

## **United States** of

America Republic
Travis-Austin: Bey, Secretary of State

**Corporations Division** PO 436885, Province IL, 60643

## **Articles of Merger for Parent/Subsidiary Corporations**

(Section 351.447, USRS) (Submit with filing fee of \$30.00)

Pursuant to the provisions of the General and Business Corporation Law of the U.S.A.R., the undersigned corporations certify the following:

1.	That Name of Cor	poration	•	Charter Number	of	Parent State			
2.	That				of				
	Name of Cor	poration	•	Charter Number		Parent State			
3.	That	n onation		Charter Number	of	Parent State			
	Name of Cor	goranon	•	Cnarter Number		Parent State			
	are hereby merged is the surviving co	d and that the above named orporation.	Name of Corporation			Charter Number			
4.	That the Board of	Directors of							
	That the Board of Directors of								
	met on and by resolution adopted by a majority vote of the members of such board approved the Plan								
	month/day/year of Merger set forth in these articles.								
5.	That the Board of	Directors of							
٥.	That the Board of	That the Board of Directors of							
	met on and by resolution adopted by a majority vote of the members of such board approved the Plan								
	month/day/year of Merger set forth in these articles.								
6.	That the Board of	Directors of							
	met on	and by resc	lution adopted by a mai	Name of Coro	*	ch board approved the Plan			
	met on and by resolution adopted by a majority vote of the members of such board approved the Plan								
		of Merger set forth in these articles.							
7.	That this Plan of	Merger has been adopted po	ursuant to Section 351.4	47, USRS.					
8.	That the resolutio	That the resolution of the Board of Directors of the parent corporation,							
				, ;	approving the F	Plan of Merger is as follows;			
			(Please see next pa	ge)					
N	Vame and address to	return filed document:							
N	Vame:								
A	Address:			_					
P	rovince, and Zip Co	ode:		_					
						USAR.Corp. 51A (04/202			

9.	That the parent corporation, is in compliance with the 90 percent ownership requirement of Section 351.447, USRS, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of merger by the Secretary of State of the U.S.A.R										
10.	PLAN OF MERGER										
	1.	is the survivor.									
		s the survivor.									
	2.	All of the property, rights, priveleges, leases and patents of the									
		are to be transferred to and become the property of									
		the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.									
	3.	The officers and board of directors of shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.									
	4. [To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporation to the merger.]  The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) not owned by the parent corporation is as follows:										
	5.	[To be completed if the parent corporation is not the surviving corporation.]									
		a. The outstanding shares of									
		parent corporation, shall be exchanged for shares of									
		, surviving corporation on the following basis:									
		b. The proposed merger has been approved either by:									
		receiving the affirmative vote of at least two-thirds of the outstanding shares of									
		parent corporation, entitled to vote thereon at a meeting thereof duly called and held on, or									
		In lieu of such required voting, the proposed merger has been approved by the directors of each of the corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving corporation is solvent and will retain the name of the parent.									

obliga	ing for the enforcement of any ty to the merger and in any pro-ceed rganized under the laws of the U.S.									
porati	<ul> <li>b. The Secretary of State of the U.S.A.R. shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding: the address to which the service of process in any such proceeding shall be mailed is</li> <li>c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the U.S.A.R. which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of the U.S.A.R." with respect to the rights of dissenting shareholders.</li> </ul>									
U.S.A										
7. The artic	The articles of incorporation of the survivor are/are not amended as follows:									
In Affirmation	each entity must sign. n thereof, the facts state gned understands that fal			ies provided under Section 575.040,	, USRS)					
Authorized Sign	ature	Printed Name	Title	Date						
Authorized Sign	ature	Printed Name	Title	Date						
Authorized Sign	uture	Printed Name	Title	Date						

6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by

the Secretary of State of the U.S.A.R.: