

Division of Corporations

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295971

**Florida Department of State
Division of Corporations
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
CLOSETMAID NORTH AMERICA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 DEC 23 PM 4:50

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Merger

12-26-13

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ClosetMaid Corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Sharon Hyde

Contact Person

Emerson Electric

Firm/Company

8000 West Florissant Ave.

Address

St. Louis, MO 63136

City/State and Zip Code

Sharon.Hyde@emerson.com

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

For further information concerning this matter, please call:

Sharon Hyde

Name of Contact Person

At (314)

553-3473

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

(3/9)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

Eff: 12-31-13

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ClosetMaid Corporation</u>	<u>Florida</u>	<u>25971</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ClosetMaid North America, Inc.</u>	<u>Delaware</u>	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 31 / 2013 (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.)
at 11:59 pm

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/19/2013 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/19/2013 and shareholder approval was not required.

(Attach additional sheets if necessary)

12/23/2013 15:16:30 From: To: 8506176380

(6/9)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made by and between ClosetMaid North America, Inc., a Delaware corporation ("ClosetMaid NA") and ClosetMaid Corporation, a Florida corporation ("ClosetMaid") as of the 19th day of December, 2013.

WHEREAS, ClosetMaid NA is a wholly-owned subsidiary of ClosetMaid; and

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, ClosetMaid NA merge with and into ClosetMaid, with ClosetMaid as the surviving corporation of such merger.

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ClosetMaid and ClosetMaid NA agree as follows:

1. ClosetMaid, originally formed under the name of Beleco Associates, Inc., owns all of the outstanding shares of ClosetMaid NA.
2. As to each subsidiary corporation, the designation and number of outstanding shares (of each class) and the number of such shares (of each class) owned by the surviving corporation are as follows:

<u>Name of Subsidiary Survivor</u>	<u>Designation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
ClosetMaid North America, Inc.	Common	1,000	1,000

3. Upon the filing of the necessary certificates with the Secretary of State of Florida and Delaware, ClosetMaid NA shall be merged with and into ClosetMaid, with ClosetMaid being the surviving corporation of the merger (the "Merger"). The Merger shall become effective at 11:59 p.m. (central daylight time) on December 31, 2013 (the "Effective Time").
4. At the Effective Time, all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of ClosetMaid NA shall be cancelled without consideration.
5. This Agreement shall be submitted to the vote of the Board of Directors of ClosetMaid as required by applicable laws of the States of Florida and Delaware. If this Agreement is duly adopted and is not terminated as permitted by Section 9, the parties shall execute and cause to be filed with

such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Florida and Delaware.

6. This Agreement constitutes a Plan of Liquidation under Internal Revenue Code Section 332 and the regulations thereunder.
7. The certificate of incorporation and by-laws of ClosetMaid, the surviving entity, shall not be changed in connection with the Merger
8. As of the Effective Time, and in accordance with applicable laws, all of the assets, liabilities, rights, privileges, immunities, and franchises of ClosetMaid NA and ClosetMaid, and all property (real, personal, and mixed) of, and debt due to ClosetMaid NA and ClosetMaid, shall for all purposes and in all respects, be and constitute the assets, liabilities, rights, privileges, immunities, franchises, property of, and debts due to ClosetMaid, as the surviving corporation of the Merger.
9. To the extent permitted by applicable laws at any time prior to the Effective Time, this Agreement may be (a) amended by an agreement approved by the boards of directors of both ClosetMaid NA and ClosetMaid, or (b) terminated by action of the boards of directors of both ClosetMaid NA and ClosetMaid.
10. This Agreement is the entire Agreement of the parties with respect to the subject matter hereof, and supersedes and cancels all previous agreements and negotiations between the parties with respect thereto. No modifications of this Agreement shall be effective unless in writing and signed by both parties to this Agreement.
11. The foregoing Plan of Merger was duly adopted by the Board of Directors of ClosetMaid and ClosetMaid NA on December 19, 2013.

[Remainder of this page left intentionally blank; signature page follows.]

12/23/2013 15:16:30 From: To: 8506176380

(9/9)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the day first written above.

CLOSETMAID CORPORATION

By: _____

Name: John G. Shively

Title: Secretary

CLOSETMAID NORTH AMERICA, INC.

By: _____

Name: John G. Shively

Title: Secretary