

853590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

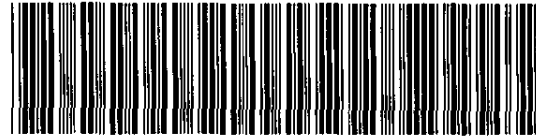
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Effective: 01-24-15

RECEIVED  
OFFICE OF THE  
CLERK OF THE  
COURT  
15 JAN 14 PM 4:34  
IN KNOWLEDGE  
OF THE  
CLERK OF THE  
COURT

Merger

01-28-15

DC

FILED  
15 JAN 14 PM 4:01

ACCOUNT NO. : I20000000195

REFERENCE : 459113 4720431

AUTHORIZATION :

COST LIMIT : \$ 260.00

ORDER DATE : January 13, 2015

ORDER TIME : 3:40 PM

ORDER NO. : 459113-075

CUSTOMER NO: 4720431

ARTICLES OF MERGER

LANE BRYANT #4507, LLC  
LANE BRYANT #4538, LLC  
LANE BRYANT #4658, LLC

INTO

LANE BRYANT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**

Please give original  
submission date as file date.

January 22, 2015

CSC  
ATTN: COURTNEY WILLIAMS

SUBJECT: LANE BRYANT, INC.  
Ref. Number: 853590

We have received your document for LANE BRYANT, INC. and the authorization to debit your account in the amount of \$260.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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) 245-6050.

Darlene Connell  
Regulatory Specialist III

Letter Number: 015A00001343

15 JAN 27 AM 10:52  
015A00001343



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**

Please give original  
submission date as file date.

January 15, 2015

CSC  
ATTN: COURTNEY WILLIAMS

SUBJECT: LANE BRYANT, INC.  
Ref. Number: 853590

We have received your document for LANE BRYANT, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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) 245-6050.

Darlene Connell  
Regulatory Specialist III

Letter Number: 415A00000872

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
15 JAN 21 AM 10:58  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lane Bryant, Inc.

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State and Zip Code

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

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
See Exhibit "A" attached hereto		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lane Bryant, Inc.	Delaware	Corporation

**THIRD:** The merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FILED  
15 JAN 14 PM 4:01

**FOURTH:** Please check one of the boxes that apply to surviving entity:

This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

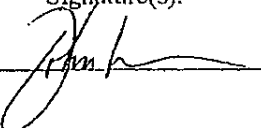
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 24, 2015

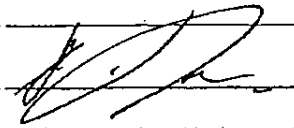
**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
For and on behalf of each of the		John Lee, Manager
Entities listed on Exhibit "A" attached	_____	_____

1/12/15

hereto

Lane Bryant, Inc.



Colin D. Stern, VP

1/12/15

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

**Fees:**

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00
Certified Copy (optional):	\$30.00

Exhibit "A"

Constituent Entity	Jurisdiction	Store No. (Internal)
Lane Bryant #4507, LLC	FL	4507
Lane Bryant #4538, LLC	FL	4538
Lane Bryant #4658, LLC	FL	4658
Lane Bryant/Cacique #4707, LLC	FL	4707
Lane Bryant #4805, LLC	FL	4805
Lane Bryant #6185, LLC	FL	6185
Lane Bryant #6531, LLC	FL	6531
Lane Bryant #6681, LLC	FL	6681
Lane Bryant #6960, LLC	FL	6960



## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of January 12, 2015,  
by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on January 24, 2015.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.

8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

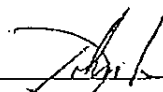
**SEE EXHIBIT "A" ATTACHED HERETO**

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

Corporation	Jurisdiction
Lane Bryant, Inc.	Delaware

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

For and on behalf of each of the entities listed on Exhibit "A" attached hereto.

By:   
Name: John Lee  
Title: Manager

**Lane Bryant, Inc.**

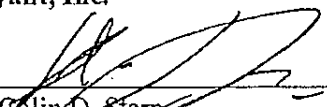
By:   
Name: Colin D. Stern  
Title: Vice President

Exhibit "A"

Constituent Entity	Jurisdiction	Store No. (Internal)
Lane Bryant #4507, LLC	FL	4507
Lane Bryant #4538, LLC	FL	4538
Lane Bryant #4658, LLC	FL	4658
Lane Bryant/Cacique #4707, LLC	FL	4707
Lane Bryant #4805, LLC	FL	4805
Lane Bryant #6185, LLC	FL	6185
Lane Bryant #6531, LLC	FL	6531
Lane Bryant #6681, LLC	FL	6681
Lane Bryant #6960, LLC	FL	6960