

F97000004798

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

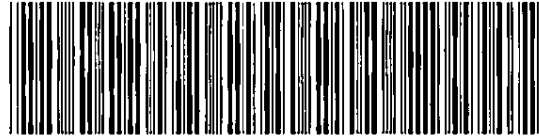
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 MAR 24 AM 11:43

CLERK OF COURT
TALLAHASSEE, FL 32301

FILED

2022 MAR 28 AM 8:40

CLERK OF COURT
TALLAHASSEE, FL 32301

1726494

MAR 29 2022
1 ALBRITTON

RESUBMIT

Please give original
submission date as file date.

orig. file date
3/24/22

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I200000000195

REFERENCE : 568177 7443152

AUTHORIZATION : *[Signature]*

COST LIMIT : \$70.00

ORDER DATE : March 23, 2022

ORDER TIME : 9:16 AM

ORDER NO. : 568177-010

CUSTOMER NO: 7443152

ARTICLES OF MERGER

ONETHOUSAND WEST, INC.

INTO

THE YANKEE CANDLE COMPANY,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS:

[Signature]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2022

CORPORATION SERVICE COMPANY

SUBJECT: THE YANKEE CANDLE COMPANY, INC.
Ref. Number: F97000004798

RESUBMIT
Please give original
submission date as file date.

or 1g file date
3/24/22

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Because of recent changes to Chapter 607, Florida Statutes, which became effective January 1, 2020, we no longer have the statutory authority to file the enclosed document. Therefore, the enclosed document is being returned to you for appropriate handling.

We are enclosing the proper form(s) with instructions for your convenience.

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.

Irene Albritton
Regulatory Specialist III

Letter Number: 922A00007011

2022 MAR 23 PM 3:29

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Yankee Candle Company, Inc.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

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) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>The Yankee Candle Company, Inc.</u>	<u>Massachusetts</u>	<u>corporation</u>	<u>F97000004798</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Onethousandwest, Inc.</u>	<u>Florida</u>	<u>corporation</u>	<u>P12000052939</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED
2022 MAR 28 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FL

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

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

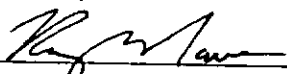
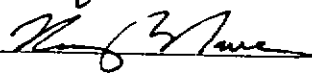
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
The Yankee Candle Company, Inc.		Raj B. Dave
Onethousand West, Inc.		Raj B. Dave

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

**AGREEMENT AND PLAN OF MERGER OF
ONETHOUSAND WEST, INC. AND
THE YANKEE CANDLE COMPANY, INC.**

March 24, 2022

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is entered into as of March 24, 2022 between **ONETHOUSAND WEST, INC.**, a Florida corporation ("ONETHOUSAND"), and **THE YANKEE CANDLE COMPANY, INC.**, a Massachusetts corporation ("YCC"). ONETHOUSAND and YCC are sometimes referred to herein as the "Constituent Companies."

WHEREAS, as of the time of the Merger (as hereinafter defined), 100% of the shares of ONETHOUSAND are owned by YCC; and

WHEREAS, each of the sole member of YCC and the sole member of ONETHOUSAND deem it advisable and in the best interests of the Constituent Companies for ONETHOUSAND to merge with and into YCC, with YCC being the surviving entity (the "Merger");

NOW, THEREFORE, the parties hereby covenant and agree as follows:

SECTION 1. THE MERGER

(a) Merger; Surviving Company. In accordance with and subject to the terms, provisions and conditions of this Agreement, at the Effective Date (as hereinafter defined), ONETHOUSAND shall be merged with and into YCC, and the separate corporate existence of ONETHOUSAND shall thereupon cease. YCC shall be the surviving corporation any (the "Surviving Company") and shall continue to be governed by the laws of the Commonwealth of Massachusetts.

(b) Effective Date. The effective date of the Merger (the "Effective Date") shall be March 24, 2022.

(c) Operating Agreement. The by-laws of YCC as in effect immediately prior to the Effective Date shall be the by-laws of the Surviving Company until it shall thereafter be duly amended.

(d) Officers. The persons who are the officers of YCC immediately prior to the Effective Date shall, from and after the Effective Date, be the officers, of the Surviving Company until their respective successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the provisions of the Business Corporation Law of the Commonwealth of Massachusetts and the by-laws of the Surviving Company.

(e) Effect of the Merger. At the Effective Date, the separate existence of ONETHOUSAND shall cease and the existence and identity of YCC, as the Surviving Company, shall continue under the name THE YANKEE CANDLE COMPANY, INC. All of the property, assets, rights, privileges, powers, franchises and immunities of ONETHOUSAND shall vest in the Surviving Company. All debts, liabilities and obligations of ONETHOUSAND shall become the debts, liabilities and obligations of the Surviving Company. The Surviving Company shall thenceforth be responsible for all the liabilities and obligations of each of YCC and ONETHOUSAND, but the liabilities of each of YCC and ONETHOUSAND or of their members or officers shall not be affected, nor shall the rights of

the creditors or of any persons dealing with YCC or ONETHOUSAND be impaired by the Merger, and any claim existing or action or proceeding pending by or against any of YCC or ONETHOUSAND may be prosecuted to judgment as if the Merger had not taken place or the Surviving Company may be proceeded against or substituted in its place.

SECTION 2. CONVERSION AND EXCHANGE OF SHARESS.

At the Effective Date, by virtue of the Merger and without any action on the part of the holder of (a) any Share of YCC ("YCC Shares"), or (b) any shares of ONETHOUSAND ("ONETHOUSAND Shares"):

(i) Each YCC Share that is issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding, unchanged by reason of the Merger, and shall represent one Share of the Surviving Company; and

(ii) Each ONETHOUSAND Share that is held by YCC immediately prior to the Effective Date shall be cancelled.

SECTION 3. GENERAL.

(a) Further Assurances. From time to time, as and when required by the Surviving Company or by its successors or assigns, there shall be executed and delivered on behalf of ONETHOUSAND such deeds and other instruments, and there shall be taken or caused to be taken by or on behalf of each such corporation such further and other action, as shall be appropriate or necessary to give effect to the transactions contemplated hereunder.

(b) Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.

(c) Entire Agreement. This Agreement sets forth the entire understanding of the parties with respect to the Merger and supersedes all prior agreements, arrangements and communications, whether oral or written, with respect to such subject matter. This Agreement shall not be modified or amended other than by written agreement of the parties hereto. Captions appearing in this Agreement are for convenience only and shall not be deemed to explain, limit or amplify the provisions hereof.


(d) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the conflicts of laws principles thereof.

[Remainder of this Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the
date first written above.


ONETHOUSAND:

ONETHOUSAND WEST, INC.

BY: 
Raj B. Dave
Assistant Secretary
Authorized Officer

YCC:

THE YANKEE CANDLE COMPANY, INC.

BY: 
Raj B. Dave
Assistant Secretary
Authorized Officer