

# P 01135

CT CORPORATION SYSTEM

CORPORATION(S) NAME

I. Kela, Company Merging into: Illinois Tool Works Inc.

0

01 DEC 27 PM 12:32  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FILED

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

RECEIVED  
01 DEC 27 AM 11:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/27/01

Order#: 5013931

EFFECTIVE DATE  
12-31-01

100004741181--3

Ref#: -12/27/01--01041--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Merger  
12-27-01  
HHS

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

I. KELA, COMPANY, a Florida corporation, P93000010544

into

**ILLINOIS TOOL WORKS INC.**, a Delaware entity P01135

File date: December 27, 2001 , effective December 31, 2001

Corporate Specialist: Doug Spittler

**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, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Illinois Tool Works Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
I. Kela, Company	Florida

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**EFFECTIVE DATE**  
12-31-01

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

**OR** 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_

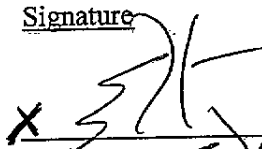
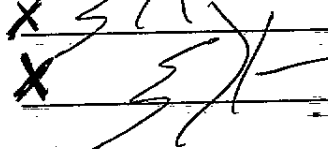
The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 20, 2001 and shareholder approval was not required.

**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 December 20, 2001

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**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Illinois Tool Works Inc.	X 	Stewart S. Hudnut, Sr. Vice President & Secretary
I. Kela, Company	X 	Stewart S. Hudnut, Vice President & Secretary

**PLAN OF MERGER**

**AGREEMENT OF MERGER**

**MERGING**

**I. KELA, COMPANY**  
**A Florida Corporation**

**INTO**

**ILLINOIS TOOL WORKS INC.**  
**A Delaware Corporation**

**AGREEMENT OF MERGER**, dated this 20<sup>th</sup> day of December 2001, made by and between I. Kela Company, a corporation organized and existing under the laws of the State of Florida ("I. Kela"), and Illinois Tool Works Inc. ("ITW"), a corporation organized and existing under and by virtue of the laws of the State of Delaware.

**WITNESSETH** that:

**WHEREAS**, the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that I. Kela be merged into ITW;

**WHEREAS**, the provisions of Section 253 of the Delaware Corporation Law and Section 607.1105 F.S. of the Florida Business Corporation Act authorizes a parent-subsidary merger.

**NOW, THEREFORE**, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

**FIRST:** I. Kela, organized and existing under the laws of the State of Florida, shall be and hereby is merged into ITW, organized and existing under the laws of the State of Delaware, and said ITW hereby merges into itself said I. Kela (hereinafter in this agreement referred to as the "Disappearing Corporation"); said ITW shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "Surviving Corporation") and shall be governed by Delaware Corporation Law.

**SECOND:** The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding and the surviving corporation shall receive no compensation for the canceled shares.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

**THIRD:** The terms and conditions of the merger are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on December 31, 2001.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Disappearing Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Disappearing Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent

of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

**FIFTH:** Upon the date when this agreement shall become effective, the separate existence of I. Kela shall cease and the said, I. Kela shall be merged into the surviving corporation in accordance with this agreement of merger.

The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;


The surviving corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

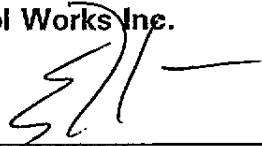
**IN WITNESS WHEREOF**, the parties to this agreement have caused this agreement to be executed by the authorized officers of each of the corporations, by authority of the directors of each corporation, as the respective agreement of each of said corporations, on this 20<sup>th</sup> day of December 2001.


**I. Kela Company, Inc.**

By:   
\_\_\_\_\_  
Stewart S. Hudnut  
Vice President & Secretary

By:   
\_\_\_\_\_  
Margaret S. Giordano  
Assistant Secretary

**Illinois Tool Works Inc.**

By:   
\_\_\_\_\_  
Stewart S. Hudnut  
Sr. Vice President & Secretary

By:   
\_\_\_\_\_  
Margaret S. Giordano  
Assistant Corporate Secretary