

247731

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

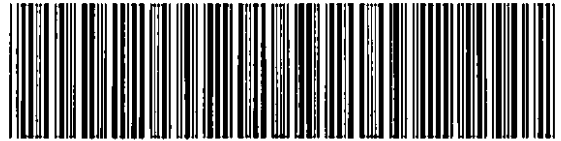
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18 AUG 24 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

R WHITE
AUG 27 2019

2018 AUG 24 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

RW

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

FILE FIRST

ACCOUNT NO. : I20000000195

REFERENCE : 361341 4338256

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : August 23, 2018

ORDER TIME : 9:28 AM

ORDER NO. : 361341-125

CUSTOMER NO: 4338256

ARTICLES OF MERGER

VSUB HOLDING COMPANY

INTO

VAUGHAN PRINTERS INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

please call if additional funds are needed

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vaughan Printers Incorporated

Name of Surviving Party

Please return all correspondence concerning this matter to:

Ian R. Scheinmann

Contact Person

Vaughan Printers Incorporated

Firm/Company

200 First Stamford Place

Address

Stamford, CT 06902

City, State and Zip Code


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

For further information concerning this matter, please call:

at ()

Name of Contact Person

Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED

2018 AUG 24 AM 8: 02

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

**SECRETARY OF STATE
TALLAHASSEE, FL**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------------|---------------------|-------------------------|
| VSUB Holding Company | Virginia | Corporation |
| Vaughan Printers Incorporated | Florida | Corporation |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------------|---------------------|-------------------------|
| Vaughan Printers Incorporated | Florida | Corporation (247731) |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

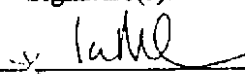
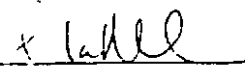
200 First Stamford Place

Stamford, CT 06902

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|--------------------------------|-----------------------------------------------------------------------------------|--------------------------------------|
| VSUB Holding Company |  | Ian R. Scheinmann - Sec. |
| Vanughan Printers Incorporated |  | Ian R. Scheinmann - Sec. |
| | | |
| | | |

| | |
|-----------------------------------|---------------------------------------------------------------------------------------------------------|
| Corporations: | Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) |
| General Partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

not done

AGREEMENT AND PLAN OF MERGER

MERGING

VSUB HOLDING COMPANY
a Virginia corporation

INTO

VAUGHAN PRINTERS INCORPORATED
a Florida corporation

AGREEMENT AND PLAN OF MERGER dated as of August 23, 2018 (the "Merger Agreement"), is by and between VSUB Holding Company, a Virginia corporation (the "Merging Company"), and Vaughan Printers Incorporated, a Florida corporation (the "Surviving Company").

FIRST: The Merging Company shall be merged with and into the Surviving Company (the "Merger"). The Stock Corporation Act of the Commonwealth of Virginia permits the merger of a business entity with and into another business entity. The Business Corporation Act of the State of Florida permits the merger of a business entity with and into another business entity.

SECOND: The separate existence of the Merging Company shall cease upon the effective time of the Merger in accordance with the provisions of the Stock Corporation Act of the Commonwealth of Virginia.

THIRD: The Surviving Company shall continue its existence under the name of Vaughan Printers Incorporated pursuant to the provisions of the Business Corporation Act of the State of Florida.

FOURTH: That pursuant to Chapter 11 of the Bankruptcy Code and the *Fourth Amended Joint Chapter 11 Plan of Reorganization of Cenveo, Inc., et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 685] (as may be modified, amended, or supplemented from time to time, the "Plan"), the merger of the Merging Company into the Surviving Company is authorized and directed in accordance with the Plan.

FIFTH: The outstanding shares of the Merging Company by virtue of the Merger and without any action by the Merging Company or the Surviving Company or any other person, will be canceled and extinguished.

SIXTH: The effective time of the Merger shall be occur at such time as the Articles of Merger to which this Merger Agreement is attached has been duly filed with the Secretary of State of the Commonwealth of Virginia and the Secretary of State of the State of Florida, respectively.

SEVENTH: The street address of the Surviving Company is 200 First Stamford Place, 2nd Floor, Stamford, CT 06902.

EIGHTH: Each of the Merging Company and the Surviving Company represents and warrants that for good and valid consideration, the receipt and sufficiency of which are hereby

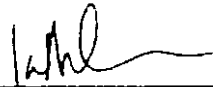
acknowledged, the execution and delivery of this Merger Agreement and the consummation of the Merger have been duly authorized by all necessary actions on the part of such entity.

NINTH: This Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without giving effect to the principles of conflicts of laws thereof.

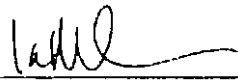
TENTH: This Agreement may be executed in any number of counterparts (including via facsimile), each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be signed by their respective officers thereunto duly authorized, all as of the day and year first written above.

VSUB HOLDING COMPANY
a Virginia corporation

By: 
Name: Ian R. Scheinmann
Title: Secretary

VAUGHAN PRINTERS INCORPORATED
a Florida corporation

By: 
Name: Ian R. Scheinmann
Title: Secretary