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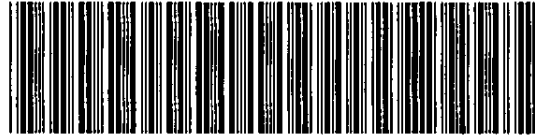
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EXAMINER

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A. LUNT

NOV 27 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 427621 4321592

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 262.50

ORDER DATE : November 19, 2012

ORDER TIME : 4:57 PM

ORDER NO. : 427621-010

CUSTOMER NO: 4321592

ARTICLES OF MERGER

AMERIFILE, LLC; AP RE LLC;
PEACHTREE BUSINESS PRODUCTS,
LLC; VARSITY AP HOLDINGS LLC

INTO

CD SUPPLY FACILITIES
MAINTENANCE, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 21, 2012

CSC
ATTN: CARINA L. DUNLAP

RESUBMIT
Please give original
submission date as file date.

SUBJECT: HD SUPPLY FACILITIES MAINTENANCE, LTD.
Ref. Number: A04000001981

We have received your document for HD SUPPLY FACILITIES MAINTENANCE, LTD. and the authorization to debit your account in the amount of \$152.50. However, the document has not been filed and is being retained for the following:

The fee is \$52.50 per party to the merger.

The total amount due is \$262.50.

— ✓ attached new sheet.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 112A00028017

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**ARTICLES OF MERGER
OF
AMERIFILE, LLC,
AP RE LLC,
PEACHTREE BUSINESS PRODUCTS, LLC
AND VARSITY AP HOLDINGS LLC
WITH AND INTO
HD SUPPLY FACILITIES MAINTENANCE, LTD.**

Pursuant to Section 620.2108 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Act"), the undersigned surviving limited partnership does hereby certify, as follows:

I.

The name and state of incorporation or organization of each entity which is merging is as follows:

| <u>Name</u> | <u>State of Incorporation/Organization</u> |
|--|--|
| Amerifile, LLC | Delaware |
| AP RE LLC | Georgia |
| Peachtree Business Products, LLC | Delaware |
| Varsity AP Holdings LLC | Delaware |
| HD Supply Facilities Maintenance, Ltd. | Florida |

II.

Pursuant to an Agreement and Plan of Merger (the "Plan of Merger"), Amerifile, LLC, a Delaware limited liability company, AP RE LLC, a Georgia limited liability company, Peachtree Business Products, LLC, a Delaware limited liability company, and Varsity AP Holdings LLC, a Delaware limited liability company, will merge with and into HD Supply Facilities Maintenance, Ltd., a Florida limited partnership ("HD Supply FM"). HD Supply FM will be the surviving entity following the merger (hereinafter sometimes referred to as the "Surviving Company").

III.

The Plan of Merger is attached hereto as Exhibit A.

III.

These Articles of Merger shall be effective on November 26, 2012 at 12:01:00 a.m. Eastern Standard Time.

IV.

The Certificate of Limited Partnership of HD Supply FM shall continue in full force and effect as the Certificate of Limited Partnership of the Surviving Company.

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V.

Pursuant to the provisions of Section 620.2107 of the Act and each organization's governing law, the Plan of Merger was duly approved by the members of the Merging Companies and by the general partner and limited partners of HD Supply FM on November 16, 2012.

(Signature appears on the following page)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on November 9, 2012.

HD SUPPLY FACILITIES MAINTENANCE, LTD.

By: **HD SUPPLY GP & MANAGEMENT, INC.**

Its: General Partner

By: 

Name: Ricardo Nunez

Title: Vice President and Secretary

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TALLAHASSEE, FLORIDA

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Exhibit A

Plan of Merger

[See attached.]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
AMERIFILE, LLC
AP RE LLC
PEACHTREE BUSINESS PRODUCTS, LLC
AND VARSITY AP HOLDINGS LLC
WITH AND INTO
HD SUPPLY FACILITIES MAINTENANCE, LTD.**

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TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is by and between Amerifile, LLC, a Delaware limited liability company ("Amerifile"), AP RE LLC, a Georgia limited liability company ("AP RE"), Peachtree Business Products, LLC ("PBP"), Varsity AP Holdings LLC, a Delaware limited liability company ("Varsity"; collectively, Amerifile, AP RE, PBP and Varsity are referred to herein as the "Merging Companies") and HD Supply Facilities Maintenance, Ltd., a Florida limited partnership (the "Surviving Company"; collectively, the Merging Companies and the Surviving Company are hereinafter collectively referred to as the "Constituent Entities").

BACKGROUND STATEMENT

The Surviving Company owns 100% of the issued and outstanding membership interests of Varsity, which owns 100% of the issued and outstanding membership interests of Amerifile. Amerifile owns 100% of the issued and outstanding membership interests of PBP, which owns 100% of the issued and outstanding membership interests of AP RE.

(1) The Board of Managers and Member of Varsity, (2) the respective Members of Amerifile, AP RE and PBP, and (3) the General Partner and Limited Partners of the Surviving Company have determined that it is in the best interests of the Constituent Entities to merge to more efficiently and effectively transact and carry on their respective businesses (the "Mergers").

PLAN AND AGREEMENT

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the State of Georgia, the State of Florida and the State of Delaware, the Constituent Entities shall make appropriate filings with the Secretary of State of the State of Georgia, the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware, the Merging Companies shall be merged with and into the Surviving Company, and the terms and conditions of the Merger and the means by which the Mergers shall be effectuated are as follows:

1. *The Mergers and Surviving Company.* At the Effective Time (as hereinafter defined) of the Mergers, pursuant to the Florida Revised Uniform Limited Partnership Act of 2005 (the "FRULPA"), (i) Amerifile shall be merged with and into the Surviving Company, (ii) AP RE shall be merged with and into the Surviving Company, (iii) PBP shall be merged with and into the Surviving Company, and (ii) Varsity shall be merged with and into the Surviving Company, in each case with the Surviving Company

continuing to exist after the Mergers as a limited partnership created and governed by the laws of the State of Florida under the name of "HD Supply Facilities Maintenance, Ltd."

2. *Effective Time of the Mergers.* The Mergers shall become effective on November 26, 2012 at 12:01:00 a.m. Eastern Standard Time (the "Effective Time").

3. *Effect of Mergers.* The separate existence of each of Amerifile, PBP and Varsity shall cease upon the Effective Time pursuant to the laws of the State of Delaware, and the separate existence of AP RE shall cease upon the Effective Time pursuant to the laws of the State of Georgia; and HD Supply Facilities Maintenance, Ltd. shall continue its existence as the Surviving Company pursuant to the provisions of the FRULPA. Without limiting any provisions of applicable law, at the Effective Time:

- (a) the Constituent Entities shall be merged into a single limited partnership, which shall be the Surviving Company;
- (b) the separate existence of each Merging Company shall cease;
- (c) the Surviving Company shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited partnership organized under the FRULPA;
- (d) the Surviving Company shall possess all the rights, privileges, immunities and franchises of each of the Constituent Entities;
- (e) all property, real, personal and mixed, and all debts due on whatever account; and all other choses in action, all other effects under the FRULPA, and all and every other interest, of or belonging to or due to each of the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed;
- (f) title to any real estate, or any interest therein, vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Mergers;
- (g) the Surviving Company shall be responsible and liable for all of the liabilities, obligations and penalties of each of the Constituent Entities;
- (h) any claim existing or action or proceeding, civil or criminal, pending by or against any of the Constituent Entities may be prosecuted as if the Mergers had not taken place or the Surviving Company may be substituted in its place, and any judgment rendered against any of the Constituent Entities may be enforced against the Surviving Company; and
- (i) neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by the Merger.

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ATLANTA, GEORGIA

4. *Cancellation of the Merging Companies' Membership Interests.* The issued membership interests of the Merging Companies shall not be converted or exchanged in any manner, but each said membership interest which is issued and outstanding as of the Effective Time shall be surrendered and extinguished and no payment shall be made in respect thereof.

5. *Surviving Company Limited Partnership Interests.* The existing limited partnership interests of the Surviving Company shall not be converted in any manner, but such limited partnership interests as of the Effective Time shall continue to represent limited partnership units of the Surviving Company.

6. *Certificate of Limited Partnership.* The Certificate of Limited Partnership following the Mergers shall be the Certificate of Limited Partnership of the Surviving Company.

7. *General Partner and Officers.* The General Partner and officers of the Surviving Company as of the Effective Time shall be the General Partner and officers, as applicable, of the Surviving Company until changed in accordance with the Agreement of Limited Partnership of the Surviving Company and applicable law. The General Partner or any officer of the Surviving Company is 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 which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Mergers.

8. *Amendment; Termination and Abandonment.* This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the mutual consent of the Surviving Company and the Merging Companies without any action by the limited partners of the Surviving Company or the respective members of Merging Companies; provided, however, that any amendment, modification or supplement to this Plan that provides for any changes in the Certificate of Limited Partnership of the Surviving Company shall require the approval of the General Partner and Limited Partners of the Surviving Company. This Plan may be terminated and the Mergers abandoned at any time prior to the filing of a certificate of merger with the applicable Secretaries of State by action taken by the respective Boards of Managers or Members, as applicable, of the Merging Companies and the General Partner and Limited Partners of the Surviving Company.

9. *Further Assurances.* If at any time the Surviving Company shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the Surviving Company, in accordance with the terms of this Plan, the title of any property or rights of the Merging Companies, or otherwise to carry out this Plan or the Mergers, the last acting officers and Members of the Merging Companies or the corresponding officers and General Partner of the Surviving Company shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Company, or otherwise to carry out this Plan or the Mergers.

10. *Tax Treatment.* For federal and state income tax purposes, moving down the chain, each of the Merging Companies is current disregarded as a separate entity from its respective 100% owner, and collectively, each of the Mergers will not result in the recognition of any gain or loss for federal and state income tax purposes. Instead, the collective result of the consummation of these Mergers for state law purposes shall be to simply establish direct legal ownership of all the assets and liabilities of the Merging Companies in the Surviving Company.

11. *Counterparts.* This Plan may be executed in multiple counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

(Signatures follow on next page)

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2012 MAY 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Plan is duly executed and delivered by a duly authorized officer of each of the Constituent Entities on November 14, 2012.

THE MERGING COMPANIES:

AMERIFILE, LLC

By: _____

Name: Ricardo Nunez

Title: Vice President and Secretary

AP RE LLC

By: _____

Name: Ricardo Nunez

Title: Vice President and Secretary

PEACHTREE BUSINESS PRODUCTS LLC

By: _____

Name: Ricardo Nunez

Title: Vice President and Secretary

VARSITY AP HOLDINGS LLC

By: _____

Name: Ricardo Nunez

Title: Vice President and Secretary

THE SURVIVING COMPANY:

HD SUPPLY FACILITIES MAINTENANCE, LTD.

By: **HD SUPPLY GP & MANAGEMENT, INC.**

Its: General Partner

By: _____

Name: Ricardo Nunez

Title: Vice President and Secretary

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