

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

VOL 1834 PAGE 7

BE IT REMEMBERED that on this 21st day of December, 1973, personally came before me, Marlene Meyer, a Notary Public in and for the county and state aforesaid, David Sengstack, President of Sunny-Birchard Company, a corporation of the state of Delaware and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, as such President, duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said Sunny-Birchard Company, that the facts stated therein are true, that the signatures of the said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of the said President and Secretary of said Sunny-Birchard Company, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

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

Marlene Meyer  
Notary Public

STATE OF ILLINOIS )  
COUNTY OF COOK ) ss.

BE IT REMEMBERED that on this 21st day of December, 1973, personally came before me, Marlene Meyer, a Notary Public in and for the county and state aforesaid, Jeffrey S. Sengstack, President of Educational Music Bureau, a corporation of the state of Illinois and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, as such President, duly executed said Plan and Agreement of Merger to be the act, deed and agreement of said Educational Music Bureau, that the facts stated therein are true, that the signatures of the said President and the Secretary of said corporation to said

...ing Plan and Agreement of ...  
of the said President and Secretary of ...  
Bureau, and that the seal affixed to said Plan ...  
of Berger is the common corporate seal of said corporation.

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

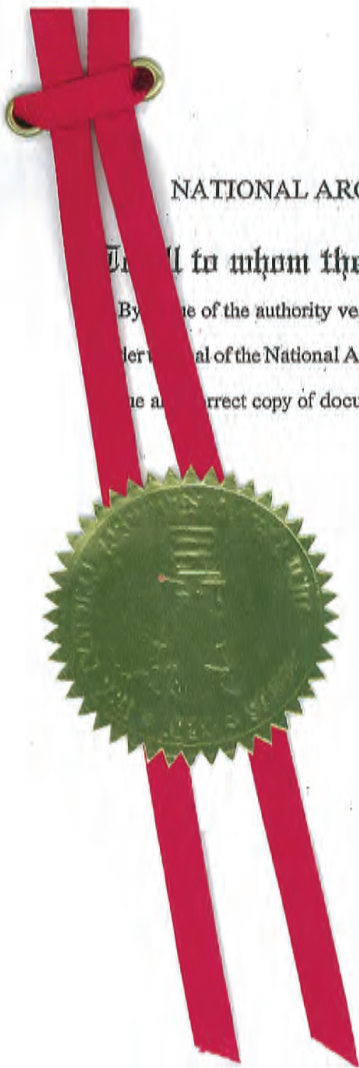
*Max Meyer*  
Public

# **EXHIBIT 73**

NATIONAL ARCHIVES AND RECORDS ADMINISTRATION

To all to whom these presents shall come. Greeting:

By virtue of the authority vested in me by the Archivist of the United States, I certify on his behalf, under the seal of the National Archives and Records Administration, that the attached reproduction(s) is/are a true and correct copy of documents in his custody.



SIGNATURE	
<i>Lori Cox-Paul</i>	
NAME	DATE
<i>Lori Cox-Paul</i>	<i>10-24-2014</i>
TITLE	
Director of Archival Operations	
NAME AND ADDRESS OF DEPOSITORY	
National Archives at Kansas City 400 West Pershing Road Kansas City, MO 64108	

NA FORM 13040 (10-88)

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

.....  
CLAYTON P. SUMMY CO., :  
 :  
 Plaintiff, :  
 :  
 vs. :  
 :  
 LOUIS WARX & COMPANY, INC. :  
 :  
 Defendant. :  
 .....

CIVIL ACTION FILE  
NO. 30-285

A N S W E R

The defendant, Louis Warx & Company, Inc., for its answer to the complaint in the above-entitled case, says as follows:

I. Defendant has no knowledge as to the corporate identity of the plaintiff alleged in paragraph 1 of the complaint, and, therefore, leaves the plaintiff to its proofs thereon.

II. Defendant admits that it is a corporation organized and existing under the laws of the State of New York as alleged in paragraph 2 of the complaint.

III. Defendant admits the jurisdiction of this Court as alleged in paragraph 3 of the complaint.

IV. Defendant has no knowledge save that obtained from a reading of the complaint, as to the truth or falsity of the allegations contained in paragraphs 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15 of the complaint, and, therefore, denies the same and leaves the plaintiff to its proofs thereon.

**Ex. 73  
839**

V. Defendant denies the allegation of paragraph 14 of the complaint, that the plaintiff is the sole proprietor of all the right, title and interest in and to the copyright in suit, etc.

VI. Defendant denies the infringement complained of in paragraph 16 of the complaint; defendant admits publishing and selling in the United States copies of "Play-A-Way Piano Book" attached to a toy piano and containing a sheet carrying the song "Happy Birthday To You" with the notes of the song denoted on the musical staff by numbers, so that the song might be played by striking the appropriately numbered keys of the toy piano, all as alleged in paragraph 16 of the complaint.

VII. Defendant denies the allegation in paragraph 18 of the complaint, that "defendant continued to infringe the copyright after receiving notice from plaintiff that it was infringing"; defendant admits having received said notice from the plaintiff, but denies that the plaintiff had the right to send or issue such notice.

Further answering the complaint:

VIII. Defendant avers that in the year 1939 it undertook to manufacture and market a toy piano thereafter called the "Play-A-Way" piano, and to publish and sell therewith a book of songs physically attached to the toy piano containing 12 musical compositions, one of which comprised the song "Happy Birthday to You", with the notes of the song

**Ex. 73**  
**840**

denoted on the musical staff by numbers; that prior thereto, the defendant had its copyright counsel make a search to determine whether any copyrights still subsisted on any of these songs and was advised that they were unable to locate any copyright on the "Happy Birthday" song; and thereupon the defendant included this song in said "Play-A-Way Piano Book" of songs. The said "Play-A-Way" toy piano and the attached "Play-A-Way Piano Book" were manufactured, published and sold by the defendant during the remainder of the year 1939 but manufacture thereof was discontinued in the year 1940; during the early part of said year 1940 the defendant sold the carry-over or stock of said piano toy and attached piano book which it had manufactured in 1939. On October \_\_\_\_ 1940, defendant received an alleged notice of infringement dated October 7, 1940 from the firm of Beckman, Bogue, Steffens and Black, who stated that they represented Clayton F. Summy Co., who, they said, was the owner of a copyright covering the musical composition "Happy Birthday To You", in which letter the defendant was charged with infringing said copyright; when said notice was received by the defendant, the defendant had already discontinued the publication and sale of the said "Play-A-Way Piano Book" containing the "Happy Birthday" song, and ever since that date the defendant has not published or sold any song book or other musical composition containing the said "Happy Birthday" song.

Ex. 73  
841

IX. Defendant avers upon information and belief, that the plaintiff, Clayton F. Summy Co., was not possessed of any right, title or interest in and to the copyright or renewal thereof in suit on October 7, 1940 when it purported to represent that it was the owner of said copyright and when it issued its notice of infringement to the defendant. Defendant, therefore, avers that the said alleged notice of infringement dated October 7, 1940 was unwarranted, improper and illegal.

X. Upon information and belief, defendant avers that the copyright in suit, dated October 15, 1893, for a number of songs collectively entitled "Song Stories For The Kindergarten", which is alleged to have included the song entitled "Good Morning To All", expired on October 15, 1921; that the plaintiff, Clayton F. Summy Co. or its assignor, Clayton F. Summy Co., was the only party entitled to obtain and receive the renewal of said copyright, but had failed so to do, whereby the said copyright in suit had become a part of and is now in the public domain.


XI. Defendant avers that the renewal of said copyright in suit alleged in said complaint to have been obtained by Jessica W. Hill, was invalid under Section 24 of the Copyright Act, for the reason that it was not obtained by the party properly entitled thereto as designated under the Copyright Act, and that the said copyright in suit is now in the public domain.



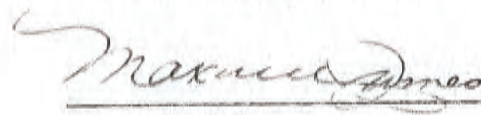
XII. Defendant further avers on information and belief, that at no time since the first publication and sale by the defendant of its aforesaid "Play-A-Way Piano Book" in the manner aforesaid, and that at no time theretofore, has the plaintiff had any right, title or interest, in part or whole, in and to the renewal of the copyright in suit; and the defendant denies that the plaintiff has any right, title or interest to such copyright renewal for the purposes of this suit.

XIII. Defendant further avers that the copyright notice, if any, appearing on the publications of the copyright songs books or songs in suit issued or published by the plaintiff, Clayton F. Summy Co. or its predecessors, since October 12, 1921, and to March 22, 1939 or to the date of filing this suit, were illegal, false or improper under the Copyright Act, and did not constitute proper notice to any member of the public including the defendant.

WHEREFORE, defendant denies that the plaintiff is entitled to the relief prayed for or to any relief whatsoever, and prays that the complaint of the plaintiff be dismissed with the costs and disbursements of this action and counsel fees to the defendant.

  
Attorneys for Defendant  
521 Fifth Avenue  
New York, N. Y.

Dated: April 18, 1945  
New York, N. Y.

  
Of Counsel  
521 Fifth Avenue  
New York, N. Y.

Ex. 73  
843

*67-30-285*

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW YORK  
CIVIL ACTION NO.

CLAYTON F. SMITH CO.,  
Plaintiff,

vs.

LOUIS WALK & COMPANY, INC.,  
Defendant.

A N S W E R

Receipt of copy of the  
within covers acknowledged  
this 12<sup>th</sup> day of April 1942.

*Richard W. Byrne*  
Attorney for Plaintiff

FILED  
APR 18 1942  
S. D. OF N. Y.  
SOLICITORS FOR  
JAMES AND FRANKLIN  
201 FIFTH AVENUE  
NEW YORK CITY, N. Y.

**[PAGE INTENTIONALLY OMITTED]**

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# **EXHIBIT 74**

# ARTICLES OF MERGER

of

SUMMY-BIRCHARD, INC.

and

SUMMY-BIRCHARD, INC.

Pursuant to the provisions of the Wyoming Business Corporation Act, Wyo. Stat. §§ 17-16-101 *et seq.* (WBCA), the undersigned corporations adopt the following Articles of Merger.

## ARTICLE I

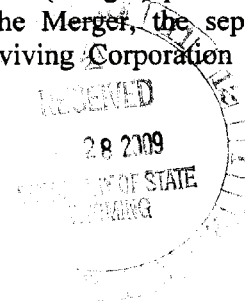
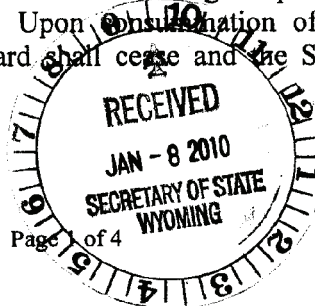
### PLAN OF MERGER

Section 1. Parties to Merger.

- A. The party proposing to merge is Summy-Birchard, Inc. (Summy-Birchard). Summy-Birchard is a corporation duly organized under the WBCA and incorporated on March 8, 1976. Summy-Birchard was administratively dissolved on or about May 31, 2006, and this merger is undertaken as an act necessary to wind up and liquidate its business and affairs pursuant to Wyo. Stat. § 17-16-1404. The principal executive offices of Summy-Birchard are located in Los Angeles, California.
- B. The Surviving corporation shall be Summy-Birchard, Inc. (Surviving Corporation), a corporation duly organized pursuant to the WBCA and incorporated on September 14, 2009. The Surviving Corporation is in good standing under the laws of the State of Wyoming, with its principal executive offices located in Los Angeles, California.

Section 2. Terms and Conditions.

- A. The Merger. At the Effective Time (as defined in Paragraph E of this Section), in accordance with the applicable provisions of Wyoming law, Summy-Birchard shall be merged with and into the Surviving Corporation (Merger) pursuant to these Articles of Merger. Upon consummation of the Merger, the separate existence of Summy-Birchard shall cease and the Surviving Corporation shall continue.



Ex. 74

848

- B. Articles, Bylaws. The current Articles of Incorporation and Bylaws of the Surviving Corporation shall be those of the Surviving Corporation, as they are in effect immediately prior to the Effective Time of the Merger.
- C. Effect of the Merger. Following the Effective Time, the effect of the Merger shall be that (1) the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of both a public and a private nature, of each of the corporations so merged; (2) all property, intangible, real, personal and mixed, and all debts due on whatever account, and all and every other interest of or belonging to or due to each of the corporations so merged shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed and the title to any real estate or any interest therein, vested in each of such institutions, shall not revert or be in any way impaired by reason of the Merger; and (3) the Surviving Corporation shall be liable for all liabilities of Summy-Birchard as well as those of the Surviving Corporation whether or not reflected or reserved against in the balance sheets, other financial statements, books or account or records of Summy-Birchard or the Surviving Corporation, in the same manner as if the Surviving Corporation had itself incurred such liabilities or obligations. Provided, however, that the liabilities of Summy-Birchard and the Surviving Corporation, or of their respective shareholders, directors, or officers, shall not be affected, nor shall the rights of the creditors thereof, or of any persons dealing with such corporations, be impaired by the Merger. Any claims existing, or action or proceeding pending, by or against either Summy-Birchard or the Surviving Corporation may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be proceeded against, or substituted, in place of Summy-Birchard.
- D. The notice of the meeting of shareholders to consider the proposed merger shall include notice of the rights of shareholders to dissent from the merger, to exercise their right to an appraisal, and to perfect their rights as dissenting shareholders pursuant to the provisions of Wyo. Stat. §§ 17-16-1301, *et seq.*
- E. Consummation Of The Merger. The effective time of this merger (Effective Time) shall be upon the filing of these Articles of Merger with the Wyoming Secretary of State.

Section 3. Manner and Basis of Converting Shares.

- A. At the Effective Time, without any action on the part of Summy-Birchard, the Surviving Corporation, or the holder of any of their respective shares, the Merger shall be effected in accordance with the following terms:
- i. Summy-Birchard shares issued and outstanding immediately prior to the Effective Time (other than Dissenting Shares) shall be converted on a one-for-one basis to shares of the Surviving Corporation.

- ii. All such shares of Summy-Birchard shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.
  - iii. Each certificate previously representing any such Summy-Birchard shares shall thereafter represent only the right to exchange shares of Summy-Birchard into shares of the Surviving Corporation. Certificates previously representing shares of Summy-Birchard shall be surrendered in accordance with this Merger Agreement.
- B. The total merger consideration to be paid to holders of shares Summy-Birchard shall be that of the receipt of a corresponding number of shares of the Surviving Corporation.

## **ARTICLE II**

### **SHAREHOLDER APPROVAL**

- Section 1. The designation, number of outstanding shares, and number of votes entitled to vote on the plan for Summy-Birchard are 953.
- Section 2. The designation, number of outstanding shares, and number of votes entitled to vote on the plan for the Surviving Corporation are 953.

## **ARTICLE III**

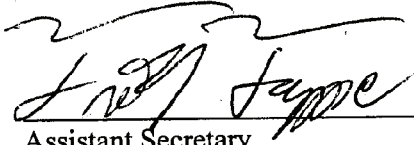
### **VOTES CAST APPROVING PLAN**

- Section 1. The total number of votes cast for the plan by the shareholders of Summy-Birchard was 953. There were no votes cast against the plan. The number of votes cast for the plan by such shareholders was sufficient for approval of the plan by shareholders of Summy-Birchard.
- Section 2. The total number of votes cast for the plan by the shareholders of the Surviving Corporation was 953. There were no votes cast against the Plan. The number of votes cast for the plan by such shareholders was sufficient for approval of the plan by shareholders of the Surviving Corporation.

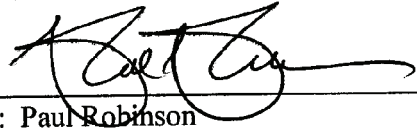


Dated: December 9, 2009.

ATTEST:

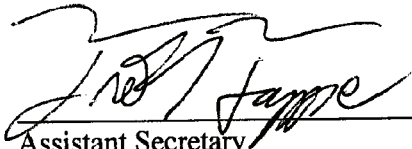
  
Assistant Secretary

SUMMY-BIRCHARD, INC.  
(Summy-Birchard)

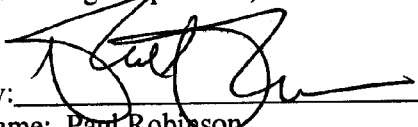
By:   
Name: Paul Robinson  
Title: Vice President and Secretary

Dated: December \_\_\_\_\_, 2009.

ATTEST:

  
Assistant Secretary

SUMMY-BIRCHARD, INC.  
(Surviving Corporation)

By:   
Name: Paul Robinson  
Title: Vice President and Secretary

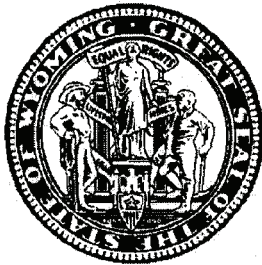
**STATE OF WYOMING**  
**Office of the Secretary of State**

I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF MERGER

**Summy-Birchard, Inc. (Wyoming) (Unqualified Non-survivor)**  
Merged into **Summy-Birchard, Inc. (Wyoming) (Qualified Survivor)**

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **8th** day of **January, 2010**.



Filed Date: 01/08/2010

*Max Maxfield*  
\_\_\_\_\_  
Secretary of State

By: \_\_\_\_\_ Jenny Kline

# **EXHIBIT 75**

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STATE OF WYOMING  
Secretary of State

I hereby certify that this is a true  
and complete copy of the document  
as filed in this office and admitted to  
record in file No. 184685  
Dated: 9/27, 1980

*Thomas H. Brown*  
Secretary of State

BY *Linda Morley*  
Deputy

Ex. 75

854

134685

STATE OF WYOMING  
FILED  
10:30

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134871  
TERRA THOMSON  
SECRETARY OF STATE

VOL. 1834 PAGE 12

ARTICLES OF MERGER  
OF  
SUMMY-BIRCHARD COMPANY,  
an Illinois Corporation  
and  
NEW SUMMY-BIRCHARD COMPANY,  
a Wyoming Corporation

The undersigned corporations, pursuant to Section 68 of the "Wyoming Corporation Act" as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

SUMMY-BIRCHARD COMPANY	Illinois
NEW SUMMY-BIRCHARD COMPANY	Wyoming

ARTICLE TWO

The laws of the State of Illinois, the State under which the foreign corporation is organized permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be SUMMY-BIRCHARD COMPANY and it shall be governed by the laws of the State of Wyoming.

RECEIVED  
MAR 20 1976  
SECRETARY OF STATE  
WYOMING

#19424  
10 00

ARTICLE FOUR

The plan of merger is as follows: See attached Exhibit 1, Agreement for Merger.

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class are:

CORPORATION	TOTAL NUMBER OF SHARES	TOTAL NUMBER OF SHARES ENTITLED TO VOTE	DESIGNATION OF CLASS ENTITLED TO VOTE AS CLASS	NUMBER OF SHARES OF SUCH CLASS
Sunny-Birchard Company	953	953	None	None
New Sunny-Birchard Company	10	10	None	None

ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

CORPORATION	SHARES VOTED FOR	SHARES VOTED AGAINST	CLASS	SHARES VOTED FOR	SHARES VOTED AGAINST
Sunny-Birchard Company	953	None	Common	953	None
New Sunny-Birchard Company	10	None	Common	10	None

ARTICLE SEVEN

All provisions of the law of the State of Wyoming and the State of Illinois applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president and secretary as of this 16<sup>th</sup> day of March, 1976.

SUMMY-BIRCHARD COMPANY

By: [Signature]  
David K. Sengstack, Its President

-Corporate Seal-

Attest: [Signature]  
Roberta Lysaght, Its Secretary

NEW SUMMY-BIRCHARD COMPANY

By: [Signature]  
David K. Sengstack, Its President

-Corporate Seal-

Attest: [Signature]  
Roberta Lysaght, Its Secretary

# **EXHIBIT 76**



A G R E E M E N T

THIS AGREEMENT, dated \_\_\_\_\_, 1976,  
made by and between SUMMY-BIRCHARD COMPANY, and a majority of  
the directors thereof, and NEW SUMMY-BIRCHARD COMPANY, and a  
majority of the directors thereof, referred to together as  
the Constituent Corporations,

WITNESSETH, in consideration of the premises and of  
the mutual agreements, covenants and provisions hereinafter  
contained, the parties hereto agree that SUMMY-BIRCHARD COMPANY,  
be merged into NEW SUMMY-BIRCHARD COMPANY and that the terms  
and conditions of such merger, the mode of carrying the same into  
effect, and the manner and basis of converting the shares of  
SUMMY-BIRCHARD COMPANY into shares of NEW SUMMY-BIRCHARD COMPANY  
shall be and shall follow the following form:

PLAN OF MERGER

A. The names of the corporations proposing to merge are  
SUMMY-BIRCHARD COMPANY, an Illinois corporation (hereinafter referred  
to as the absorbed corporation), and NEW SUMMY-BIRCHARD COMPANY,  
a Wyoming corporation.

They shall merge into the Wyoming corporation (hereinafter designated as the surviving corporation), which shall thereafter bear the name "SUMMY-BIRCHARD COMPANY."

B. The merger shall take place as of the date of this Agreement, in accordance with applicable provisions of the laws of the State of Illinois and the State of Wyoming. The separate existence of the absorbed corporation shall cease and the existence of the surviving corporation shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the General Corporation Law of the State of Wyoming.

C. The manner and basis of converting the shares of stock of each of the Constituent Corporations into shares of stock of the surviving corporation are as follows:

1. The shares of Common Stock of the surviving corporation, whether authorized or issued on the effective date of the merger shall not be converted or exchanged as a result of the merger, but upon said date all shares of Common Stock of the surviving corporation theretofore authorized (whether issued or unissued) shall be and be deemed to be shares of Common Stock of the surviving corporation, and all such shares of stock of

the surviving corporation outstanding on the effective date of the merger shall remain outstanding, shall be and be deemed fully-paid and non-assessable and shall retain all rights to accrued and unpaid dividends, if any.

2. Each share of Common Stock of the absorbed corporation issued and outstanding on the effective date of the merger, and all rights in respect thereof, shall, on said date, be converted into and exchanged for one share of the presently authorized and unissued Common Stock of the surviving corporation.

3. As soon as practicable after the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock of the absorbed corporation shall surrender the same to the surviving corporation, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Common Stock of the surviving corporation into which the shares of Common Stock of the absorbed corporation theretofore represented by the surrendered certificate or certificates shall have been converted as aforesaid. Until so surrendered for exchange, each outstanding certificate which, prior to the effective date of the merger, represented shares of Common Stock of the absorbed corporation shall

be deemed for all corporate purposes to evidence the ownership of the number of whole shares of Common Stock of the surviving corporation which the holder of the certificates for shares of Common Stock of the absorbed corporation would be entitled to receive upon surrender thereof for exchange as aforesaid.

4. All shares of Common Stock of the surviving corporation into which shares of Common Stock of the absorbed corporation are converted, as above provided, shall be fully paid and non-assessable.

D. The merger shall effect the following change in the Articles of Incorporation of the surviving corporation:

FIRST. The name of the corporation is  
"SUMMY-BIRCHARD COMPANY."

E. Other provisions of the merger are as follows:

1. The By-Laws of the surviving corporation shall be and remain the surviving By-Laws of the surviving corporation until altered, amended or repealed.

2. The directors and officers of the absorbed corporation in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

3. On the effective date of the merger:

a. The surviving corporation shall possess all rights, privileges, immunities, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, including all licenses, applica-

tions for licenses, trademarks, trademark registrations and applications for registration of trademark, together with the good will of the business in connection with which said licenses and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, 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 deemed to be transferred to and vested in the surviving corporation without further act or deed, and the title to any 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.

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 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. The surviving corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of the absorbed corporation.

c. The aggregate amount of the net assets of the Constituent Corporations which is available for payments of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by issuance of shares of stock or otherwise, shall continue to be available for the payment of dividends by the surviving corporation.

4. The surviving corporation shall pay all expenses of accomplishing the merger.

5. If at any time the surviving corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the surviving corporation the title to any property or rights of the absorbed corporation,

or to otherwise carry out the provisions hereof, the proper officers and directors of the absorbed corporation as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the surviving corporation, and otherwise to carry out the provisions hereof.

6. Each of the Constituent Corporations shall take, or cause to be taken, all action or so cause to be done all things necessary, proper or advisable under the laws of the State of Illinois and of the State of Wyoming, or either of such States, to consummate and make effective and the merger, subject to the appropriate vote or consent of the stockholders of each of the Constituent Corporations in accordance with the requirements of the applicable provisions of the laws of the State of Illinois and of the State of Wyoming.

7. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either the surviving corporation or the absorbed corporation at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders, upon the happening of the following event: If the merger fails to obtain the requisite vote of stockholders of the surviving corporation or of the stockholders of the absorbed corporation not later than June 1, 1976.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president and its corporate seal to be hereunto affixed, attested by its secretary, and signed by its directors this \_\_\_ day of March 1976.

SUMMY-BIRCHARD COMPANY

By

David K. Sengstack, Its President

ATTEST:

Roberta Lysaght, Its Secretary

David K. Sengstack, Its Sole Director

-5-

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

Before me, Minard E. Huke, Jr., a Notary Public in and for the said County and State, personally appeared DAVID K. SENGSTACK, who acknowledged before me that he is the President of SUMMY-BIRCHARD COMPANY, an Illinois corporation and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 16<sup>th</sup> day of March, 1976.

Minard E. Huke, Jr.  
Notary Public

My Commission Expires: 10/31/78

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

Before me, Minard E. Huke, Jr., a Notary Public in and for the said County and State, personally appeared DAVID K. SENGSTACK who acknowledged before me that he is the President of NEW SUMMY-BIRCHARD COMPANY, a Wyoming corporation and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 16<sup>th</sup> day of March, 1976.

Minard E. Huke, Jr.  
Notary Public

My Commission Expires: 10/31/78

# **EXHIBIT 77**



134685

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SUMMY-BIRCHARD COMPANY  
A WYOMING CORPORATION

STATE OF WYOMING  
FILED  
As 21050  
NOV 9 1978  
154139  
THYRA THOMSON  
SECRETARY OF STATE

VOL 1834 PAGE 118

Pursuant to the provisions of Sections 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMMY-BIRCHARD COMPANY.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on October 5, 1978, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

"The name of this corporation is SUMCO CORPORATION".

THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty three (963) and the number of share entitled to vote thereon was nine hundred sixty three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: None  
Number of Shares: 963

FIFTH: The number of shares voted for such amendment was nine hundred sixty three (963), and the number of shares voted against such amendment was none.

Dated October 5, 1978.

Ex. 77

867

SUMMY-BIRCHARD COMPANY

BY:

  
David K. Sengstack

ATTEST:



Arlene M. Howard, its Secretary

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK )

I, Marlene Meyer, a Notary Public in and for said County, do hereby certify that on this 5th day of October 1978, personally appeared before me DAVID K. SENGSTACK and ARLENE M. HOWARD, who, being first duly sworn by me, declared that they are President and Secretary, respectively, of SUMMY-BIRCHARD COMPANY, a Wyoming Corporation, and that they signed the foregoing document as President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

Marlene Meyer  
Notary Public

My Commission expires: 4/19/79

# **EXHIBIT 78**

134625  
Jom

10:30 AM

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SUMCO CORPORATION  
A WYOMING CORPORATION

1979

Vol. 1834 PAGE 116

Pursuant to the provisions of Section 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMCO CORPORATION.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on May 1, 1979, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

"The name of this corporation is SUMMY-BIRCHARD COMPANY."

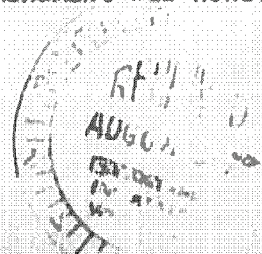
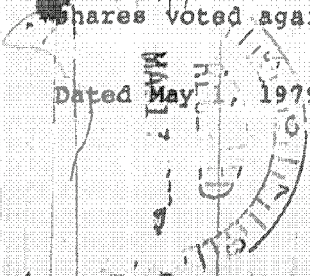
THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty three (963) and the number of shares entitled to vote thereon was nine hundred sixty three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: None  
Number of Shares: 963

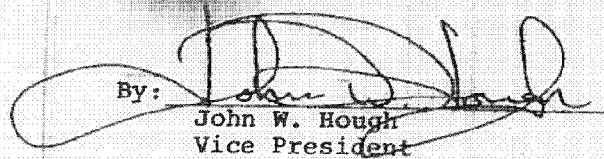
FIFTH: The number of shares voted for such amendment was nine hundred sixty three (963), and the number of shares voted against such amendment was none.

Dated May 1, 1979.



SUNCO CORPORATION

By:

  
John W. Hough  
Vice President

ATTEST:

  
Daniel V. Kinsella  
Assistant Secretary

# **EXHIBIT 79**

# 134685  
domestic

STATE OF WYOMING  
FILED  
At 10:35 AM  
JUL 10 1979  
VOL. 1834 PAGE 114

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SUMMY-BIRCHARD COMPANY,  
A WYOMING CORPORATION

Pursuant to the provisions of Sections 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMMY-BIRCHARD COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 10, 1979, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

"FIRST: The name of this corporation is THE BIRCH TREE GROUP LTD."

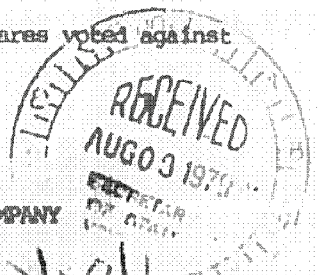
THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty-three (963) and the number of shares entitled to vote thereon was nine hundred sixty-three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: None  
Number of shares: 963

FIFTH: The number of shares voted for such amendment was nine hundred sixty-three (963), and the number of shares voted against such amendment was none.

Dated July 10, 1979.



SUMMY-BIRCHARD COMPANY  
By: John W. Blough  
John W. Blough  
Vice President

ATTEST:  
[Signature]



STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK )

I, LAWRENCE G. STAAT, a Notary Public in and for said County, do hereby certify that on this 10th day of July, 1979, personally appeared before me JOHN W. ROUGH and DANIEL V. KINSELLA, who, being first duly sworn by me, declared that they are Vice President and Assistant Secretary, respectively, of SUMMY-BIRCHARD COMPANY, a Wyoming Corporation, and that they signed the foregoing document as Vice President and Assistant Secretary, respectively, of the corporation, and that the statements therein contained are true.

*Lawrence G. Staat*  
\_\_\_\_\_  
Notary Public

My Commission expires:

NOTARY PUBLIC STATE OF ILLINOIS  
COMMISSION EXPIRES MAR 11 1983  
MEMBER ILLINOIS NOTARY ASSOC.

# **EXHIBIT 80**

STATE OF WYOMING  
FILED

At 1:43 p.m.

OCT 12 1979

163851  
THYRA THOMSON  
SECRETARY OF STATE

134685

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
THE BIRCH TREE GROUP LTD.  
A WYOMING CORPORATION

Pursuant to the provisions of Sections 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is THE BIRCH TREE GROUP LTD.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 6, 1979, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

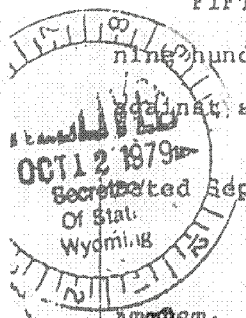
"FIRST: The name of this corporation is BIRCH TREE GROUP LTD."

THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty-three (963) and the number of shares entitled to vote thereon was nine hundred sixty-three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class:	None
Number of shares:	963

FIFTH: The number of shares voted for each amendment was nine hundred sixty-three (963), and the number of shares voted in opposition to such amendment was none.



Witnessed and attested September 6, 1979

ATTEST:

*[Signature]*

THE BIRCH TREE GROUP LTD.

By:

*[Signature]*  
John W. Hough  
Vice President

Ex. 80

877