AM '94  
STATE RECORDER

STATE OF INDIANA  
LAKE COUNTY  
FILED IN DEEDS



*William T. Quillen*  
William T. Quillen, Secretary of State

AUTHENTICATION: \*4167296  
DATE: 11/30/1993

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**AGREEMENT OF MERGER**

**OF**

**CAPITAL AND REGIONAL PROPERTIES CORPORATION**  
a Delaware corporation

**WITH AND INTO**

**CENTERPOINT PROPERTIES CORPORATION**  
a Maryland corporation

Pursuant to the General Corporation Law  
of the State of Delaware

**Document is**

**NOT OFFICIAL!**

This Agreement of Merger (the "Agreement") is entered into by and among CAPITAL AND REGIONAL PROPERTIES CORPORATION, a corporation formed under the laws of the state of Delaware (the "Delaware Corporation"), and CENTERPOINT PROPERTIES CORPORATION, a corporation formed under the laws of the state of Maryland (the "Maryland Corporation"). Both of said corporations are herein-after sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation."

WHEREAS, the Delaware Corporation is a corporation duly organized under the laws of the state of Delaware, having been incorporated under the name CAPITAL AND REGIONAL HOLDINGS CORPORATION on April 17, 1984, and having an authorized capital stock consisting of 1,000 shares of voting Common Stock, without par value, of which 960 are issued and outstanding, of which 720 shares are owned by the Maryland Corporation and 240 shares are owned by John S. Gates, Jr. ("Gates"); and

WHEREAS, CENTERPOINT PROPERTIES CORPORATION is a corporation duly organized under the laws of the state of Maryland, having been incorporated on August 16, 1993, and having an authorized capital stock consisting of 50,000,000 shares of Common Stock, \$0.001 par value per share, of which 1,008,478 shares are issued and outstanding, and 10,000,000 shares of Series Preferred Stock, \$0.001 par value per share, of which no shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable that the Delaware Corporation be merged with and into the Maryland Corporation pursuant to the terms of this Agreement; and

WHEREAS, the laws of the states of Delaware and Maryland permit such a merger; and

WHEREAS, the Board of Directors and both of the stockholders of the Delaware Corporation, and the Board of Directors and the sole stockholder of the Maryland Corporation, have approved and adopted this Agreement by unanimous written consent;

NOW THEREFORE, the Constituent Corporations agree as follows:

1. Plan of Merger. The Delaware Corporation shall be merged with and into the Maryland Corporation, which shall survive the merger (the "Surviving Corporation"). The separate existence of the Delaware Corporation shall cease, except as may be continued by statute, and the existence of the Maryland Corporation shall continue. The Surviving Corporation shall be governed by the laws of the State of Maryland.

2. Effective Date. The merger contemplated by this Agreement shall become effective on November 30, 1993.

3. Shares. Upon the effective date of the merger, all of the issued and outstanding shares of the Delaware Corporation owned by the Maryland Corporation will be cancelled. All of the issued and outstanding shares of the Delaware Corporation owned by Gates will be converted into and become 252,669 shares of the Common Stock of the Surviving Corporation. From and after the effective date of the merger, the 1,008,478 shares of the Common Stock of the Maryland Corporation issued and outstanding immediately prior to the merger will continue without change as 1,008,478 issued and outstanding shares of the Common Stock of the Surviving Corporation.

4. Certificate of Incorporation. The Certificate of Incorporation of the Maryland Corporation in effect on the effective date of this merger shall continue as the Certificate of Incorporation of the Surviving Corporation.

5. By-Laws. The By-Laws of the Maryland Corporation in effect on the effective date of this merger shall continue as the By-Laws of the Surviving Corporation.

6. Directors and Officers. The persons who are the directors and officers of the Maryland Corporation on the effective date of this merger shall continue as the directors and officers of the Surviving Corporation.

7. Effect of the Merger. From and after the effective date of this merger:

(a) The Surviving Corporation shall possess all of the rights, privileges, immunities, and franchises, both of a public or a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, all debts due on whatever

account, including subscriptions to shares, and all choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be transferred to and vested in the Surviving Corporation, without further act or deed, and title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

(b) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any 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 any Constituent Corporation shall be impaired by the merger.

IN WITNESS WHEREOF, the Constituent Corporations, by their duly authorized officers, have executed this Agreement as of the 29<sup>th</sup> day of the Lake County Recorder!

**STOP**

CAPITAL AND REGIONAL PROPERTIES CORPORATION

By: [Signature]  
John S. Gates, Jr., President

ATTEST:

[Signature]  
Richard A. Ungarotti,  
Assistant Secretary



CENTERPOINT PROPERTIES CORPORATION

By: [Signature]  
John S. Gates, Jr., President

ATTEST:

[Signature]  
Paul S. Fisher, Secretary

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**ASSISTANT SECRETARY'S CERTIFICATE**

I, the undersigned Richard A. Ungaretti, being the duly elected, qualified and acting Assistant Secretary of CAPITAL AND REGIONAL PROPERTIES CORPORATION, a corporation formed under the laws of the State of Delaware (the "Delaware Corporation"), do hereby certify as such Assistant Secretary that the holders of all of the issued and outstanding stock of the Delaware Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

**This Document is the property of  
the Lake County Recorder!**

IN WITNESS WHEREOF, I have executed this certificate on the 29<sup>th</sup> day of November, 1993.

  
Richard A. Ungaretti, Assistant  
Secretary of CAPITAL AND REGIONAL  
PROPERTIES CORPORATION



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SERVICE OF PROCESS

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The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of CAPITAL AND REGIONAL PROPERTIES CORPORATION arising from the merger, including the rights of any dissenting stockholders. This Document is the only appoints the Secretary of State of Delaware, as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process, and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at:  
CenterPoint Properties Corporation  
401 North Michigan Avenue, Suite 3000  
Chicago, IL 60611

unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.