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F97000003725

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002398332-1

-01/13/98-01060-008

Natick Pembroke Realty Corp.

*****70.00 *****70.00

merged into:

BJ's Wholesale Club, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 13 PM 12:41

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merge

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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John
Merger

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98 JAN 13 AM 11:37
DIVISION OF CORPORATION

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATICK PEMBROKE REALTY CORP., a Florida corporation, P96000070023

into

BJ'S WHOLESALE CLUB, INC., a Delaware corporation F97000003725

File date: January 13, 1998

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
NATICK PEMBROKE REALTY CORP.
INTO
BJ'S WHOLESALE CLUB, INC.

FILED
98 JAN 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopted the following Articles of Merger:

FIRST: BJ's Wholesale Club, Inc. is a corporation organized under the laws of the State of Delaware and owning at least eighty percent (80%) of the shares of Natick Pembroke Realty Corp., a corporation organized under the laws of the State of Florida ("Natick").

SECOND: The following Agreement and Plan of Merger (the "Agreement") was adopted by the Board of Directors of each of BJ's Wholesale Club, Inc. and Natick and by the sole shareholder of Natick and includes the following terms and conditions:

(a) The name of the parent corporation is BJ's Wholesale Club, Inc. The name of the subsidiary corporation is Natick Pembroke Realty Corp.

(b) Effective upon filing of these Articles of Merger (the "Effective Time"), Natick shall be merged with and into BJ's and the separate corporate existence of Natick shall cease and BJ's Wholesale Club, Inc. shall continue as the surviving corporation under the laws of the State of Delaware (the "Merger").

(c) The Restated Certificate of Incorporation of BJ's Wholesale Club, Inc. shall be the Certificate of Incorporation of the surviving corporation.

(d) The manner and basis of converting shares of each corporation (or rights to acquire the same) into shares or rights to acquire shares of the surviving corporation is set forth in Article Fourth herein.

THIRD: At the Effective Time, each share of the common stock of Natick, \$.01 par value, outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled. The outstanding capital stock of BJ's Wholesale Club, Inc. shall not be altered or in any way affected by virtue of the Merger.

FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of

this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Agreement was adopted by the sole shareholder of Natick. Thus, there are no dissenting shareholders with respect to this Merger.

FIFTH: The effective date of the Merger is the date of the filing of these Articles of Merger.

SIXTH: The Agreement was adopted by the Board of Directors and the sole shareholder of Natick by written consent on July 28, 1997, and was adopted by the Board of Directors of BJ's Wholesale Club, Inc. on December 4, 1997.

Signed this 7th day of January, 1998.

BJ'S WHOLESALE CLUB, INC.

ATTEST:

By: Sarah M. Gallivan
Sarah M. Gallivan
Secretary

By: Frank D. Forward
Frank D. Forward
Executive Vice President and Chief
Financial Officer

NATICK PEMBROKE REALTY CORP.

By: Arthur T. Silk, Jr.
Arthur T. Silk, Jr.
Vice President and Treasurer