

G72585

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TALLAHASSEE, FLORIDA

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Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Daphne Merger Sub, Inc P23000069249
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF MERGER
OF
DAPHNE MERGER SUB, INC.
a Florida corporation
INTO
CHICO'S FAS, INC.
a Florida corporation**

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2024 JAN -5 AM 10:36
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes:

The name, jurisdiction, entity type and document number of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document No.</u>
Chico's FAS, Inc.	Florida	corporation	G72585

The name, jurisdiction, entity type and document number of the merging entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document No.</u>
Daphne Merger Sub, Inc.	Florida	corporation	P23000069249

The merger was approved by each domestic merging corporation in accordance with section 607.1101(1)(b), Florida Statutes, and by the organic law governing each party to the merger.

The surviving entity exists before the merger and is a domestic filing corporation, and its Restated Articles of Incorporation are being amended and restated in their entirety to read as set forth in Exhibit A attached hereto (as so amended and restated, the "Second Amended and Restated Articles of Incorporation of Chico's FAS, Inc.").


The plan of merger was approved by the shareholders and the board of each entity.

The effective date of these Articles of Merger shall be January 5, 2024.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed on the 5th day of January, 2024.


MERGING ENTITY:

DAPHNE MERGER SUB, INC.,
a Florida corporation

By: 
Name: Dary Kopelioff
Title: Vice President & Secretary

SURVIVING ENTITY:

CHICO'S FAS, INC.,
a Florida corporation

By: 
Name: David M. Oliver
Title: Executive Vice President –
Chief Financial Officer and
Chief Accounting Officer

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TALLAHASSEE, FLORIDA

Exhibit A

Second Amended and Restated
Articles of Incorporation
of
Chico's FAS, Inc.

[See attached.]

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHICO'S FAS, INC.**

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2024 JAN -5 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Chico's FAS, Inc. The corporation's principal office and mailing address is 11215 Metro Parkway, Fort Myers, FL 33966.

ARTICLE TWO

The address of the corporation's registered office in the State of Florida is 801 US Highway 1, North Palm Beach, FL 33408. The name of its registered agent at such address is Corporate Creations Network Inc. The corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE SEVEN

Meetings of shareholders may be held within or without the State of Florida, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the Business Corporation Act of the State of Florida as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

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