

H27412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

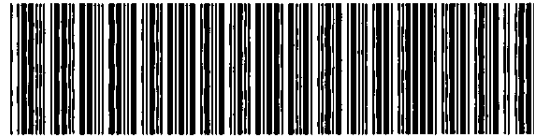
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RECEIVED  
DEPARTMENT OF STATE  
13 JUL 16 PM 2:02

Menzer  
SJ 7/16/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 726604 4720431

AUTHORIZATION :

COST LIMIT : \$

*Lyndaleman*  
*865.00*

ORDER DATE : July 16, 2013

ORDER TIME : 11:04 AM

ORDER NO. : 726604-025

CUSTOMER NO: 4720431

*(24 CORPS)*  
*1 LLC*  
*840.00*  
*25*

ARTICLES OF MERGER

FASHION BUG OF MERRITT ISLAND,  
INC.

INTO

CS HOLDCO LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CS Holdco LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Robin A. Goldberg

Contact Person

Ascena Retail Group Inc.

Firm/Company

3750 State Road

Address

Bensalem, PA 19020

City, State and Zip Code

Robin.Goldberg@AscenaRetail.com

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

For further information concerning this matter, please call:

Robin A. Goldberg

Name of Contact Person

at ( 215 ) 638-6772

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUL 16 PM 1:10

ARTICLES OF MERGER  
OF

EFFECTIVE DATE  
7-27-2013

Fashion Bug of Merritt Island, Inc. <u>H27412</u> ✓	Fashion Bug #2568, Inc. <u>V58438</u> ✓
Fashion Bug of Panama City, Inc. <u>H60440</u> ✓	Fashion Bug #3248, Inc. <u>P98000100370</u> ✓
Fashion Bug of Palm Harbor, Inc. <u>H83336</u> ✓	Fashion Bug #3251, Inc. <u>P99000102796</u> ✓
Fashion Bug #656, Inc. <u>K05866</u> ✓	Fashion Bug #3259, Inc. <u>P99000002915</u> ✓
Fashion Bug Plus #904, Inc. <u>H27430</u> ✓	Fashion Bug #3278, Inc. <u>P99000062919</u> ✓
Fashion Bug #2090, Inc. <u>K34243</u> ✓	Fashion Bug #3332, Inc. <u>P99000067080</u> ✓
Fashion Bug #2091, Inc. <u>K34245</u> ✓	Fashion Bug #3427, Inc. <u>P00000039836</u> ✓
Fashion Bug #2112, Inc. <u>J47223</u> ✓	Fashion Bug #3560, Inc. <u>P01000001988</u> ✓
Fashion Bug #2215, Inc. <u>P9900006752</u> ✓	Fashion Bug #3561, Inc. <u>P01000001987</u> ✓
Fashion Bug #2301, Inc. <u>L76978</u> ✓	Fashion Bug #3603, Inc. <u>P02000010921</u> ✓
Fashion Bug #2523, Inc. <u>S97429</u> ✓	Fashion Bug Plus #8062, Inc. <u>P010000034777</u> ✓
Fashion Bug #2540, Inc. <u>V00346</u> ✓	Fashion Bug Plus #8080, Inc. <u>P020000110538</u> ✓

INTO

CS Holdco LLC

Pursuant to Section 607.1109 of the Florida Statutes

FIRST: The names of the merging parties, each a Florida corporation, are set forth on Exhibit A.

SECOND: The name of the surviving party is CS Holdco LLC, a Delaware limited liability company.

THIRD: The plan of merger, attached hereto as Exhibit B, was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by CS Holdco LLC in accordance with the applicable laws of the State of Delaware.

FIFTH: The merger shall be effective as of 5:00 p.m. on July 27, 2013.

SIXTH: CS Holdco LLC's principal office is located at 3750 State Road, Bensalem, PA 19020.

SEVENTH: CS Holdco LLC 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 party to the merger and agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by a duly authorized representative.

**CS Holdco LLC**

By: 

Name: John Lee

Title: Manager

Date: July 16, 2013

**Entities listed on Exhibit A attached  
hereto**

By: 

Name: Colin D. Stern

Title: Vice President

Date: July 16, 2013

**Exhibit A**

<b>Entity Name</b>	<b>Store No. (Internal)</b>
Fashion Bug of Merritt Island, Inc.	377
Fashion Bug of Panama City, Inc.	481
Fashion Bug of Palm Harbor, Inc.	482
Fashion Bug #656, Inc.	656
Fashion Bug Plus #904, Inc.	904
Fashion Bug #2090, Inc.	2090
Fashion Bug #2091, Inc.	2091
Fashion Bug #2112, Inc.	2112
Fashion Bug #2215, Inc.	2215
Fashion Bug #2301, Inc.	2301
Fashion Bug #2523, Inc.	2523
Fashion Bug #2540, Inc.	2540
Fashion Bug #2568, Inc.	2568
Fashion Bug #3248, Inc.	3248
Fashion Bug #3251, Inc.	3251
Fashion Bug #3259, Inc.	3259
Fashion Bug #3278, Inc.	3278
Fashion Bug #3332, Inc.	3332
Fashion Bug #3427, Inc.	3427
Fashion Bug #3560, Inc.	3560
Fashion Bug #3561, Inc.	3561
Fashion Bug #3603, Inc.	3603
Fashion Bug Plus #8062, Inc.	8062
Fashion Bug Plus #8080, Inc.	8080

**Exhibit B**

**Plan of Merger**

(See attached.)

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of July 16, 2013 by and between or among the entities set forth in Section 7 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 7 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 7 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on July 27, 2013.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.



8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

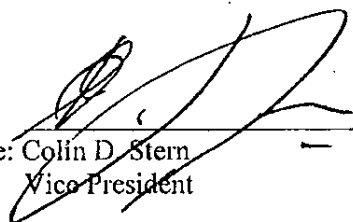
**SEE EXHIBIT "A" ATTACHED HERETO**

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

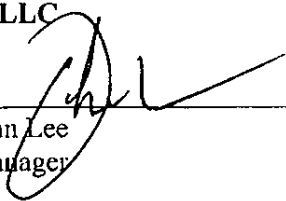
Limited Liability Company	Jurisdiction
CS Holdco LLC	Delaware

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

**For and on behalf of each of the entities listed on Exhibit "A" attached hereto.**

By:   
Name: Colin D. Stern  
Title: Vice President

**CS Holdco LLC**

By:   
Name: John Lee  
Title: Manager

**Exhibit "A"**

<b>Constituent Entitles</b>	<b>Jurisdiction</b>	<b>Store No.</b>
Fashion Bug of Merritt Island, Inc.	FL	377
Fashion Bug of Panama City, Inc.	FL	481
Fashion Bug of Palm Harbor, Inc.	FL	482
Fashion Bug #656, Inc.	FL	656
Fashion Bug Plus #904, Inc.	FL	904
Fashion Bug #2090, Inc.	FL	2090
Fashion Bug #2091, Inc.	FL	2091
Fashion Bug #2112, Inc.	FL	2112
Fashion Bug #2215, Inc.	FL	2215
Fashion Bug #2301, Inc.	FL	2301
Fashion Bug #2523, Inc.	FL	2523
Fashion Bug #2540, Inc.	FL	2540
Fashion Bug #2568, Inc.	FL	2568
Fashion Bug #3248, Inc.	FL	3248
Fashion Bug #3251, Inc.	FL	3251
Fashion Bug #3259, Inc.	FL	3259
Fashion Bug #3278, Inc.	FL	3278
Fashion Bug #3332, Inc.	FL	3332
Fashion Bug #3427, Inc.	FL	3427
Fashion Bug #3560, Inc.	FL	3560
Fashion Bug #3561, Inc.	FL	3561
Fashion Bug #3603, Inc.	FL	3603
Fashion Bug Plus #8062, Inc.	FL	8062
Fashion Bug Plus #8080, Inc.	FL	8080

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CS Holdco LLC

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

**Robin A. Goldberg**

\_\_\_\_\_  
Contact Person

**Ascena Retail Group Inc.**

\_\_\_\_\_  
Firm/Company

**3750 State Road**

\_\_\_\_\_  
Address

**Bensalem, PA 19020**

\_\_\_\_\_  
City, State and Zip Code

**Robin.Goldberg@AscenaRetail.com**

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

For further information concerning this matter, please call:

**Robin A. Goldberg**

at (215) 638-6772

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
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

OF

Fashion Bug of Merritt Island, Inc.  
Fashion Bug of Panama City, Inc.  
Fashion Bug of Palm Harbor, Inc.  
Fashion Bug #656, Inc.  
Fashion Bug Plus #904, Inc.  
Fashion Bug #2090, Inc.  
Fashion Bug #2091, Inc.  
Fashion Bug #2112, Inc.  
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Fashion Bug #3561, Inc.  
Fashion Bug #3603, Inc.  
Fashion Bug Plus #8062, Inc.  
Fashion Bug Plus #8080, Inc.

INTO

CS Holdco LLC

Pursuant to Section 607.1109 of the Florida Statutes

FIRST: The names of the merging parties, each a Florida corporation, are set forth on Exhibit A.

SECOND: The name of the surviving party is CS Holdco LLC, a Delaware limited liability company.

THIRD: The plan of merger, attached hereto as Exhibit B, was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by CS Holdco LLC in accordance with the applicable laws of the State of Delaware.

FIFTH: The merger shall be effective as of 5:00 p.m. on July 27, 2013.

SIXTH: CS Holdco LLC's principal office is located at 3750 State Road, Bensalem, PA 19020.

SEVENTH: CS Holdco LLC 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 party to the merger and agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by a duly authorized representative.

**CS Holdco LLC**

By: 

Name: John Lee

Title: Manager

Date: July 16, 2013

**Entities listed on Exhibit A attached  
hereto**

By: 

Name: Colin D. Stern

Title: Vice President

Date: July 16, 2013

**Exhibit A**

<b>Entity Name</b>	<b>Store No. (Internal)</b>
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Fashion Bug Plus #8080, Inc.	8080

**Exhibit B**

**Plan of Merger**

(See attached.)

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of July 16, 2013 by and between or among the entities set forth in Section 7 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 7 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 7 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on July 27, 2013.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

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6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.



8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

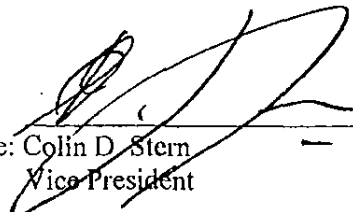
**SEE EXHIBIT "A" ATTACHED HERETO**

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

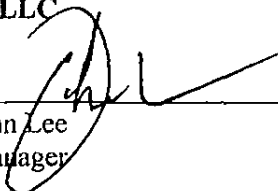
Limited Liability Company	Jurisdiction
CS Holdco LLC	Delaware

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

**For and on behalf of each of the entities listed on Exhibit "A" attached hereto.**

By:   
Name: Colin D. Stern  
Title: Vice President

**CS Holdco LLC**

By:   
Name: John Lee  
Title: Manager

(Corporate/Legal/Shared/Corporate/Company/Restructuring/2013/Merger Agreement CS Holdco LLC FL FB.docx)

**Exhibit "A"**

<b>Constituent Entities</b>	<b>Jurisdiction</b>	<b>Store No.</b>
Fashion Bug of Merritt Island, Inc.	FL	377
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Fashion Bug Plus #8080, Inc.	FL	8080