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Florida Department of State
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MERGER OR SHARE EXCHANGE BBJ PRODUCTS, INC.

Certificate of Status	0
Certified Copy	1
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\$78.75

Effective date
12-30-11
merger
Tlewis
12-27-11

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BBJ Products, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Mary Montagnino
Contact Person

Unilever
Firm/Company

800 Sylvan Avenue
Address

Englewood Cliffs, NJ 07632
City/State and Zip Code

mary.montagnino@unilever.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary Montagnino At (201) 894-2790
Name of Contact Person 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

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TALLAHASSEE FLORIDA
ration Act,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLM - 05/06/2004 CT System Online

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

**Signature of an Officer or
Director**

Typed or Printed Name of Individual & Title

Emerald Manufacturing Company

David Schwartz

David A. Schwartz, President

BBJ Products, Inc.

David Schwartz

David A. Schwartz, President

AGREEMENT AND PLAN OF MERGER

by and between

EMERALD MANUFACTURING COMPANY

a Florida corporation

and

BBJ PRODUCTS, INC.

a Florida Corporation

AGREEMENT AND PLAN OF MERGER ("Agreement") made by and between Emerald Manufacturing Company ("Emerald"), a Florida corporation, and BBJ Products, Inc., corporation ("BBJ"), a Florida corporation, which corporations are sometimes referred to herein individually as a "Constituent Corporation" and collectively as "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations and its shareholders that Emerald be merged with and into BBJ ("the Surviving Corporation") as permitted by the Florida Business Corporation Act under and pursuant to the terms hereinafter set forth;

NOW, THEREFORE, the parties hereto have agreed as follows:

ARTICLE I

PLAN OF MERGER

1.01 Plan Adopted. A plan of merger of each of the Constituent Corporations is adopted as follows:

- (1) The Constituent Corporations to the merger are Emerald and BBJ.
- (2) As to each Constituent Corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or Series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
<u>Emerald Manufacturing Company</u>	1,000	Common	1,000
<u>BBJ Products, Inc.</u>	100	Common	100

- (3) Upon the Effective Time of the Merger, as hereinafter defined, Emerald shall be merged with and into BBJ (the "Merger").
- (4) The Surviving Corporation shall be BBJ.
- (5) Upon the Effective Time of the Merger, the separate existence of Emerald shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Emerald and shall be subject to all the debts and liabilities of Emerald.
- (6) On and after the Effective Time of the Merger, the Surviving Corporation shall carry on its business with the assets of Emerald, as well as with the assets of the Surviving Corporation.
- (7) Upon the Effective Time of the Merger, each share of Emerald Common Stock outstanding immediately prior to the merger shall be cancelled by virtue of the merger without any action on the part of the holder thereof.

1.02 Effective Time of the Merger. Upon approval of this Agreement in accordance with applicable law, the Merger shall become effective on December 30, 2011, provided appropriate Articles of Merger, certified, executed and acknowledged as provided by law, is filed with the Secretary of State of Florida in accordance with the applicable laws (the "Effective Time of the Merger").

ARTICLE II

ARTICLES OF INCORPORATION

2.01 The Articles of Incorporation of BBJ shall be the Articles of Incorporation of the Surviving Corporation.

ARTICLE III

DIRECTORS AND OFFICERS

3.01 Directors. Upon the Effective Time of the Merger, the directors of BBJ shall be the directors then in office of the Surviving Corporation.

3.02 Vacancies. If a vacancy shall exist on the Board of Directors of the Surviving Corporation at the Effective Time of the Merger, such vacancy may be filled as provided by the by-laws of the Surviving Corporation.

3.03 Officers. All persons who as of the Effective Time of the Merger are officers of the Surviving Corporation shall remain officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation may elect or appoint such additional or replacement officers as it may determine in accordance with the by-laws of the Surviving Corporation.

ARTICLE IV

BY-LAWS

4.01 The by-laws of BBJ, as existing as of the Effective Time of the Merger, shall continue as the by-laws of the Surviving Corporation until amended, altered or repealed as provided therein or in the Articles of Incorporation of the Surviving Corporation or as provided by law.

ARTICLE V

TERMINATION

5.01 The Agreement may be terminated, and the merger herein provided for may be abandoned, by mutual consent of the respective boards of directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger with respect to the Merger provided for in this Agreement in the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Agreement, having first been duly approved by the respective board of directors of each Constituent Corporation, is hereby executed on behalf of each said Constituent Corporations by its respective officers thereunto duly authorized on the date indicated below.

Emerald Manufacturing Company,
a Florida corporation

Dated as of: December 22, 2011

By: David A. Schwartz
David A. Schwartz
President

BBJ Products, Inc.,
a Florida Corporation

Dated as of: December 22, 2011

By: David Schwartz
David Schwartz
President