

F10000001184

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

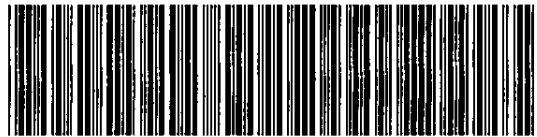
(Business Entity Name)

(Document Number)

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FILED
2010 APR -2 P 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Tlew
4-5-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TBC Private Brands, Inc.
Name of Corporation

DOCUMENT NUMBER: F10000001184

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy Alvarez del Real
Name of Contact Person

TBC Corporation
Firm/Company

4300 TBC Way
Address

Palm Beach Gardens, Florida 33410
City/State and Zip Code

nreal@tbccorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nancy Alvarez del Real at (561) 383- 3014
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000001184

(Document number of corporation (if known))

FILED
2010 APR -2 P 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TBC Private Brands, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. March 8, 2010 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 31, 2010

5. TBC Corporation
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

TBC Corporation d/b/a TBC-Tire & Battery Corporation

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ERIK R OLSEN

(Typed or printed name of person signing)

CEO + Pres. 000000

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"TBC CORPORATION", A DELAWARE CORPORATION,

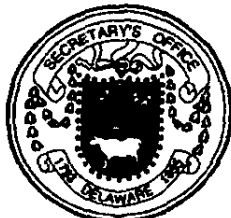
WITH AND INTO "TBC PRIVATE BRANDS, INC." UNDER THE NAME OF "TBC CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 2010, AT 3:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2010.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0759827 8100M

100314243



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7893155

DATE: 03-25-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:15 PM 03/15/2010
FILED 03:15 PM 03/15/2010
SRV 100314243 - 0759827 FILE

**STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER**

Now on this 15th day of March, 2010, .A.D., TBC Private Brands, Inc., and TBC Corporation, both Delaware Corporations, pursuant to Section 251 of the General Corporation Law of the State of Delaware, have entered into the following Agreement of Merger;

WITNESSETH that:

WHEREAS, the respective Shareholders and Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified in an Agreement of Merger pursuant to Section 251 of the Delaware General Corporation; and

WHEREAS, said TBC Corporation filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 16, 2004; and

WHEREAS, said TBC Private Brands, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on August 24, 1970;

NOW, THEREFORE, the corporations, parties to the Agreement of Merger, and which has been approved by their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the following principal terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The TBC Private Brands, Inc hereby merges into itself TBC Corporation and said TBC Corporation shall be and hereby is merged into TBC Private Brands, Inc. and TBC Private Brands, Inc. shall be the surviving corporation.

SECOND: The Certificate of Incorporation and By-Laws of TBC Private Brands, Inc., as amended, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows:

Each share of common stock \$0.01 par value per share, of TBC Corporation that is outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid non-assessable share of common stock, \$0.01 par value per share, of TBC Private Brands, Inc. This conversion will occur by virtue of the merger and without exchange or surrender of share certificates.

FOURTH: This merger shall become effective upon the later of the filing with the Secretary of State of Delaware or March 31, 2010.

FIFTH: On the effective date of the merger, TBC Private Brands, Inc. will change and adopt its corporate name to "TBC Corporation" and will no longer use the corporate name "TBC Private Brands, Inc."

SIXTH: On the effective date of the merger, the members of the Board of Directors of TBC Corporation shall become and be the members of the Board of Directors of TBC Private Brands, Inc.

SEVENTH: On the effective date of the merger, the officers of TBC Corporation shall become and be the officers of TBC Private Brands, Inc.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

TBC Private Brands, Inc.

(Name of Corporation)

By:  _____

Authorized Officer

Name: Timothy J. Miller

Title: Chief Financial Officer & Treasurer

TBC Corporation

(Name of Corporation)

By:  _____

Authorized Officer

Name: Timothy J. Miller

Title: Chief Financial Officer & Treasurer

I, Terry L. Trantina, Secretary of TBC Private Brands, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of TBC Private Brands, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of said TBC Private Brands, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that One share of stock of said corporation were on said date issued and outstanding and that the holder of One share voted by ballot in favor of said Agreement of Merger and the holders of One share voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of TBC Private Brands, Inc. agreement of said corporation.

WITNESS my hand on behalf of said TBC Private Brands, Inc. on this 15th day of March, 2010.

By: Terry L. Trantina
Secretary

Name: Terry L. Trantina
Printed or Typed

I, Terry L. Trantina, Secretary of TBC Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of TBC Corporation, a corporation of the State of Delaware, was duly submitted to the stockholders of said TBC Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 54,098 shares of stock of said corporation were on said date issued and outstanding and that the holder of 54,098 shares voted by ballot in favor of said Agreement of Merger and the holders of 54,098 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of TBC Corporation agreement of said corporation.

WITNESS my hand on behalf of said TBC Private Brands, Inc. on this 15th day of March, 2010.

By: Terry L. Trantina
Secretary

Name: Terry L. Trantina
Printed or Typed

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:04 AM 03/18/2010
FILED 11:04 AM 03/18/2010
SRV 100292457 - 0759827 FILE

STATE OF DELAWARE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TBC PRIVATE BRAND, INC.

TBC Private Brands, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That the respective Shareholders and Board of Directors duly and unanimously approved, in accordance with the General Corporation Law of the State of Delaware ("DGCL") an Agreement of Merger, effective as of March 31, 2010, of TBC Private Brands, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware since August 24, 1970, with TBC Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware since November 16, 2004;

SECOND: That pursuant to said Agreement of Merger, effective as of April 1, 2010, the shareholders, directors and officers of the company surviving the merger, i.e., TBC Private Brands, Inc. (renamed TBC Corporation), shall be the former shareholders, directors and officers of the former TBC Corporation;

THIRD: Effective as of April 1, 2010: (a) each share of Common Stock, \$0.01 par value per share, of TBC Corporation outstanding immediately prior to the merger shall be changed and converted into one fully paid and non-assessable share of Common Stock, \$0.01 par value per share, of TBC Private Brands, Inc.; (b) each share of Preferred Stock, \$0.01 par value per share, of TBC Corporation outstanding immediately prior to the merger shall be changed and converted into one fully paid and non-assessable share of Preferred Stock, \$0.01 par value per share, of TBC Private Brands, Inc.; (c) all outstanding rights to purchase or otherwise acquire any Series A Preferred Stock, \$0.01 par value per share, of TBC Corporation shall be changed and converted into the right to purchase or otherwise acquire a like number of shares of Series A Preferred Stock, \$0.01 par value per share, of TBC Private Brands, Inc.; (d) the conversion of the TBC Corporation shares to like shares of TBC Private Brands, Inc. will occur by virtue of the merger on March 31, 2010 and without an exchange or surrender of certificates; (e) all of the outstanding certificates that prior to March 31, 2010 represented shares of Common Stock or Preferred Stock of TBC Corporation shall be deemed for all purposes to evidence the same number of shares of Common Stock or Preferred Stock, as the case may be, of TBC Private Brands, Inc.; and (f) each share of Common Stock of TBC Private Brands, Inc. owned by TBC Corporation immediately prior to the merger will be cancelled, and all rights in respect thereof will cease, but until such date the registered owner of TBC Private Brand, Inc. Common and Preferred Shares shall have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of TBC Private Brands, Inc. to which such person is entitled.

FOURTH: That pursuant to said Agreement of Merger, the surviving corporation, TBC Private Brands, Inc. hereby amends and restates its Certificate of Incorporation, effective April 1, 2010, to read in its entirety as follows:

In accordance with Sections 242 and 245 of the Delaware General Corporation Law (the "DGCL"), the Board of Directors adopted a resolution on February 23, 2010 declaring the advisability, as part of the merger of TBC Private Brands, Inc. and TBC Corporation, effective March 31, 2010, of the amendment and restatement of the surviving corporation's certificate of incorporation, and the stockholder of the Corporation on February 24, 2010 authorized by written consent such amendment and restatement. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 24, 1970. The name of the Corporation set forth in such original Certificate of Incorporation was "The Tire & Battery Corporation."

1. The name of the corporation is TBC Corporation (the "Corporation").

2. The address of the Corporation's registered office in the State of Delaware is c/o Corporate Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808; and the Corporation's registered agent is and shall continue to be the Corporation Service Company.

3. The purposes and the nature of the business to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the DGCL.

4. The total number of shares of stock which the Corporation shall have authority to issue is ninety thousand (90,000), of which sixty thousand (60,000) shall be common stock having voting powers, \$0.01 par value per share ("Common Stock"), and of which thirty thousand (30,000) shall be preferred stock with voting powers, \$0.01 par value per share ("Preferred Stock"), including ten thousand (10,000) shares of Series A Preferred Stock (the "Series A Preferred Stock"), \$0.01 par value per share, having voting powers, preferences and other special rights, and qualifications, limitations and restrictions as set forth in an "Amended and Restated Certificate of Designations, Preferences and Right of Series A Preferred Stock of TBC Corporation," adopted on July 27, 2009 by the Board of Directors of TBC Corporation and which is adopted by the Corporation in its entirety as of March 31, 2010.

Shares of Common Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and such terms and for such consideration as shall be fixed by the Board of Directors. The of the authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding stock of the

Corporation entitled to vote. The Corporation shall not issue fractional shares of stock.

Authority is hereby expressly granted to and vested in the Board of Directors at any time, or from time to time, to issue the Preferred Stock in one or more other series and, in conjunction with the creation of each such series, to fix by the resolution or resolutions providing for the issue of shares thereof the number to be included in each such series; the dividend rate; the redemption price or prices if any; the terms and conditions of the redemption of or purchase of the shares of such series; the terms and conditions on which such shares are convertible into Common Shares or any other securities, if they are convertible; and any and all other designations, preferences and relative, participating, optional, voting or other special rights and qualifications, limitations or restrictions thereof, of such series, to the full extent now or hereafter granted by the laws of the State of Delaware. These express powers and rights of the Board of Directors shall also apply to the Series A Preferred Stock of the Corporation and this Certificate of Incorporation need not be amended or restated to amend or modify the "Amended and Restated Certificate of Designations, Preferences and Right of Series A Preferred Stock of TBC Corporation" governing those Series A Preferred Shares.

5. Election of the directors as members of the Corporation's Board of Directors need not be by written ballot unless required by the By-Laws of the Corporation. Any director may be removed from office with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders call for that purpose, or by the consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given in accordance with Section 228 of the DGCL.

6. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the By-Laws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend, and repeal By-Laws made by the Board of Directors.

7. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the DGCL, as the same may be amended and supplemented from time to time. Any repeal or modification of Section 7 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify under said section, including without limitation a director, officer, employee, or agent of the Corporation, from and against any

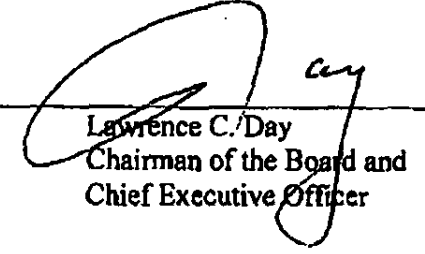
matter, action, suit or proceeding and all of the related expenses, liabilities, or other matters referred to in or covered by such matter, action, suit or proceeding, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified by the Corporation may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to the matter, action or proceeding in official capacity and as to a matter, action or proceeding in another capacity while holding office on behalf of or for the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9. Any action required or permitted to be taken at the stockholders of the Corporation shall be effected by a majority of the stockholders of the Corporation entitled to vote at an annual or special meeting of stockholders in respect thereof or with notice and by consent in a writing by a majority of the stockholders entitled to vote in respect thereof. A shareholder entitled to vote may waive notice in a signed writing.

10. The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the By-Laws of the Corporation by a resolution or resolutions adopted by a majority vote of the then authorized number of directors.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation of the Corporation has been executed on this 15th day of March, 2010.

TBC Corporation



Lawrence C. Day
Chairman of the Board and
Chief Executive Officer