

813299

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(Address)

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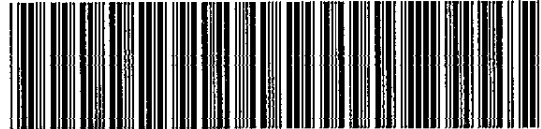
(Business Entity Name)

(Document Number)

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2003 MAY -5 PM 1:29
TALLAHASSEE, FLORIDA
RECEIVED
2003 MAY -5 PM 12:56
LATE
FILING
FEE
\$10.00
DA

C. Coulllette MAY 06 2003

CT CORPORATION

May 5, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5844436 SO
Customer Reference 1: 692410-1
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

SOURCING AND TECHNICAL SERVICES, INC. (FL)
Merger (Discontinuing Company)
Florida

SOURCING AND TECHNICAL SERVICES, INC. (FL)
Obtain Document - Misc - Obtain one certified copy of Articles of Merger
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Brigham Weir

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 5, 2003

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: K MART CORPORATION
Ref. Number: 813299

We have received your document for K MART CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where is your original? We must have the original signatures of officers before this document can be filed. Please also note the effective date of May 2, 2003 will not be noted by our agency. The only way we reflect an effective date on our records would be if the effective date was a future date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 303A00027754

RECEIVED
MAY -6 AM 11:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
SOURCING AND TECHNICAL SERVICES, INC.
INTO
KMART CORPORATION**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned, SOURCING AND TECHNICAL SERVICES, INC., a Florida corporation, and KMART CORPORATION, a Michigan corporation, adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is KMART CORPORATION, a Michigan corporation ("KMART"). The name of the merging corporation is SOURCING AND TECHNICAL SERVICES, INC., a Florida corporation and a 100% owned subsidiary of KMART ("S&T") (collectively, the "Constituent Corporations").

2. A copy of the Plan of Merger, effective as of May 5, 2003, is attached hereto and incorporated herein by reference.

3. The Plan of Merger was duly adopted on April 20, 2003 by the Board of Directors of KMART as required by Section 607.1104 of the FBCA and Section 711 of the Michigan Business Corporation Act (the "MBCA").

4. Approval of the Plan of Merger by the shareholders of KMART or S&T was not required pursuant to the provisions of Section 607.1104 of the FBCA or Section 711 of the MBCA since KMART owns 100% of the outstanding shares of S&T.

FILED
2003 MAY -5 PM 1:29
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the
5th day of May, 2003.

SOURCING AND TECHNICAL SERVICES,
INC.,
a Florida corporation

By: 

Name:

Title:

JAMES E. DEFEBAGH, IV
SECRETARY

KMART CORPORATION,
a Michigan corporation

By: 

Name:

Title:

JAMES E. DEFEBAGH, IV
SECRETARY

PLAN OF MERGER

THIS PLAN OF MERGER is approved and adopted as of the 5th day of May, 2003, by Kmart Corporation, a Michigan corporation ("Kmart").

WITNESSETH:

WHEREAS, the Board of Directors of Kmart deem it advisable and in the best interests of the Company to have Sourcing and Technical Services, Inc., a Florida corporation and a wholly-owned subsidiary of Kmart ("S&T"), merge with and into Kmart pursuant to this Plan of Merger and the applicable provisions of the laws of the State of Florida and the laws of the State of Michigan (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of Kmart has approved and adopted this Plan of Merger and the Merger contemplated hereby.

ARTICLE I THE MERGER

On the Effective Date of the Merger (as defined below) and in accordance with the laws of the State of Florida and the State of Michigan, S&T shall merge with and into Kmart, with Kmart being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Michigan.

ARTICLE II EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Florida Department of State. A Certificate of Merger, substantially in the form attached as Appendix "B" hereto, executed in accordance with the laws of the State of Michigan shall be filed with the Michigan Department of Consumer & Industry Services, Bureau of Commercial Services, Corporation Division. The Merger shall become effective upon in accordance with the laws of the State of Florida and the State of Michigan and the Articles of Merger and the Certificate of Merger, herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE III CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) S&T and Kmart shall become and be a single corporation, with Kmart as the Surviving Corporation, and the separate corporate existence of S&T shall cease.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of Kmart shall continue in effect and be unimpaired by the Merger.

(iii) Kmart, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets, of a public as well as of a private nature of S&T and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in it without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of S&T shall be preserved unimpaired. Kmart, as the Surviving Corporation, shall be subject to all of the restrictions, disabilities and duties existing prior to the Merger with respect to it and S&T and all of the debts, liabilities and obligations of each of it and S&T shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of Kmart as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of Kmart in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of Kmart immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE IV
CONVERSION AND CANCELLATION OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Kmart Shares. Each share of Kmart's capital stock (including, without limitation, common and preferred shares), shall continue to be outstanding at and after the Effective Date of the Merger as a share of capital stock of the Surviving Corporation.

(b) Cancellation of the S&T Shares. Upon the Effective Date of the Merger, each share of S&T's capital stock (including, without limitation, common and preferred shares), which is issued and outstanding immediately prior to the Effective Date, shall be canceled and retired.

(c) Dissenters' Rights. Kmart owns 100% of the outstanding shares of S&T, and accordingly, there are no other shareholders of S&T who could exercise dissenters' rights under Florida law.