

MAY/28/2024/TUE 03:42 PM

Blalock, Walters, P.A.

Fax No. 941-745-2093

P. 001

5/28/24, 3:03 PM

G44745

Division of Corporations

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

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Account Name : BLALOCK, WALTERS, HELD & JOHNSON, P.A.
Account Number : 076666003611
Phone : (941)748-0100
Fax Number : (941)745-2093

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

Email Address: epennington@blalockwalters.com

MERGER OR SHARE EXCHANGE

bealls 1987, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 10 |
| Estimated Charge | \$68.75 |

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Corporate Filing Menu

A. RAMSEY Help

MAY 31, 2024

CC: H 24 000 188 479 333

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2024 MAY 28 AM 8:18

ARTICLES OF MERGER
OF
BEALLS 1987, INC.
AND
BURKE'S OUTLET STORES, LLC

Pursuant to the provisions of Section 607.1105 of the Florida Corporation Act, the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is bealls 1987, Inc., a Florida corporation (Document Number G44745).
2. The name of the merging corporation is Burke's Outlet Stores, LLC, a Texas limited liability company (Texas Document Number 0800683027).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the sole shareholder and the board of directors of bealls 1987, Inc. effective May 23, 2024.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, does not require approval by the member and manager of Burke's Outlet Stores, LLC.
5. The effective date of the merger is the later of (i) May 24, 2024 or (ii) the date the Articles of Merger are filed with the Florida Department of State, Division of Corporations and the Certificate of Merger is filed with the Texas Secretary of State.

BEALLS 1987, INC.,
a Florida corporation

By: R M Beall III
Robert M. Beall, III
Its: Chief Executive Officer

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PLAN OF MERGER

THIS PLAN OF MERGER dated effective May 24, 2024, is made and entered into by and between **BEALLS 1987, INC.**, a Florida corporation (the "**Surviving Corporation**"), and **BURKE'S OUTLET STORES, LLC**, a Texas limited liability company (the "**Merging Company**").

RECITALS:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, Florida 34208.

B. The Merging Company is a limited liability company organized and existing under the laws of the State of Texas, with its principal office at 1806 38th Avenue East, Bradenton, Florida 34208, and is a wholly owned subsidiary of the Surviving Corporation.

C. The Board of Directors and the sole shareholder of the of the Surviving Corporation deem it desirable and in the best business interests of the Surviving Corporation to merge its wholly owned subsidiary the Merging Company with and into the Surviving Corporation pursuant to the provisions of §607.1101 of the Florida Statutes and §10.006 of the Texas Business Organizations Code.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

ARTICLE 1 MERGER

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of Florida Business Corporation Act (the "**Act**") and the Texas Business Organizations Code (the "**Code**"), the Merging Company shall be merged with and into the Surviving Corporation. The Surviving Corporation shall continue its existence under the Act, and the separate existence of the Merging Company under the Code shall cease upon the filing of the Articles of Merger with the Florida Department of State, Division of Corporations (the "**Articles of Merger**") attached hereto as **Exhibit "A"** and the filing of the Certificate of Merger with the Texas Secretary of State (the "**Certificate of Merger**") attached hereto as **Exhibit "B"**.

1.2 Approval of the Merger. The sole shareholder and the Board of Directors of the Surviving Corporation have approved this Agreement. The approval of the member and manager of the Merging Company is not required under the Act or the Code.

1.3 Effective Date and Effective Time. The Articles of Merger and Certificate of Merger shall be executed, delivered and filed with the Florida Department of State, Division of Corporations and the Texas Secretary of State in accordance with the provisions of the Act as soon

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as practicable following the execution of this Agreement. The Merger shall become effective on the later of (i) May 24, 2024 or (ii) the date the Articles of Merger are filed with the Florida Department of State, Division of Corporations and the Certificate of Merger is filed with the Texas Secretary of State (such date and time being referenced to herein as the "**Merger Effective Date**").

1.4 Effect of the Merger. On the Merger Effective Date and without any further action on the part of the Surviving Corporation, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Company; and all of the rights, privileges, powers and franchises of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Merging Company; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Florida, the State of Texas, or otherwise, shall not revert or in any way be impaired by reason of the Merger; provided, that all debts, liabilities and duties of the Merging Company, and all rights of creditors and all liens upon any property of the Merging Company shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.5 Articles of Incorporation and Bylaws of the Surviving Corporation. From and after the Merger Effective Date, the Articles of Incorporation and the Bylaws of the Surviving Corporation (the "**Surviving Corporation Governing Documents**") in effect immediately prior to the Merger Effective Date, shall be the Governing Documents of the Surviving Corporation, unless and until altered, amended or repealed as provided in the Surviving Corporation Governing Documents.

ARTICLE II CONVERSION AND EXCHANGE OF SECURITIES

2.1 Conversion of Interests. On the Merger Effective Date, all of the then outstanding interest of the Merging Company shall, by virtue of the Merger and without any action on the part of the member, be converted into and become all of the membership interests of the Surviving Corporation.

ARTICLE III MISCELLANEOUS

3.1 Governing Law. This Agreement shall be governed by and interpreted and enforced in accordance with the laws of the State of Florida, notwithstanding any choice of law rules to the contrary.

3.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

3.3 Counterparts. This Agreement may be executed in two or more counterparts, each of which when so executed will be deemed an original, and such counterparts together will

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constitute one and the same instrument, which will be sufficiently evidenced for all purposes by any such original counterparts.

3.4 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

3.5 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

3.6 Modification or Amendment. Subject to the applicable provisions of Act, the parties hereto may modify or amend this Agreement by unanimous written agreement executed and delivered by duly authorized officers or representatives of the respective parties.

3.7 Termination. This Agreement may be terminated and abandoned by the sole shareholder and the Board of Directors of the Surviving Corporation at any time before the Merger Effective Date.

Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors on the date first above written.

BEALLS 1987, INC.,
a Florida corporation

By: _____

R M Beall III
Robert M. Beall, III

Its: Chief Executive Officer

BURKE'S OUTLET STORES, LLC,
a Texas limited liability company

By: _____

R M Beall III
Robert M. Beall, III

Its: Chief Executive Officer

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EXHIBIT "A"
Articles of Merger

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ARTICLES OF MERGER
OF
BEALLS 1987, INC.
AND
BURKE'S OUTLET STORES, LLC

Pursuant to the provisions of Section 607.1105 of the Florida Corporation Act, the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is bealls 1987, Inc., a Florida corporation (Document Number G44745).
2. The name of the merging corporation is Burke's Outlet Stores, LLC, a Texas limited liability company (Texas Document Number 0800683027).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the sole shareholder and the board of directors of bealls 1987, Inc. effective May 23, 2024.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, does not require approval by the member and manager of Burke's Outlet Stores, LLC.
5. The effective date of the merger is the later of (i) May 24, 2024 or (ii) the date the Articles of Merger are filed with the Florida Department of State, Division of Corporations and the Certificate of Merger is filed with the Texas Secretary of State.

BEALLS 1987, INC.,
a Florida corporation

By: _____



Robert M. Beall, III

Its: Chief Executive Officer

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EXHIBIT "B"
Certificate of Merger

CCC # 24000 188479 300

Form 623

(Revised 12/15)

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

Filing Fee: see instructions



This space reserved for office use.

**Parent-Subsidiary
Certificate of Merger
Business Organizations Code**

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent**BEALLS 1987, INC.**

Name of Organization

The organization is a

for-profit corporation

It is organized under the laws of

Specify organizational form (e.g., for-profit corporation)

FL

United States

The file number, if any, is

State

Country

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

1806 38th Avenue East

Bradenton

FL

USA

Street Address

City

State

Country

Subsidiary 1**BURKE'S OUTLET STORES, LLC**

Name of Organization

The organization is a

limited liability company

It is organized under the laws of:

Specify organizational form (e.g., for-profit corporation)

TX

United States

The file number, if any, is 0800683027

State

Country

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

5444 Westheimer #1000

Houston

TX

USA

Street Address

City

State

Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

| Number of ownership interests outstanding | Class | Series | Number owned by parent | Percentage Owned |
|---|-------|--------|------------------------|------------------|
| 500 | | | 500 | 100% |

☐ The organization will survive the merger.☒ The organization will not survive the merger.**Subsidiary 2**

Name of Organization

The organization is a:

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

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The file number, if any, is: _____
State _____ Country _____ Texas Secretary of State file number _____
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address _____ City _____ State _____ Country _____
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

☐ The organization will survive the merger. ☐ The organization will not survive the merger.

Subsidiary 3

Name of Organization _____
The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)

State _____ Country _____ The file number, if any, is: _____ Texas Secretary of State file number _____
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address _____ City _____ State _____ Country _____
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

☐ The organization will survive the merger. ☐ The organization will not survive the merger.

Resolution of Merger

☐ A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 05/23/2024
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 _____ Jurisdiction _____ Entity Type (See instructions) _____

Principal Place of Business Address _____ City _____ State _____ Zip Code _____

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| | | |
|-------------------------------------|--------------|--------------------------------|
| Name of New Organization 2 | Jurisdiction | Entity Type (See instructions) |
| Principal Place of Business Address | City | State Zip Code |
| Name of New Organization 3 | Jurisdiction | Entity Type (See instructions) |
| Principal Place of Business Address | City | State Zip |

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Text Area

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Tax Certificate

- ☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- ☒ In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 05/22/2024

Bealls 1987, Inc., a Florida corporation

Parent Organization Name

R M Beall III
Signature of authorized person (see instructions)

Robert M. Beall, III, as its Chief Executive Officer

Printed or typed name of authorized person