

169211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

3rd

Office Use Only



700286644757

06/10/16--01023--012 \*\*70.00

*Merger*

JUN 15 2016

D CONNELL

JUN 15 2016

D CONNELL

RECEIVED  
DEPARTMENT OF STATE  
16 JUN 10 PM 2:39

FILED  
DEPARTMENT OF STATE  
ALABAMA, FLORIDA  
16 JUN 10 PM 4:29

CT

June 10, 2016

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 10044472 SO  
Customer Reference 1: 18647-0001  
Customer Reference 2: 18647-0001

Dear Department of State, Florida :

Please obtain the following:

The Stephan Co. (FL)  
Merger (Survivor)  
Florida

#3

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** THE STEPHAN CO.  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

At (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## 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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Stephan Co.	Florida	169211
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sorbie Acquisition Co.	Pennsylvania	2581456
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED  
16 JUL 10 PM 4:29  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

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

**OR** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 March 29, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 03-29-16.

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**

**Name of Corporation**

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**The Stephan Co.**

202

ERIC KIEKBUSCH CEO, PRES.

**Sorbie Acquisition Co.**

18

ERIC KIEBUSCH PRES.

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

**Name**

**Jurisdiction**

The Stephan Co.

Florida

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

**Name**

**Jurisdiction**

Sorbie Acquisition Co.

Pennsylvania

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

See Agreement and Plan of Merger dated March 29, 2016 attached hereto.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), dated as of March 29, 2016, is made and executed by and between Sorbie Acquisition Co., a Pennsylvania corporation ("Sorbie") and The Stephan Co., a Florida corporation ("Stephan Co.", and after the Effective Time (as defined below), the "Surviving Corporation").

### WITNESSETH:

**WHEREAS**, (i) Sorbie is a corporation duly incorporated and validly existing under the laws of the Commonwealth of Pennsylvania and (ii) Stephan Co. is a corporation duly incorporated and validly existing under the laws of the State of Florida;

**WHEREAS**, in accordance with Section 1921(a) of the Pennsylvania Business Corporation Law of 1998, as amended, and Section 607.1103 of the Florida Business Corporation Act, as amended (the "FL Act"), Sorbie and Stephan Co. have agreed to enter into the Merger (as defined below), and Stephan Co. shall be the surviving entity of the Merger;

**WHEREAS**, the Merger will further certain business objectives of the parties, including, but not limited to, enhancing efficiency by consolidating operations; and

**WHEREAS**, the members of each of Sorbie and Stephan Co. have approved and declared advisable this Plan of Merger and the merger of Sorbie with and into Stephan Co. on the terms and conditions set forth herein.

**NOW, THEREFORE**, the parties hereto agree as follows:

1. **Merger**. At the Effective Time (as such term is defined in Section 5), (i) Sorbie will merge with and into Stephan Co. (the "Merger"), whereupon the separate existence of Sorbie shall cease, and (ii) Stephan Co. will be the surviving corporation and shall continue its existence as a corporation, all in accordance with the provisions of the FL Act. As a result of the Merger, all assets of Sorbie, as they exist at the Effective Time, shall pass to and vest in the Surviving Corporation without any conveyance or other transfer. The Surviving Corporation shall be responsible for all liabilities and obligations of every kind of Sorbie as of the Effective Time.
2. **Approval of Merger**. This Plan of Merger has been authorized and approved by (i) the member of the Board of Directors and the shareholder of Sorbie and (ii) the member of the Board of Directors and the shareholder of Stephan Co., each in accordance with the articles of incorporation and bylaws of each of Sorbie, and Stephan Co., respectively, and the laws of the Commonwealth of Pennsylvania and the State of Florida, as applicable.
3. **Articles of Incorporation**. At the Effective Time, the articles of incorporation of Stephan Co. shall be the articles of incorporation of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.
4. **Bylaws**. At the Effective Time, the bylaws of Stephan Co. shall be the bylaws of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.



5. **Filing; Effective Time.** The parties hereto shall cause the Merger to be consummated by filing (i) statement of merger, in the form attached hereto as Exhibit A (the "PA Statement of Merger"), with the Department of State – Corporation Bureau of the Commonwealth of Pennsylvania, and (ii) articles of merger, in the form attached hereto as Exhibit B (the "FL Articles of Merger"), with the Department of State – Division of Corporations of the State of Florida. The Merger shall be effective as set forth in the PA Statement of Merger as filed with the Department of State – Corporation Bureau of the Commonwealth of Pennsylvania and as set forth in the FL Articles of Merger as filed with the Department of State – Division of Corporations of the State of Florida (the "Effective Time").

6. **Representations and Warranties of Sorbie.** Sorbie hereby represents and warrants to Stephan Co. as follows:

(a) **Binding Effect.** This Plan of Merger, and each agreement entered into in connection herewith (collectively, the "Transaction Documents") to which Sorbie is a party, has been duly executed and delivered by Sorbie and are valid and binding obligations of Sorbie, enforceable against Sorbie in accordance with their terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, liquidation or similar laws relating to the enforcement of creditors' rights and remedies or by other equitable principles of general application. The Transaction Documents have been duly authorized by all necessary action on the part of Sorbie.

(b) **No Conflicts.** The execution and delivery by Sorbie of each Transaction Document to which each is a party does not, and the consummation of the Merger and compliance with the terms hereof and thereof will not, conflict with, or result in any violation of or default (with or without notice or lapse of time, or both) under, or give rise to a right of termination, cancellation or acceleration of any obligation or to loss of a material benefit under, or result in the creation of any lien upon any of the properties or assets of Sorbie under, any provision of (i) the organizational documents of Sorbie, (ii) any contract, lease, license, indenture, note, bond, agreement, permit, concession, franchise or other instrument (a "Contract") to which Sorbie is a party or (iii) any judgment, order or decree ("Judgment") or statute, law, ordinance, rule or regulation ("Law") applicable to Sorbie or its respective properties or assets.

7. **Representations and Warranties of Stephan Co.** Stephan Co. hereby represents and warrants to Sorbie as follows:

(a) **Binding Effect.** The Transaction Documents to which Stephan Co. is a party have been duly executed and delivered by Stephan Co. and are valid and binding obligations of Stephan Co., enforceable against Stephan Co. in accordance with their terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, liquidation or similar laws relating to the enforcement of creditors' rights and remedies or by other equitable principles of general application. The Transaction Documents have been duly authorized by all necessary action on the part of Stephan Co..

(b) **No Conflicts.** The execution and delivery by Stephan Co. of each Transaction Document to which it is a party does not, and the consummation of the Merger and

compliance with the terms hereof and thereof will not, conflict with, or result in any violation of or default (with or without notice or lapse of time, or both) under, or give rise to a right of termination, cancellation or acceleration of any obligation or to loss of a material benefit under, or result in the creation of any lien upon any of the properties or assets of Stephan Co. under, any provision of (i) the organizational documents of Stephan Co., (ii) any Contract to which Stephan Co. is a party or (iii) any Judgment or Law applicable to Stephan Co. or its respective properties or assets.

8. **Termination.** This Plan of Merger may be terminated, and the Merger abandoned, by Sorbie or Stephan Co. at any time prior to the Effective Time.

9. **Governing Law; Forum.** This Plan of Merger shall be governed by, and construed in accordance with, the internal laws of the State of Florida applicable to contracts made and to be performed entirely within the State of Florida (without giving effect to principles of choice of law or conflict of laws that would require application of the laws of a jurisdiction other than the State of Florida). Any action between Sorbie and Stephan Co. that arises under or in any way relates to this Plan of Merger may be brought only in the state or federal courts located in the State of Florida. Each of Sorbie and Stephan Co. hereby consents to the exclusive jurisdiction of such courts to decide any and all such actions and to such venue. Each of Sorbie and Stephan Co. irrevocably waives and agrees not to assert any defense based on the inconvenience of such jurisdiction or venue.


10. **Tax Treatment.** For federal income tax purposes, the Merger will take the assets over form.

11. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts of this Plan of Merger have been signed by each party and delivered to the other party.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the day and year first written above.

SORBIE ACQUISITION CO.,  
a Pennsylvania corporation

By:   
Name: ERIC KIEBUSCH  
Title: PRES.

THE STEPHAN CO.,  
a Florida corporation


By:   
Name: ERIC KIEBUSCH  
Title: CEO, PRES.

**EXHIBIT A**

**Statement of Merger – Pennsylvania**

**[Attached]**

**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to:  Name _____  Address _____  City _____ State _____ Zip Code _____  <input type="checkbox"/> Return document by email to: _____	<p>Statement of Merger DSCB:15-335 (7/1/2015)</p>  <p>335</p>
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------

Read all instructions prior to completing.

Fee: \$70 plus \$40 for *each* association that is a party to the merger  
The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

**A. For the surviving association:**

1. The name of the surviving association is: The Stephan Co.
2. The jurisdiction of formation of the surviving association: Florida
3. The type of association of the surviving association is (check only one):
  - ☒ Business Corporation
  - ☐ Nonprofit Corporation
  - ☐ Limited Liability Company
  - ☐ Limited Partnership
  - ☐ Limited Liability (General) Partnership
  - ☐ Limited Liability Limited Partnership
  - ☐ Business Trust
  - ☐ Professional Association
  - ☐ Other \_\_\_\_\_

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

- ☐ Domestic (Pennsylvania) filing entity already in existence on Department of State records  
*If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.*
- ☐ NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)  
*Attach to this Statement the public organic record of the new entity.*
- ☐ Foreign filing association or foreign limited liability partnership already registered with the Department.  
*If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.*
- ☒ Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State  
*Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.*

Its current registered office address. Complete part (a) **OR** (b) – not both:

(a) C T Corporation System, 1200 South Pine Island Road, Plantation FL 33324 Broward  
Number and street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

- ☐ NEW domestic (Pennsylvania) limited liability partnership or electing partnership  
*Attach completed DSCB:15-8701 (Statement of Registration) or DSCB:15-8701A (Statement of Election)*
- ☐ Domestic association that is not a domestic filing association  
*Attach to this Statement tax clearance certificates.*

The address, including street and number, if any, of its principal office:

\_\_\_\_\_  
Number and street City State Zip County

- ☐ Foreign association that is not, and will not, be registered with the Department of State  
*Attach to this Statement tax clearance certificates.*

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

\_\_\_\_\_  
Number and street City State Zip

- |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> | <p>If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State.<br/>Complete part (a) OR (b) – not both:</p> <p>(a)    319 Market Street                                  Harrisburg                                  PA                                  17105                                  Dauphin<br/>                    Number and street                                  City                                  State                                  Zip                                  County</p> <p>(b) c/o: _____<br/>                    Name of Commercial Registered Office Provider                                                                                  County</p> |
| <input type="checkbox"/>            | <p>If the merging association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p>Number and street                                  City                                  State                                  Zip                                  County</p>                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <input type="checkbox"/>            | <p>If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p>_____</p> <p>Number and street                                  City                                  State                                  Zip</p>                                                                                                                                                                                                                                                                                                                                                    |

**Use Statement of Merger – Addendum (DSCB:15-335AD)  
for additional merging parties that are not surviving the merger.**

**C. Effective date of statement of merger** (check, and if appropriate complete, one of the following):


- ☒ This Statement of Merger shall be effective upon filing in the Department of State.  
☐ This Statement of Merger shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date (MM/DD/YYYY) Hour (if any)


**D. Approval of merger by merging associations** (check all applicable statement(s)):

- ☒ For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).  
☒ For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.  
☐ For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

**E. Attachments** (see Instructions for required and optional attachments).


IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this March day of 29, 20 16.

Sorbie Acquisition Co.  
Name of Merging Association  
  
Signature  
PRESIDENT  
Title

The Stephan Co.  
Name of Merging Association  
  
Signature  
CEO, PRES.  
Title



**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to:  Name _____ Address _____ City _____ State _____ Zip Code _____ <input type="checkbox"/> Return document by email to:	<b>Foreign Registration Statement</b> DSCB:15-412 (7/1/2015)   412
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

1. The type of association is (check only one):

- |                                                          |                                                                  |                                                   |
|----------------------------------------------------------|------------------------------------------------------------------|---------------------------------------------------|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership                     | <input type="checkbox"/> Business Trust           |
| <input type="checkbox"/> Nonprofit Corporation           | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company       | <input type="checkbox"/> Limited Liability Limited Partnership   |                                                   |

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

The Stephan Co.

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

A resolution of the governors adopting the name in 2A for use in registering to do business in this Commonwealth must be attached.

3. The jurisdiction of formation is: Florida

4. The street and mailing address of the association's principal office.

4829 East 7th Avenue	Tampa	FL	33605
Number and street	City	State	Zip

4A. The street and mailing address of the office, if any, required to be maintained by the law of the association's jurisdiction of formation in that jurisdiction:

6708 N. 54th Street	Tampa	FL	33610
Number and street	City	State	Zip

5. The (a) address of the association's proposed registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

Complete part (a) **OR** (b) – not both:

(a) 3510 West Fourth Street Williamsport PA 17707 Lycoming  
Number and street City State Zip County  
**OR**

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

6. Check one of the following:

- ☒ The association may not have series.  
☐ The association may have one or more series.

7. Effective date of registration of foreign association (check, and if appropriate complete, one of the following):

- ☒ The Foreign Registration Statement shall be effective upon filing in the Department of State.  
☐ The Foreign Registration Statement shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date (MM/DD/YYYY) Hour (if any)

8. To be completed by **Limited Liability Companies only**. Check, and if appropriate complete, one of the following:

☐ The association is a limited liability company which is not organized to render any of the below professional service(s).

☐ The association is a restricted professional limited liability company organized to render one or more of the following professional service(s): (if this box is checked, one or more of the fields below must be checked.)

☐ Chiropractic ☐ Dentistry ☐ Law ☐ Medicine and surgery  
☐ Optometry ☐ Osteopathic medicine and surgery ☐ Podiatric medicine ☐ Public accounting  
☐ Psychology ☐ Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof this March day of 29, 20 16.

The Stephan Co.

Name of Association

[Signature]  
Signature

CEO, PRES.  
Title

**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Docketing Statement – New Entity**

DSCB:15-134A

(rev. 7/2015)



134A

**1. Entity Name:**

The Stephan Company

In the case of a foreign association which must use an alternate name to register to do business in Pennsylvania, the alternate name should be given.

**2. Tax Responsible Party**

Name of individual responsible for initial tax reports: Roselle Polo

Mailing address of individual responsible for initial tax reports:

6708 North 54th Street

Tampa

FL

33610

Hillsborough

Number and street

City

State

Zip

County

**3. Description of Business Activity:**

Operate and own retail stores

**EXHIBIT B**

Articles of Merger – Florida

[Attached]

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** THE STEPHAN CO.  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person      At (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Stephan Co.	Florida	169211

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sorbie Acquisition Co.	Pennsylvania	2581456

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

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

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 March 29, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 03-29-16.

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**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**The Stephen Co.**

100

ERIC KIEKBUSCH CEO, PRES.

**Sorbie Acquisition Co.**

215

ERIC KIEBUSCH PRES.

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

The Stephan Co.

Florida

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

Name

Jurisdiction

Sorbic Acquisition Co.

Pennsylvania

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

See Agreement and Plan of Merger dated March 29, 2016 attached hereto.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*



**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: