

609440

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

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2016 JAN 27 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 28 2016
C. CARROTHERS

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
FAMILY DOLLAR STORES OF FLORIDA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Family Dollar Stores of Florida, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Stacy F. Munroe

Contact Person

Williams Mullen

Firm/Company

222 Central Park Avenue, Suite 1700

Address

Virginia Beach, VA 23462

City, State and Zip Code

smunroe@williamsmullen.com

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

For further information concerning this matter, please call:

Stacy F. Munroe

Name of Contact Person

at (757) 473-5340

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Corporation in accordance with s. 607.1109 Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Family Dollar Stores of Florida, Inc.	Florida	Corporation

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

Name	Jurisdiction	Form/Entity Type
Family Dollar Stores of Florida, Inc.	Virginia	Corporation

THIRD: The Plan of Merger attached hereto as Exhibit A 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.

FOURTH: The Plan of Merger attached hereto as Exhibit A was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The surviving party's principal office address in its home state, country or jurisdiction is as follows: 4701 Cox Road, Suite 285, Glen Allen, VA 23060-6802.

SIXTH: The surviving entity:

- (a) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.
- (b) Agrees to promptly pay the dissenting shareholders of each corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

SEVENTH: Signatures for each party appear on the following page.

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1/27/2016 3:50:35 PM From: To: 8506176380(4/9)

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by their duly authorized officers as of this 22nd day of January, 2016.

Name of Entity/Organization:

Signatures:


Typed or Printed
Name of Individual:

Family Dollar Stores of
Florida, Inc., a Florida
corporation



Kevin Wampler
Executive Vice President
and Chief Financial
Officer

Family Dollar Stores of
Florida, Inc., a Virginia
corporation



Kevin Wampler
Executive Vice President
and Chief Financial
Officer

1/27/2016 3:50:35 PM From: To: 8506176380(5/9)

EXHIBIT A
PLAN OF MERGER

See attached.

PLAN OF MERGER
of
FAMILY DOLLAR STORES OF FLORIDA, INC., a Florida corporation
with and into
FAMILY DOLLAR STORES OF FLORIDA, INC., a Virginia corporation

ARTICLE I
NAME OF MERGING COMPANY AND SURVIVOR

The corporations to be merged are Family Dollar Stores of Florida, Inc., a Florida corporation ("Merging Corporation"), and Family Dollar Stores of Florida, Inc., a Virginia corporation ("Surviving Corporation").

ARTICLE II
JURISDICTIONS OF ORGANIZATION

The Merging Corporation is a Florida corporation. The Surviving Corporation is a Virginia corporation.

ARTICLE III
THE MERGER

At the Effective Time (as defined below), the Merging Corporation shall merge with and into Surviving Corporation (the "Merger"). Upon consummation of the Merger, the separate corporate existence of the Merging Corporation shall thereupon cease and the Surviving Corporation shall continue as the surviving entity. The separate corporate existence of the Surviving Corporation with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the Merger. Upon consummation, the Merger shall have the effects specified in the Virginia Stock Corporation Act (the "Act") for mergers.

ARTICLE IV
EFFECT OF MERGER ON OUTSTANDING SHARES

The sole shareholder of the Merging Corporation is the sole shareholder of the Surviving Corporation. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (a) each issued and outstanding share of common stock in Merging Corporation shall automatically be cancelled and cease to exist, and (b) because the sole shareholder of the Merging Corporation and the Surviving Corporation shall continue to be the sole shareholder of the Surviving Corporation, no consideration will be given for the cancelled shares.

ARTICLE V
EFFECT OF MERGER ON BOARD OF DIRECTORS AND OFFICERS

At the Effective Time, the directors and officers of the Surviving Corporation immediately prior to the Effective time shall remain in office and be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and the Act until their respective successors are duly elected or appointed and installed.

ARTICLE VI
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the Surviving Corporation in effect at the Effective Time shall continue (until amended or repealed pursuant to the Act) to be the Articles of Incorporation and Bylaws of the Surviving Corporation (until amended or repealed pursuant to the Act) after the Effective Time.

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ARTICLE VII
EFFECTIVE TIME

The Merger shall become effective at 3:00 p.m. Eastern Time on January 26, 2016 (the "Effective Time").

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of this 22nd day of January, 2016.

MERGING CORPORATION:

FAMILY DOLLAR STORES OF FLORIDA, INC., a
Florida corporation

By: Kevin D. Wampler
Name: Kevin Wampler
Title: Executive Vice President and Chief
Financial Officer

SURVIVING CORPORATION:

FAMILY DOLLAR STORES OF FLORIDA, INC., a
Virginia corporation

By: Kevin D. Wampler
Name: Kevin Wampler
Title: Executive Vice President and Chief
Financial Officer