

Division of Corporations

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F120000000790

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

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From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
GSI COMMERCE SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08 10
Estimated Charge	\$70.00

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October 29, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GSI COMMERCE SOLUTIONS, INC.
935 FIRST AVENUE
KING OF PRUSSIA, PA 19406

SUBJECT: GSI COMMERCE SOLUTIONS, INC.
REF: F12000000790

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger must include the terms and conditions of the merger.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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

FAX Aud. #: H14000251839
Letter Number: 514A00023112

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

RE-SUBMIT

Please attach original filing
date of submission 10/28

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GSI Commerce Solutions, 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:

Carla Leonhardt

Contact Person

c/o eBay Inc.

Firm/Company

2065 Hamilton Avenue

Address

San Jose, CA 95125

City/State and Zip Code

cleonhardt@ebay.com

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

For further information concerning this matter, please call:

Carla Leonhardt

Name of Contact Person

At (408)

376-4833

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

ARTICLES OF MERGER
(Profit Corporations)

FILED
14 OCT 28 PM 4: 24
SECRETARY OF STATE
FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>GSI Commerce Solutions, Inc.</u>	<u>Pennsylvania</u>	<u>F12000000790</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>GSI Commerce Call Center, Inc.</u>	<u>Florida</u>	<u>P02000059771</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 11 / 03 / 2014 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 28, 2014

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 28, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

GSI Commerce Call Center, Inc.

PD Cataldo

Paul D. Cataldo

GSI Commerce Solutions, Inc.

PD Cataldo

Paul D. Cataldo

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

GSI Commerce Solutions, Inc.

Jurisdiction

Pennsylvania

The name and jurisdiction of each subsidiary corporation:

Name

GSI Commerce Call Center, Inc.

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), is made and entered into as of October 28, 2014, by and between GSI Commerce Solutions, Inc., a Pennsylvania corporation ("GSI Commerce"), and GSI Commerce Call Center, Inc., a Florida corporation (the "Subsidiary").

WITNESSETH:

WHEREAS, GSI Commerce, Inc. holds all of the issued and outstanding shares of capital stock of the Subsidiary; and

WHEREAS, the respective Boards of Directors of each of the parties hereto have determined that it is advisable and in the best interests of their respective corporations to consummate, and have approved, the business combination transaction provided for herein in which the Subsidiary will be merged with and into GSI Commerce in accordance with the provisions applicable to short form mergers set forth in the Corporations and Unincorporated Associations Law of the State of Pennsylvania (the "CUAL"), as hereinafter specified.

NOW, THEREFORE, in consideration of the promises, and the mutual covenants and agreements set forth herein, and intending to be legally bound hereby, the parties hereby agree as follows:

ARTICLE I. THE MERGER

Section 1.1. The Merger

(a) Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined in Section 1.2 below), the Subsidiary shall be merged with and into GSI Commerce (the "Merger") pursuant to Section 1921 of the CUAL, the separate corporate existence of the Subsidiary shall thereupon cease, and the Merger shall have the effects specified in Section 1921 of the CUAL.

(b) GSI Commerce shall be the successor or surviving corporation in the Merger and shall continue to be governed by the laws of the State of Pennsylvania, and the separate corporate existence of GSI Commerce, with all its rights, privileges, immunities, powers and franchises, shall continue unaffected by the Merger.

Section 1.2 Effective Time. GSI Commerce and the Subsidiary shall cause the Merger to be consummated by executing and filing a certificate of merger with the Secretary of State of the State of Pennsylvania. The Merger shall become effective at the time such certificate of merger is duly filed with the Secretary of State of the State of Pennsylvania, such time being hereinafter referred to as the "Effective Time."

Section 1.3 Certificate of Incorporation and Bylaws of GSI Commerce. At the Effective Time of the Merger, the Amended and Restated Certificate of Incorporation of GSI

Commerce, as amended and in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the surviving corporation until thereafter amended as provided by law. At the Effective Time of the Merger, the Amended and Restated Bylaws of Parent, as amended and in effect immediately prior to such Effective Time, shall be the bylaws of the surviving corporation until thereafter amended as provided by law.

Section 1.4 **The Subsidiary's Common and Preferred Stock.** Upon the Effective Time, all issued and outstanding shares of capital stock of the Subsidiary shall automatically and by operation of law be cancelled and all certificates evidencing ownership of such shares shall be void and of no effect.

Section 1.5 **GSI Commerce Shares.** Each share of common stock, 0 par value per share, of GSI Commerce issued and outstanding immediately prior to the Effective Time of the Merger shall continue to be issued and outstanding, be unchanged and remain as one fully paid and non-assessable share of common stock, 0 par value per share, of GSI Commerce.

ARTICLE II. MISCELLANEOUS

Section 2.1 **Governing Law.** This Agreement shall be governed in all respects by the laws of the State of Delaware as such laws are applied to agreements between Pennsylvania residents entered into and performed entirely in Pennsylvania.

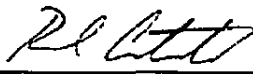
Section 2.2 **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

Section 2.3 **Entire Agreement.** This Agreement contains the entire understanding of the parties hereto with respect to the subject matter contained herein and therein. This Agreement supersedes all prior oral and written agreements and understandings between the parties with respect to such subject matter.

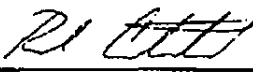
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger effective as of the day and year first above written.

GSI Commerce Solutions, Inc.

By: 
Name: Paul D. Cataldo
Title: General Counsel and Secretary

GSI Commerce Call Center, Inc.

By: 
Name: Paul D. Cataldo
Title: General Counsel and Secretary