

Fax Server

10/01/2009 8:48:38 AM PAGE 1/006

Fax Server

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000211551 3)))



H090002115513ABCY

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

10-2-09

RECEIVED  
2009 OCT -1 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**MAY STORES IV, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$140.00

FILED  
09 OCT -1 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Merger  
10/01/09  
DC

**ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
May Stores IV, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
22 East Realty Corporation	Florida	J84465

FILED  
 09 OCT - 1 AM 10:35  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10 / 2 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

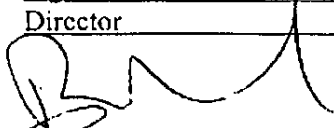
Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
 The Plan of Merger was adopted by the shareholders of the surviving corporation on August 7, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 7, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleMay Stores IV, Inc.Dennis J. Broderick, President22 East Realty CorporationBradley R. Mays, VP & Treasurer

## **PLAN OF MERGER**

This Agreement of Merger to be effective October 2, 2009, (the "Agreement"), is made and entered into by and between May Stores IV, Inc. ("May Stores IV"), a Delaware corporation, and 22 East Realty Corporation ("22 East Realty"), an Ohio corporation.

### **RECITALS**

A. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of May Stores IV in accordance with Section 252 of the Delaware General Corporation Law (the "DGCL").

B. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of 22 East Realty in accordance with Section 607.1105 of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, in consideration of the mutual Agreements herein set forth, the parties hereto hereby agree as follows:

### **I. The Merger**

1.1. **Merger.** At the Effective Time (as defined below), 22 East Realty will be merged with and into May Stores IV (the "Merger") and the separate corporate existence of 22 East Realty will thereupon cease in accordance with the applicable provisions of the DGCL and FBCA.

1.2. **Effective Time.** On or as promptly as practicable after the date hereof, May Stores IV and 22 East Realty (the "Constituent Companies") will cause a Certificate of Merger to be filed with the Secretary of State of Delaware and the Secretary of State of Florida, as provided in the applicable provisions of the DGCL and FBCA, respectively. The merger will become effective for all purposes of the laws on October 2, 2009, or, if later, at the time of such filing with the Secretary of State thereof (the "Effective Time").

### **II. Effects of the Merger**

2.1 **Effects of Merger.** May Stores IV will be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger will have the effects specified in the DGCL.

2.2 Articles of Incorporation of the Surviving Company. From and after the Effective Time and until amended in accordance with their terms and the DGCL, the Articles of Incorporation of May Stores IV in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Company.

2.3 Bylaws of the Surviving Company. The Bylaws of May Stores IV in effect immediately prior to the Effective Time will be the governing Bylaws of the Surviving Corporation from and after the Effective Time and until amended in accordance with their terms and the DGCL.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of May Stores IV immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Articles of Incorporation and Bylaws of the Surviving Corporation and the DGCL.

2.5 Conversion of Shares. At the Effective Time, by virtue of the Merger, and without any action on the part of May Stores IV and 22 East Realty, or any holders of the common stock, par value \$1.00 per share, of May Stores IV (the "May Stores IV Common Stock"), or the common stock, par value \$1.00 per share, of 22 East Realty (the "22 East Realty Common Stock"), the following will occur:

(a) Each then issued and outstanding share of May Stores IV Common Stock immediately prior to the Merger will continue unchanged as an issued and outstanding share of common stock of the Surviving Corporation; and

(b) Each then issued and outstanding share of 22 East Realty Common Stock and each share of the 22 East Realty Common Stock then held in 22 East Realty' treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

### III. Miscellaneous

3.1 Further Assurances. If, at any time after the Effective Time, the Surviving Company considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Company its right, title, or interest in, to, or under any of the rights, properties, or assets of either of the Constituent Companies acquired or to be acquired by the Surviving Company as a result of, or in connection with, the Merger or otherwise to carry out the purposes of this Agreement, the officers and members of the Surviving Company will be authorized to execute and deliver, in the name and on behalf of each of the Constituent Companies or otherwise, all such


deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of each of the Constituent Companies or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in to, and under such rights, properties, or assets in the Surviving Company or otherwise to carry out the purposes of this Agreement.

3.2 Entire Agreement. This Agreement contains the entire Agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior Agreements among the parties with respect to such matters.

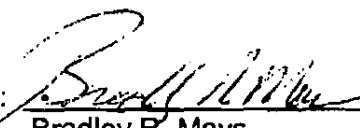
3.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed to be an original but all of which together will constitute but one Agreement.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the 7<sup>th</sup> day of August, 2009.

**MAY STORES IV, INC.**

By:   
Dennis J. Broderick  
President

**22 EAST REALTY CORPORATION**

By:   
Bradley R. Mays  
Vice President & Treasurer