

F930000311

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

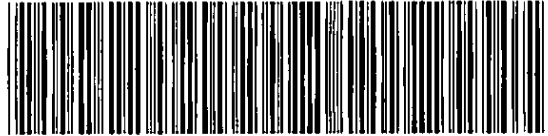
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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18 JUN 28 PM 1:28

ST. LOUIS, MO 63101

2018 JUN 28 PM 1:54

Jr.

R. WHITE

JUN 29 2018



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2018

SUNSHINE CORPORATE FILIGN OF FLORIDA INC
WALK IN
TALLAHASSEE, FL

SUBJECT: FRED'S STORES OF TENNESSEE, INC.
Ref. Number: F93000000310

We have received your document for FRED'S STORES OF TENNESSEE, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 718A00013552

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 6/28/2018

****WALK IN****

ENTITY NAME FRED'S STORES OF TENNESSEE, INC

DOCUMENT NUMBER F93000000310

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXX

Plain Copy
Certified Copy
Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments
Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$43.75

CHECK # 4992

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fred's Stores of Tennessee, Inc.

Name of Corporation

DOCUMENT NUMBER: F93000000310

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Emily T. Brackstone, Esq.

Name of Contact Person

Baker Donelson

Firm/Company

165 Madison Ave. Ste. 2000

Address

Memphis, TN 38103

City/State and Zip Code

cbrackstone@bakerdonelson.com

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

For further information concerning this matter, please call:

Margaret Carr, Baker Donelson

at (901) 577-2157

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F93000000310

(Document number of corporation (if known))

1. Fred's Stores of Tennessee, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. TN (Incorporated under laws of)
3. 1-25-1993 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? n/a
5. n/a
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Delaware
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Joseph Anto

(Typed or printed name of person signing)

CFO

(Title of person signing)

FILED

18 JUN 28 PM 1:28

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER WHICH MERGES:

"FRED'S STORES OF TENNESSEE, INC.", A TENNESSEE CORPORATION, WITH AND INTO "FRED'S STORES OF TENNESSEE, INC." UNDER THE NAME OF "FRED'S STORES OF TENNESSEE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 2018, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



6830279 8330
SR# 20182957758

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202568087
Date: 04-24-18

Delaware

The First State

Page 2



6830279 8330
SR# 20182957758

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Guback, Secretary of State

Authentication: 202568087
Date: 04-24-18

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRED'S STORES OF TENNESSEE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRED'S STORES OF TENNESSEE, INC." WAS INCORPORATED ON THE FOURTH DAY OF APRIL, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6830279 8300

SR# 20185363958

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202958323

Date: 06-26-18



Tre Hargett
Secretary of State

Division of Business Services

Department of State

State of Tennessee

312 Rosa L. Parks AVE, 6th FL

Nashville, TN 37243-1102

FRED'S STORES OF TENNESSEE, INC.
4300 NEW GETWELL RD
MEMPHIS, TN 38118-6801

April 4, 2018

Control # 11942

Effective Date: 04/04/2018

Document Receipt

Receipt #: 4002951

Filing Fee: \$100.00

Payment-Check/MO - BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ

\$100.00

ACKNOWLEDGMENT OF MERGER

FRED'S STORES OF TENNESSEE, INC. (TENNESSEE) (Qualified Non-survivor)

**merged into FRED'S STORES OF TENNESSEE, INC. (DELAWARE) (Unqualified
Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

FILED

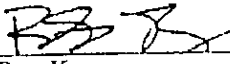
ARTICLES OF MERGER OF
FRED'S STORES OF TENNESSEE, INC.,
A TENNESSEE CORPORATION,
WITH AND INTO
FRED'S STORES OF TENNESSEE, INC.,
A DELAWARE CORPORATION

Pursuant to the provisions of the Tennessee Business Corporation Act (the "TBCA") and the General Corporation Law of the State of Delaware, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

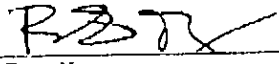
1. The Agreement and Plan of Merger (the "Agreement") is attached hereto as Appendix "A" and incorporated herein by reference.
2. Fred's Stores of Tennessee, Inc., a Delaware corporation, is the surviving corporation in the merger (the "Surviving Corporation").
3. Fred's Stores of Tennessee, Inc., a Tennessee corporation, is the merging corporation in the merger (the "Merging Corporation").
4. Pursuant to the TBCA, the sole shareholder of the Merging Corporation was required to approve the Agreement. The Board of Directors of the Merging Corporation duly adopted the Agreement on March 30, 2018, and the sole shareholder of the Merging Corporation approved the Agreement on March 30, 2018, by an affirmative vote of the required percentage of all the votes entitled to be cast.
5. As to the Surviving Corporation, a Delaware corporation, the Agreement and the performance of its terms were duly authorized by all action required by the laws of Delaware and by its Certificate of Incorporation.
6. The foregoing Articles of Merger shall be effective upon filing with the Tennessee Secretary of State.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 4th day of April, 2018.

FRED'S STORES OF TENNESSEE,
INC.
a Delaware corporation

By: 
Name: Ron Kay
Title: Treasurer

FRED'S STORES OF TENNESSEE,
INC.
a Tennessee corporation

By: 
Name: Ron Kay
Title: Treasurer

RECEIVED BY THE SECRETARY OF THE STATE OF TENNESSEE

APPENDIX "A"
AGREEMENT AND PLAN OF MERGER
(see attached)

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05530-5123 04/06/68

1.03 Certificate of Incorporation. On the Effective Date, the Certificate of Incorporation of FSOT DE, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

1.04 Bylaws. On the Effective Date, the Bylaws of FSOT DE, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

1.05 Directors and Officers. The directors and officers of FSOT DE immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

1.06 Tax Consequences. It is intended by the Constituent Corporations that the Merger shall constitute a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

ARTICLE II

Conversion of Shares

2.01 FSOT TN Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of FSOT TN Common Stock outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the common stock of the Surviving Corporation, par value of \$0.001 per share ("Survivor Stock").

2.02 Exchange of Certificates. Each person who becomes entitled to receive Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation, as promptly as practicable after the Effective Date, a certificate or certificates representing the number of shares of Survivor Stock to which such person is entitled as provided herein.

ARTICLE III

Effect of the Merger

3.01 Rights, Privileges, Etc. On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of FSOT TN and FSOT DE; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of FSOT TN and FSOT DE on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest therein vested in FSOT TN or FSOT DE, shall not revert or in any way be impaired by reason of this Merger; and all of the rights of creditors of FSOT TN and FSOT DE shall be preserved unimpaired, and all liens upon the property of FSOT TN or FSOT DE shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to

the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

3.02 Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of FSOT TN such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of FSOT TN and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of FSOT TN or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE IV Miscellaneous

4.01 Abandonment. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either FSOT TN or FSOT DE or both, notwithstanding the approval of this Agreement by the Board of Directors or shareholders of FSOT TN and FSOT DE.


4.02 Amendment. At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the Board of Directors of either FSOT TN or FSOT DE or both; provided, however, that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the rights of the shareholders of such Constituent Corporation.

4.03 Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware and, so far as applicable, the merger provisions of the Tennessee Business Corporation Act.

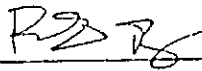
[SIGNATURE PAGE TO FOLLOW.]

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

FRED'S STORES OF TENNESSEE, INC., a
Tennessee corporation

By: 
Name: Ron Kay
Title: Treasurer

FRED'S STORES OF TENNESSEE, INC., a
Delaware corporation

By: 
Name: Ron Kay
Title: Treasurer

0155380-5127 B4/B4/ZB10 S:31 JN XRO91X00 QY IBBIBBBAU GBUUBCBL YCTA ZABCB IIB CIGABBS

ARTICLES OF MERGER OF
FRED'S STORES OF TENNESSEE, INC.,
A TENNESSEE CORPORATION,
WITH AND INTO
FRED'S STORES OF TENNESSEE, INC.,
A DELAWARE CORPORATION

Pursuant to the provisions of the Tennessee Business Corporation Act (the "TBCA") and the General Corporation Law of the State of Delaware, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Agreement and Plan of Merger (the "Agreement") is attached hereto as Appendix "A" and incorporated herein by reference.
2. Fred's Stores of Tennessee, Inc., a Delaware corporation, is the surviving corporation in the merger (the "Surviving Corporation").
3. Fred's Stores of Tennessee, Inc., a Tennessee corporation, is the merging corporation in the merger (the "Merging Corporation").
4. Pursuant to the TBCA, the sole shareholder of the Merging Corporation was required to approve the Agreement. The Board of Directors of the Merging Corporation duly adopted the Agreement on March 30, 2018, and the sole shareholder of the Merging Corporation approved the Agreement on March 30, 2018, by an affirmative vote of the required percentage of all the votes entitled to be cast.
5. As to the Surviving Corporation, a Delaware corporation, the Agreement and the performance of its terms were duly authorized by all action required by the laws of Delaware and by its Certificate of Incorporation.
6. The foregoing Articles of Merger shall be effective upon filing with the Tennessee Secretary of State.

IN WITNESS WHEREOF, the undersigned have caused this document to be
executed as of the ____ day of April, 2018.

**FRED'S STORES OF TENNESSEE,
INC.**
a Delaware corporation

**FRED'S STORES OF TENNESSEE,
INC.**
a Tennessee corporation

By: _____
Name: Ron Kay
Title: Treasurer

By: _____
Name: Ron Kay
Title: Treasurer

APPENDIX "A"
AGREEMENT AND PLAN OF MERGER
(see attached)

RECEIVED BY THE SECRETARY OF THE U.S. DEPARTMENT OF JUSTICE
MAY 13 1964

RECEIVED

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
A FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Fred's Stores of Tennessee, Inc., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is Fred's Stores of Tennessee, Inc., a Tennessee corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Fred's Stores of Tennessee, Inc.

FOURTH: Upon consummation of the merger, the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 100,000 shares of common stock, par value \$0.10 per share.

SIXTH: The merger shall be effective upon filing with the Delaware Secretary of State.

SEVENTH: The Agreement and Plan of Merger is on file at of 4300 New Getwell Rd., Memphis, TN 38118, an office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the ____ day of April, 2018.

FRED'S STORES OF TENNESSEE, INC.,
a Delaware corporation

By: _____
Name: Ron Kay
Title: Treasurer