

543997

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H080002701573)))



H080002701573ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carina Dunlap X2957

RECEIVED
2008 DEC -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
THE DORCAS MANUFACTURING COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$130.00

D. BRUCE

DEC 10 2008

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

EFFECTIVE DATE *12/31/08*

**ARTICLES OF MERGER
OF
MURPHY CAP & GOWN COMPANY,
CARDINAL ROBE COMPANY, INC. AND
MURPHY ROBE SALES, LLC
WITH AND INTO
THE DORCAS MANUFACTURING COMPANY**

The following Articles of Merger are submitted to merge the following Florida entities in accordance with Sections 607.1109 and 617.0302 of the Florida Business Corporation Act, as amended (the "Act"):

FIRST, the exact name, jurisdiction and form/entity type of each merging party (the "Merging Companies") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Murphy Cap & Gown Company	Florida	Corporation 672094
Cardinal Robe Company, Inc.	Florida	Corporation 902000033898
Murphy Robe Sales, LLC	Florida	Limited Liability Company 05000121932

SECOND, the exact name, jurisdiction and form/entity type of the surviving party (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Dorcas Manufacturing Company	Florida	Corporation 543997

THIRD, the Agreement and Plan of Merger (the "Plan of Merger") is attached.

FOURTH, the Surviving Corporation shall continue under the new name of "Murphy Cap & Gown Company" as provided in the Plan of Merger and in accordance with the Act.

FIFTH, the merger shall become effective on December 31, 2008.

SIXTH, the Plan of Merger was duly adopted by the board of directors and sole shareholder of the Surviving Corporation by resolution dated effective as of December 1, 2008.

SEVENTH, the Plan of Merger was duly adopted by the respective boards of directors and managers of each of the Merging Companies and the respective shareholders and member of each of the Merging Companies by resolution dated effective as of December 1, 2008.

[signature page to immediately follow]

EFFECTIVE DATE 12/31/08

IN WITNESS WHEREOF, the Surviving Corporation and each of the Merging Companies have caused these Articles of Merger to be executed by each of their duly authorized officers as of the 9th day of December, 2008.

THE DORCAS MANUFACTURING COMPANY

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

MURPHY CAP & GOWN COMPANY

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

CARDINAL ROBE COMPANY, INC.

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

MURPHY ROBE SALES, LLC

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") dated as of this 9th day of December, 2008, is entered into by and between THE DORCAS MANUFACTURING COMPANY, a Florida corporation (the "Surviving Corporation"), MURPHY CAP & GOWN COMPANY, a Florida corporation ("Murphy Cap & Gown"), CARDINAL ROBE COMPANY, INC., a Florida corporation ("Cardinal Robe") and MURPHY ROBE SALES, LLC, a Florida limited liability company ("Murphy Robe Sales," together with Murphy Cap & Gown and Cardinal Robe, the "Merging Companies"), pursuant to the provisions of the Florida Business Corporation Act, as amended (the "Act").

RECITALS

WHEREAS, Murphy Cap and Gown owns all of the issued and outstanding shares of the Surviving Corporation, Cardinal Robe and Murphy Robe Sales;

WHEREAS, Murphy Cap & Gown has authority to issue seven thousand (7,000) shares of common stock, \$1.00 par value, of which a total of four thousand, nine hundred (4,900) shares are issued and outstanding;

WHEREAS, the Surviving Corporation has authority to issue seven thousand (7,000) shares of common stock, \$1.00 par value, of which a total of one thousand (1,000) shares are issued and outstanding;

WHEREAS, Cardinal Robe has authority to issue ten thousand (10,000) shares of common stock, \$1.00 par value, of which one thousand (1,000) are issued and outstanding;

WHEREAS, Murphy Robe Sales has one hundred (100) units issued and outstanding;

WHEREAS, the respective Boards of Directors and Managers of the Surviving Corporation and the Merging Companies (collectively, the "Constituent Companies") have determined that it is advisable and in the best interests of the Constituent Companies that the Merging Companies be merged with and into the Surviving Corporation upon the terms and subject to the conditions set forth in this Merger Agreement and in accordance with the Act;

WHEREAS, the respective Boards of Directors and shareholders of each of the Surviving Corporation, Murphy Cap & Gown and Cardinal Robe have approved and adopted this Merger Agreement by unanimous written consent effective as of December 1, 2008;

WHEREAS, the Board of Managers and sole member of Murphy Robe Sales have approved and adopted this Merger Agreement by unanimous written consent effective as of December 1, 2008; and

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the merger, the parties hereto agree as follows:

Article 1. THE MERGER AND ITS EFFECTIVE TIME

Section 1.1 The Merger. The Merging Companies and the Surviving Corporation shall be merged into a single corporation in accordance with the Act (the "Merger").

Section 1.2 Effective Time. The effective date and time of the Merger shall be December 31, 2008 (the "Effective Time").

FILED
9:00 AM
DEC 9 2008
CLERK OF THE
COURT
OF THE
STATE OF
FLORIDA

Section 1.3 Survival of the Merger; Name. At the Effective Time, the separate existence of the Merging Companies shall cease and the Surviving Corporation shall survive the Merger and continue to be a Florida corporation. The name of the Surviving Corporation shall be "Murphy Cap & Gown Company."

Article 2. ARTICLES OF INCORPORATION AND BY-LAWS

Section 2.1 Articles of Incorporation. On and after the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated to read in their entirety as set forth on Exhibit A and, as amended, shall constitute the Articles of Incorporation of the Surviving Corporation (the "Surviving Articles"), subject always to the right of the Surviving Corporation to amend the Surviving Articles in accordance with the Act.

Section 2.2 Code of By-Laws. On and after the Effective Time, the Code of By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Code of By-Laws of the Surviving Corporation (the "Surviving By-Laws"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to alter, amend or repeal the Surviving By-Laws in accordance with the Act, the Surviving Articles and the Surviving By-Laws.

Article 3. DIRECTORS AND OFFICERS

Section 3.1 Directors and Officers. On and after the Effective Time, the Board of Directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue in office as the Board of Directors and officers of the Surviving Corporation, each to hold office subject to the Surviving Articles and Surviving By-Laws and the laws of the State of Florida as to the term and removal of directors and officers.

Article 4. MANNER OF CONVERTING AND CANCELLING SHARES AND UNITS

Section 4.1 Cancellation of Merging Companies' Issued Shares and Units. At the Effective Time, all the issued and outstanding shares of common stock and outstanding units of the Merging Companies shall automatically and by operation of law be cancelled, and no payment shall be made with respect thereto, and all certificates evidencing ownership of such shares and units shall be surrendered and canceled and thereafter shall be void and of no effect.

Section 4.2 Existence of Surviving Corporation Issued Shares. At the Effective Time, all issued and outstanding shares of common stock of the Surviving Corporation shall be and remain issued and outstanding shares of common stock of the Surviving Corporation.

Article 5. RIGHTS

Section 5.1 Rights. From and after the Effective Time, the Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Constituent Companies; all property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Companies shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or other instrument; and the title to any real estate or any interest therein, vested by

FILED

08
DEC - 9 AM
CLERK OF SUPERIOR COURT
JANUARY 10, 2009
TALLAHASSEE, FLORIDA

deed or otherwise in any of the Constituent Companies, shall be fully vested in the Surviving Corporation, and shall not revert or be in any way impaired by reason of the Merger.

Article 6. LIABILITIES

Section 6.1 **Liabilities.** From and after the Effective Time, all rights of creditors and all liens (if any) upon the property of any of the Constituent Companies shall be preserved unimpaired by the Merger; all debts, liabilities, obligations and duties (collectively, "**Obligations**") of each of the Constituent Companies shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Companies in such action or proceeding.

Article 7. CORPORATE ACTS

Section 7.1 **Corporate Acts.** From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, "**Corporate Acts**") of the Merging Companies, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Corporation.

Article 8. FURTHER DOCUMENTS

Section 8.1 **Further Documents.** If at any time prior to the Effective Time the Surviving Corporation shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Companies or otherwise to carry out the purposes of the Merger, the proper officers and directors of the Merging Companies shall execute and make all such proper assignments or assurances and take such other actions; and the Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, in the name and on behalf of the Merging Companies or otherwise, to do any of the foregoing.

[Remainder of this page intentionally left blank.]

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Surviving Corporation and each of the Merging Companies have caused this Merger Agreement to be executed by each of their duly authorized officers on the date and year first above written.

THE DORCAS MANUFACTURING COMPANY

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

MURPHY CAP & GOWN COMPANY

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

CARDINAL ROBE COMPANY, INC.

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

MURPHY ROBE SALES, LLC

By: Michael S. Parrett
Michael S. Parrett, Secretary & Treasurer

FILED
08 DEC -9 AM 9:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

Attachments:

Exhibit A: Amended and Restated Articles of Incorporation of The Dorcas Manufacturing Company

DEC. 9. 2008 12:06PM

C S C

NO. 785

P. 8

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE DORCAS MANUFACTURING COMPANY**

[ATTACHED]

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DORCAS MANUFACTURING COMPANY**

The following Amended and Restated Articles of Incorporation (the "Articles of Incorporation") of The Dorcas Manufacturing Company, a Florida Corporation incorporated on August 29, 1977 ("Corporation"), were duly adopted pursuant to the authority and provisions of the Florida Business Corporation Act, as amended (the "Act"), and supersede in their entirety and take the place of the existing articles of incorporation of the Corporation, and all amendments thereto.

Article 1. NAME

The name of the Corporation shall be: Murphy Cap & Gown Company.

Article 2. PURPOSE AND DURATION

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Act. The period during which the Corporation shall continue is perpetual.

Article 3. CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services as a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this Corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the Corporation of any class shall have any preemptive preferential right to subscribe to, purchase or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the Corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

Article 4. PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 4200 31st Street North, St. Petersburg, Florida, but the Corporation shall have the power to relocate its principal office or to

establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

Article 5. BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders at an annual or special meeting or by the corporate by-laws. Each of the said directors shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

Article 6. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall CT Corporation System. The registered office shall be 1200 South Pine Island Road Plantation, Florida 33324.

Article 7. INCORPORATORS

The names and street addresses of each incorporator of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John E. Karvonen	3637 Fourth Street North St. Petersburg, Florida
Jeanette R. Reynolds	3637 Fourth Street North St. Petersburg, Florida
Pamela K. Wiles	3637 Fourth Street North St. Petersburg, Florida

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 8. INDEMNIFICATION

(a) The Corporation shall indemnify every person who is or was a director or officer of the Corporation (each of which, together with such person's heirs, estate, executors, administrators and personal representatives, is hereinafter referred to as an "Indemnatee") against all liability to the fullest extent permitted by Fla. Code § 607.0850 provided, that such person is determined in the manner specified by Fla. Code § 607.0850 to have met the standard of conduct specified in Fla. Code § 607.0850. The Corporation shall, to the fullest extent permitted by Fla. Code § 607.0850, pay for or reimburse the reasonable expenses incurred by every Indemnatee who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by Fla. Code §

607.0850. The foregoing indemnification and advance of expenses for each Indemnatee shall apply to service in the Indemnatee's official capacity with the Corporation, and to service at the Corporation's request, while also acting in an official capacity with the Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

(b) The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnatee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnatee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnatee acting in an official capacity or in another capacity described in Section 10.01 prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnatee if (a) any act or omission complained of in a proceeding against the Indemnatee, (b) any portion of a proceeding, or (c) any determination or assessment of liability, occurs while this Article 10 is in effect.

Article 9. BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

Article 10. AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

[SIGNATURE PAGE TO FOLLOW]

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC. 9. 2008 12:08PM

C S C

NO. 785

P. 12

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation as of the 9th day of December, 2008.

THE DORCAS MANUFACTURING COMPANY

By: Michael S. Parrett

Michael S. Parrett, Secretary & Treasurer

FILED
08 DEC -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA