

L96535

Florida Department of State  
Division of Corporations  
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.

(((H12000247260 3)))



H120002472603ABCY

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 : HOLLAND & KNIGHT  
Account Number : 075350000340  
Phone : (407)425-8500  
Fax Number : (407)244-5288

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OCT 11 AM 11:54

FILED

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

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE

David's Bridal, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$78.75

merger  
cc

RECEIVED  
12 OCT 11 AM 10:04  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

OCT 11 2012  
T. LEWIS

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section 607.1105 and section 607.1107 of the Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
David's Bridal, Inc.	Florida	L96535

**SECOND:** The name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CDR DB Sub II, Inc.	Delaware	N/A

**THIRD:** The Plan of Merger (the "Plan of Merger") is attached.

**FOURTH:** The Merger shall become effective on October 11, 2012.

**FIFTH:** The Plan of Merger was adopted by the sole shareholder of the surviving corporation on October 11, 2012.

**SIXTH:** The Plan of Merger was adopted by the sole shareholder of the merging corporation on October 11, 2012.

**SEVENTH:** These Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

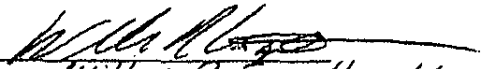
**EIGHTH:** These Articles of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all of the parties did not sign the original or the same counterpart.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2012 OCT 11 AM 11:53

FILED

IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and the undersigned and authorized officer of CDR DB Sub II, Inc. have caused these Articles of Merger to be executed this 11<sup>th</sup> day of October, 2012.

**DAVID'S BRIDAL, INC.,**  
a Florida corporation

By:   
Name: *William R. Engelbrecht*  
Title: *Vice President, Secretary*

**CDR DB SUB II, INC.,**  
a Delaware corporation

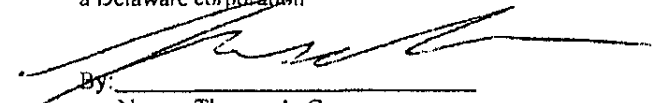
By: \_\_\_\_\_  
Name: Theresa A. Gore  
Title: Vice President and Secretary

IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and the undersigned and authorized officer of CDR DB Sub II, Inc. have caused these Articles of Merger to be executed this 11<sup>th</sup> day of October, 2012.

**DAVID'S BRIDAL, INC.,**  
a Florida corporation

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

**CDR DB SUB II, INC.,**  
a Delaware corporation

  
By: \_\_\_\_\_  
Name: Theresa A. Gore  
Title: Vice President and Secretary

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of October 11, 2012 (this "Agreement"), is by and between CDR DB Sub II, Inc., a Delaware corporation ("Sub II") and David's Bridal, Inc., a Florida corporation ("DBI") and, together with Sub II, the "Parties").

### WITNESSETH:

WHEREAS, Sub II and DBI are each wholly-owned subsidiaries of DBP Holding Corp.;

WHEREAS, the Board of Directors of each of Sub II and DBI has determined that it is appropriate, advisable and in the best interests of Sub II and DBI for Sub II to merge with and into DBI pursuant to the provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), upon the terms and conditions herein set forth; and

WHEREAS, the Board of Directors of each of Sub II and DBI has approved this Agreement and directed that it be submitted to the vote of the stockholders of each of Sub II and DBI.

NOW, THEREFORE, in consideration of the foregoing and the covenants and conditions herein contained, and in accordance with the provisions of the DGCL and the FBCA, the Parties hereto agree as follows:

#### Section 1.1 The Merger.

(a) In accordance with the provisions of this Agreement, the DGCL and the FBCA, Sub II shall be merged with and into DBI (the "Merger"). From and after the Effective Time (as defined below), DBI shall be the surviving corporation of the Merger (the "Surviving Company") and shall continue its corporate existence under the laws of the State of Florida.

(b) The name of the Surviving Company shall be David's Bridal, Inc. The Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of Sub II, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of Sub II to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Company, as provided in the FBCA.

(c) The Merger shall become effective at the time when DBI duly files a certificate of merger with the Delaware Secretary of State and the Florida Department of State or at such later time as is agreed by the parties and set forth in the certificate of

merger, in such form as is required by, and executed in accordance with, the relevant provisions of the DGCL and the FBCA, respectively (such time, the "Effective Time").

(d) The separate corporate existence of Sub II shall cease at the Effective Time in accordance with the provisions of the DGCL and the FBCA.

Section 1.2 Conversion of Interest. Each share of capital stock of DBI outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, remain unchanged and continue as a share of capital stock of the Surviving Company without any conversion thereof, and each share of capital stock of Sub II outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, be cancelled and cease to exist, and no consideration shall be issued in respect thereof.

Section 1.3 Organizational Documents. The articles of incorporation of the Surviving Company shall be amended and restated in their entirety as of the Effective Time as set forth in Exhibit A, until thereafter changed or amended as provided therein or by applicable law. The Bylaws of the Surviving Company shall be the Bylaws of DBI in effect immediately prior to the Effective Time, until thereafter changed or amended.

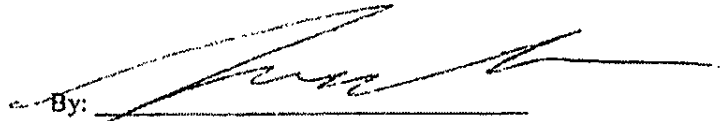
Section 1.4 Directors and Officers. From and after the Effective Time, the directors of DBI immediately prior to the Effective Time shall be the directors of the Surviving Company. From and after the Effective Time, the officers of DBI immediately prior to the Effective Time shall be the officers of the Surviving Company.

Section 1.5 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

CDR DB SUB II, INC.

By:   
Name: Theresa A. Gore  
Title: Vice President and Secretary

DAVID'S BRIDAL, INC.

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

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

CDR DB SUB II, INC.

By: \_\_\_\_\_  
Name: Theresa A. Gore  
Title: Vice President and Secretary

DAVID'S BRIDAL, INC.

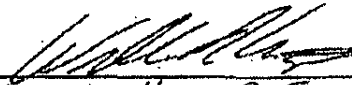
By:  \_\_\_\_\_  
Name: William R. Engelbrecht  
Title: Vice President, Secretary



Exhibit A  
Fifth Amended and Restated Articles of Incorporation

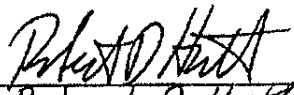
**FIFTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
DAVID'S BRIDAL, INC.**

Pursuant to Section 607.1006 and Section 607.1007, Florida Statutes, the undersigned corporation hereby adopts the articles of amendment and restatement annexed hereto as Annex A (the "Articles").

- FIRST:** The name of this corporation is David's Bridal, Inc.
- SECOND:** The articles of incorporation of this corporation are hereby amended and restated in their entirety in the form of the Articles.
- THIRD:** This amendment and restatement to the Articles of Incorporation of this corporation set forth above has been effected pursuant those certain Articles of Merger and that certain Plan of Merger, which provide for the merger of CDR DB Sub II, Inc., a Delaware corporation ("Sub"), with and into this corporation with this corporation continuing as the surviving corporation, which Articles of Merger and Plan of Merger were adopted by the Board of Directors of this corporation as of October 11, 2012 and by the sole shareholder of this corporation by written consent as of October 11, 2012. Thus, the vote cast for the amendment by the sole shareholder on October 11, 2012 as part of the merger was sufficient for approval. As of the date immediately prior to the date of filing of this amendment and restatement to the Articles of Incorporation of this corporation, (i) the only shares of capital stock issued and outstanding were shares of common stock, par value \$.01 per share, all of which were owned by the sole shareholder that adopted the Articles of Merger and Plan of Merger and (ii) there were no shares of any class of Preferred Stock issued or outstanding.

DAVID'S BRIDAL, INC.

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

  
Name: *Robert D. Huth*

Title: *President*

Date: October 11, 2012

**ANNEX A**

**FIFTH AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**DAVID'S BRIDAL, INC.**

**ARTICLE I**

**Name**

The name of this corporation shall be:

David's Bridal, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

David's Bridal, Inc.  
1001 Washington Street  
Conshohocken, PA 19428

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1201 Hays Street, Tallahassee, FL 32301 and the initial registered agent of this corporation at such office shall be Corporation Service Company. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the Board of Directors or by the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do

all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE IX

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE X

### Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, these Fifth Amended and Restated Articles of Incorporation of David's Bridal, Inc. have been executed for the uses and purposes therein stated this 11th day of October, 2012.

DAVID'S BRIDAL, INC.

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

Name: *Robert O. Hutch*

Title: *President*

Date: October 11, 2012