

J09734

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DIVISION OF REGISTRATIONS



**Wolters Kluwer**  
Corporate Legal Services

**CT Corporation**

515 East Park Avenue  
Tallahassee, FL 32301

850 558 1930 tel  
855 637 1628 fax  
[www.ctcorporation.com](http://www.ctcorporation.com)

April 17, 2015

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 9519314 SO  
Customer Reference 1: 136263.010100  
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

PET SUPERMARKET, INC. (FL)  
Misc - Domestic Corporate Filing - Articles of Merger  
Florida

PET SUPERMARKET, INC. (FL)  
Obtain Document - Misc - Certified Copy  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
[Connie.Bryan@wolterskluwer.com](mailto:Connie.Bryan@wolterskluwer.com)

**ARTICLES OF MERGER  
OF  
PS MERGER CORPORATION  
WITH AND INTO  
PET SUPERMARKET, INC.**

FILED  
15 APR 17 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA, in connection with the Merger (as such term is defined below):

**FIRST.** The name and state of incorporation of the surviving corporation ("Surviving Corporation") in the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>	<u>DOCUMENT NUMBER</u>
Pet Supermarket, Inc.	Florida	J09734

**SECOND.** The name and state of incorporation of the merging corporation ("Merging Corporation") in the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>	<u>DOCUMENT NUMBER</u>
PS Merger Corporation	Florida	P15000026478

**THIRD.** At the Effective Time (as defined below), Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") and the separate existence of Merging Corporation shall cease. Surviving Corporation is the surviving corporation in the Merger.

**FOURTH.** A copy of the Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A and made a part hereof by this reference as if fully set forth herein.

**FIFTH.** The Merger shall become effective (the "Effective Time") on the date that these Articles of Merger are filed with the Department of State of the State of Florida.

**SIXTH.** The Plan of Merger was adopted by the sole director of Surviving Corporation on March 27, 2015 and was approved by the sole shareholder of Surviving Corporation on March 27, 2015.


**SEVENTH.** The Plan of Merger was adopted by the Board of Directors of Merging Corporation on March 27, 2015 and was approved the sole shareholder of Merging Corporation on March 27, 2015.

These Articles of Merger may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

[Signatures to Follow]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of April  
17, 2015.

PET SUPERMARKET, INC.

By:   
Name: Charles E. West, Jr.  
Title: Chief Executive Officer

PS MERGER CORPORATION


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of April  
17, 2015.

PET SUPERMARKET, INC.

By: \_\_\_\_\_  
Name: Charles E. West, Jr.  
Title: Chief Executive Officer

PS MERGER CORPORATION

  
By: \_\_\_\_\_  
Name: Stephen D. Aronson  
Title: Vice President, General Counsel and Secretary

**EXHIBIT A**

**Plan of Merger**

[See attached.]

## **PLAN OF MERGER**

**THIS PLAN OF MERGER**, dated as of April 17, 2015, is entered into by and between PS Merger Corporation, a Florida corporation ("Merger Sub"), and Pet Supermarket, Inc., a Florida corporation ("PSI" and, together with Merger Sub, the "Constituent Corporations").

### **RECITALS:**

**WHEREAS**, each of the Constituent Corporations is a corporation duly organized and existing under the laws of the State of Florida;

**WHEREAS**, the board of directors and the sole shareholder of Merger Sub have determined that it is advisable and in the best interests of Merger Sub that, subject to the terms and conditions of that certain Agreement and Plan of Merger entered into by and among RCPSI Corporation, a Georgia corporation, Charles E. West, Jr. and the Constituent Corporations, dated March 27, 2015 (the "Merger Agreement"), Merger Sub merge with and into PSI, upon the terms and conditions of the Merger Agreement (the "Merger");

**WHEREAS**, the sole director and sole shareholder of PSI has determined that the Merger is advisable and in the best interests of PSI and that, subject to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into PSI, upon the terms and conditions of the Merger Agreement; and

**WHEREAS**, the Constituent Corporations have duly adopted and approved this Plan of Merger in accordance with the provisions of the Florida Business Corporations Act (the "Act").

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Corporations hereby agree as follows:

1. Constituent Corporations. Merger Sub and PSI shall be parties to the Merger. The name of the Surviving Corporation shall be "Pet Supermarket, Inc."

2. Terms and Conditions of Merger. At the Effective Time (as defined below), Merger Sub shall merge with and into PSI (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of Merger Sub shall cease, and PSI shall continue to exist in accordance with the applicable provisions of the Act. The Merger shall become effective immediately upon the filing of Articles of Merger with the Department of State of the State of Florida (such date and time, the "Effective Time").

3. Effect on Capital Stock.

(a) Cancellation of Merger Sub Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations, each share of

common stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one (1) fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation, and such common stock of the Surviving Corporation issued on that conversion will constitute all of the issued and outstanding shares of capital stock of the Surviving Corporation immediately following the Effective Time.

(b) Conversion of PSI Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations, each share of common stock of PSI issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive the Closing Date Merger Consideration, as defined in (and subject to adjustment as set forth in) the Merger Agreement.

4. Governing Documents.

(a) Articles of Incorporation. As of the Effective Time, the articles of incorporation of Merger Sub as in effect immediately prior to the Effective Time shall be amended and restated as set forth on Annex 1 attached hereto and, as so amended and restated, shall be the articles of incorporation of the Surviving Corporation until amended in accordance with applicable law.

(b) Bylaws. As of the Effective Time, the Bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation (except that the name of the corporation set forth therein shall be changed to "Pet Supermarket, Inc.") until amended in accordance with applicable law.

5. Succession. At the Effective Time, the corporate identity, property, purposes, powers, franchises, rights and obligations of Merger Sub shall be transferred to, vest in, and be merged with PSI, without further act or deed.

6. Amendment of Plan. This Plan of Merger may be amended by the Constituent Corporations, by action taken or authorized by their respective boards of directors. This Plan of Merger may not be amended (other than for correction of typographical errors) except by an instrument in writing signed on behalf of each of the Constituent Corporations.

[Signatures follow on next page]



IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 17<sup>th</sup> day of April, 2015.

PS MERGER CORPORATION

By: 

Name: Steven D. Aronson

Title: Vice President, General Counsel and Secretary

PET SUPERMARKET, INC.

By: \_\_\_\_\_

Name: Charles E. West, Jr.

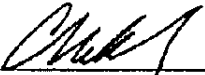
Title: Chief Executive Officer

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 7<sup>th</sup> day of April, 2015.

PS MERGER CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

PET SUPERMARKET, INC.

By:  \_\_\_\_\_  
Name: Charles E. West, Jr.  
Title: Chief Executive Officer

**ANNEX 1**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PET SUPERMARKET, INC.**

The Articles of Incorporation of Pet Supermarket, Inc., a Florida Corporation (the "Corporation"), are hereby amended and restated in their entirety as follows:

**Article I**

The name of the Corporation is Pet Supermarket, Inc.

**Article II**

The address of the principal office and the mailing address of the office of the Corporation is 1100 International Parkway, Sunrise, Florida 33323.

**Article III**

The address of the Corporation's registered agent in the State of Florida is 1200 South Pine Island Road, in the City of Plantation 33324, County of Broward. The name of the Corporation's registered agent at such address is CT Corporation System.

**Article IV**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**Article V**

The Corporation shall have authority to issue 1,000 shares of common stock, \$0.01 par value ("Common Stock"). Each share of Common Stock has one vote on each matter submitted to a vote of the shareholders of the Corporation. The holders of shares of Common Stock are entitled to receive, in proportion to the number of shares of Common Stock held, the net assets of the Corporation upon dissolution.

**Article VI**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter amend and rescind the bylaws of the Corporation.

#### Article VII

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

#### Article VIII

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or appeal.

#### Article IX

The Corporation shall indemnify and advance expenses to a director of the Corporation to the maximum extent permitted by the law.

#### Article X

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 by statute, and all rights conferred on shareholders herein are granted subject to such reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on April 17, 2015.

PET SUPERMRKET, INC.

By: 

Name: Diane E. Holtz

Title: President & COO

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Pet Supermarket, Inc., hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Section 607.0505.

**CT CORPORATION SYSTEM**

By: 

Name:

Title:

Nathan S. Giffin Asst. Secretary