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STATE OF FLORIDA  
TALLAHASSEE

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUNGLASS HUT VIRGIN ISLANDS, INC., a Virgin Islands corporation not  
authorized to transact business in Florida

,

INTO

**SUNGLASS HUT TRADING CORPORATION**, a Florida entity, 448528

File date: December 27, 2002

Corporate Specialist: Annette Ramsey

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Sunglass Hut Virgin Islands, Inc.

merging into:

Sunglass Hut Trading Corporation

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|--|---|---|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                       |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input checked="" type="checkbox"/> Certified Copy     | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
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**ARTICLES OF MERGER  
OF  
SUNGLASS HUT VIRGIN ISLANDS, INC., a Virgin Islands corporation  
INTO  
SUNGLASS HUT TRADING CORPORATION, a Florida corporation**

FILED  
02 DEC 27 PM 4:19  
SEC. 1, PART OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act, and pursuant to the provisions of the Virgin Islands Code, SUNGLASS HUT TRADING CORPORATION, a Florida corporation ("TRADING"), and SUNGLASS HUT VIRGIN ISLANDS, INC., a Virgin Islands corporation ("VI"), hereby adopt the following Articles of Merger for the purpose of merging VI with and into TRADING (the "Merger").

**FIRST:** The Plan of Merger, pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), and pursuant to the Virgin Islands Code is as set forth in these Articles of Merger, including Exhibit A attached hereto (the "Plan of Merger").

**SECOND:** The Merger shall be effective upon filing with the office of the Florida Secretary of State (the "Effective Time"). At the Effective Time VI shall be merged with and into TRADING with TRADING being the surviving corporation of the Merger (the "Surviving Corporation") and the separate existence of VI shall thereupon cease. The Merger shall have the effects set forth in Section 607.1106 and Section 607.1107 of the FBCA.

**THIRD:** The Articles of Incorporation of TRADING as in force and effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

**FOURTH:** The Bylaws of TRADING as in force and effect at the effective date shall be the Bylaws of the Surviving Corporation.

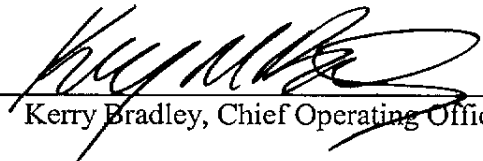
**FIFTH:** The directors and officers in office of TRADING upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

**SIXTH:** (i) Each share of VI's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being issued or paid therefor, and (ii) each share of TRADING's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

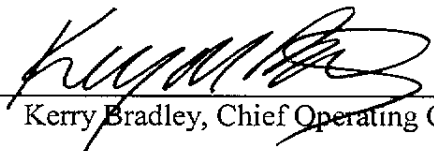
**SEVENTH:** The Plan of Merger was approved by written consent of the sole shareholder of VI and by written consent of the sole shareholder of TRADING dated as of December 27, 2012

**IN WITNESS WHEREOF,** each of VI and TRADING have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on December 27, 2012

**SUNGLASS HUT TRADING CORPORATION**  
**a Florida corporation**

By:   
Kerry Bradley, Chief Operating Officer

**SUNGLASS HUT VIRGIN ISLANDS, INC.**  
**a Virgin Islands corporation**

By:   
Kerry Bradley, Chief Operating Officer

## AGREEMENT AND PLAN OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated December 27, 2022 (the "Agreement"), is entered into by and between SUNGLASS HUT TRADING CORPORATION, a Florida corporation ("Trading"), and SUNGLASS HUT VIRGIN ISLANDS, INC., a Virgin Islands corporation ("VI") pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), and the Code of the Virgin Islands (the "CVI").

The respective Boards of Directors of Trading and VI believe that it is in the best interests of Trading and VI and their respective shareholders to merge VI with and into Trading under and pursuant to the provisions of this Agreement and the FBCA.

### Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **MERGER** VI shall be merged with and into Trading (the "Merger").

**EFFECTIVE DATE.** The Merger shall become effective immediately upon the later of the filing of this Agreement or the filing of Articles of Merger with the Secretary of State of Florida in accordance with the FBCA and the Virgin Islands Division of Corporations and Trademarks; provided, however, that if such Certificate of Merger and Articles of Merger specify a later time, then the Merger shall become effective upon such specified later time. The time of such effectiveness is hereinafter called the "Effective Date".

**SURVIVING CORPORATION.** Trading shall be the surviving corporation (the "Surviving Corporation") of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of VI shall cease.

**ARTICLES OF INCORPORATION.** The Articles of Incorporation of Trading as it exists on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date.

**BYLAWS.** The Bylaws of Trading as they exist on the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date.

**BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of Trading immediately prior to the Effective Date shall be the members of the Board of Directors and the officers of the Surviving Corporation following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in Trading's Articles of Incorporation and Bylaws, or until their respective successors are elected and qualified.

**CAPITAL STOCK.** (i) Each share of VI's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being issued or paid therefore, and (ii) each share of VI's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

**TERMINATION.** This Agreement may be terminated and abandoned by action of the respective Board of Directors of VI and Trading at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties hereto.

**AMENDMENT.** The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date.

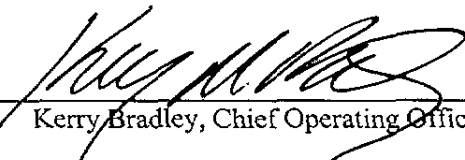
**INSPECTION OF AGREEMENT.** Executed copies of this Agreement will be on file at the principal place of business of Trading at 4000 Luxottica Place, Mason, Ohio 45040. A copy of this Agreement shall be furnished by Trading on request and without cost, to any shareholder of either VI or Trading.

**GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and the Virgin Islands.

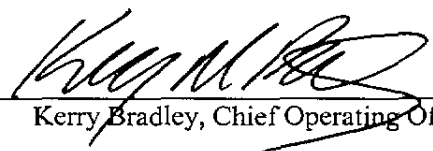
**SERVICE OF PROCESS.** On and after the Effective Date, Trading agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of VI and Trading arising from the Merger.

**IN WITNESS WHEREOF,** each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf by its officers duly authorized, all as of the date first above written.

**SUNGLASS HUT TRADING CORPORATION,**  
**a Florida corporation**

By:   
Kerry Bradley, Chief Operating Officer

**SUNGLASS HUT VIRGIN ISLANDS, INC.,**  
**a Virgin Islands corporation**

By:   
Kerry Bradley, Chief Operating Officer