

L96535

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MERGER OR SHARE EXCHANGE
DAVID'S BRIDAL, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$280.00

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: David's Bridal, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

William Engelbrecht
Contact Person

David's Bridal, Inc.
Firm/Company

1001 Washington Street
Address

Conshohocken, PA 19428
City/State and Zip Code

wengelbrecht@dbi.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William Engelbrecht At (610) 943-6321
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12-29-12

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section 607.1105 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 corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
David's Bridal of Coral Gables, Inc.	Florida	P97000013133
David's Bridal of Hialeah, Inc.	Florida	P00000017167
David's Bridal of Jacksonville, FL, Inc.	Florida	P96000049350
David's Bridal of Orlando, Inc.	Florida	P96000072446
David's Bridal of Tampa, Inc.	Florida	P00000006340
David's Bridal of West Palm, Inc.	Florida	P99000085865
David's Bridal Warehouse of Broward, Inc.	Florida	P94000017265

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

FOURTH: Each of the Mergers shall become effective on December 29, 2012 at 11:00 P.M.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 14, 2012.

SIXTH: The Plan of Merger was adopted by the sole shareholder of each of the merging corporations on December 14, 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 parties did not sign the original or the same counterpart.

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IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and each of the undersigned and authorized officer of David's Bridal of Coral Gables, Inc., David's Bridal of Hialeah, Inc., David's Bridal of Jacksonville, FL, Inc., David's Bridal of Orlando, Inc., David's Bridal of Tampa, Inc., David's Bridal of West Palm, Inc., David's Bridal Wearhouse of Broward, Inc. have caused these Articles of Merger to be executed this 1st day of December, 2012.

<p>David's Bridal, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>Philip C Gallo</u> Title: <u>SUP, Treasurer</u></p>	<p>David's Bridal of Coral Gables, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>David's Bridal of Hialeah, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	<p>David's Bridal of Jacksonville, FL, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>David's Bridal of Orlando, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	<p>David's Bridal of Tampa, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>
<p>David's Bridal of West Palm, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>	<p>David's Bridal Wearhouse of Broward, Inc., a Florida corporation</p> <p>By: <u>[Signature]</u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u></p>

[Signature Page to David's Bridal, Inc. Articles of Merger]

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 14, 2012 (this "Agreement"), is by and among David's Bridal of Coral Gables, Inc., a Florida corporation ("DBCG"), David's Bridal of Hialeah, Inc., a Florida corporation ("DBH"), David's Bridal of Jacksonville, FL, Inc., a Florida corporation ("DBJ"), David's Bridal of Orlando, Inc., a Florida corporation ("DBO"), David's Bridal of Tampa, Inc., a Florida corporation ("DBT"), David's Bridal of West Palm, Inc., a Florida corporation ("DBWP"), David's Bridal Warehouse of Broward, Inc., a Florida corporation ("DBW"), AND David's Bridal, Inc., a Florida corporation ("DBI" and, together with DBCG, DBH, DBJ, DBO, DBT, DBWP, and DBW, the "Parties").

WITNESSETH:

WHEREAS, DBP Holding Corp. is the parent of DBI, and DBI is the parent of DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW;

WHEREAS, each of the Board of Directors and the stockholders of each of DBCG, DBH, DBJ, DBO, DBT, DBWP, DBW and DBI have determined that it is appropriate, advisable and in the best interests of each of DBCG, DBH, DBJ, DBO, DBT, DBWP, DBW and DBI for DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW to merge with and into DBI pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), upon the terms and conditions herein set forth; and

WHEREAS, each of the Board of Directors and the stockholders of each of DBCG, DBH, DBJ, DBO, DBT, DBWP, DBW and DBI have approved this Agreement.

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

Section 1.1 The Mergers.

(a) In accordance with the provisions of this Agreement and the FBCA, DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW shall be merged with and into DBI (collectively, the "Mergers"). From and after the Effective Time (as defined below), DBI shall be the surviving corporation of each of the Mergers (the "Surviving Company") and shall continue its corporate existence under the laws of the State of Florida.

(b) The name of the Surviving Company of each of the Mergers shall be David's Bridal, Inc. The Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of each of DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of each of DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW 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.

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(c) Each of the Mergers shall become effective at the time when DBI duly files a certificate of merger with 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 FBCA (such time, the "Effective Time").

(d) The separate corporate existence of each of DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW shall cease at the Effective Time of each of the Mergers in accordance with the provisions of the FBCA.

Section 1.2 Conversion of Interest. Each share of capital stock of DBI outstanding immediately prior to the Effective Time of each of the Mergers 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 each of DBCG, DBH, DBJ, DBO, DBT, DBWP and DBW outstanding immediately prior to the Effective Time of each of the respective Mergers 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 the Fifth Amended and Restated Articles of Incorporation of DBI in effect immediately prior to the Effective Time of each of the Mergers, until thereafter changed or amended as provided therein or by applicable law, and the bylaws of the Surviving Company shall be the Bylaws of DBI in effect immediately prior to the Effective Time of each of the Mergers, until thereafter changed or amended.

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

David's Bridal, Inc., a Florida corporation By: <u><i>Philip S. Galbo</i></u> Name: <u>Philip S. Galbo</u> Title: <u>SVP, Treasurer</u>	David's Bridal of Coral Gables, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>
David's Bridal of Hialeah, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>	David's Bridal of Jacksonville, FL, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>
David's Bridal of Orlando, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>	David's Bridal of Tampa, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>
David's Bridal of West Palm, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>	David's Bridal Warehouse of Broward, Inc., a Florida corporation By: <u><i>William Engelbrecht</i></u> Name: <u>William Engelbrecht</u> Title: <u>Secretary</u>

(Signature Page to Merger Agreement of David's Bridal of Coral Gables, Inc., David's Bridal of Hialeah, Inc., David's Bridal of Jacksonville, FL, Inc., David's Bridal of Orlando, Inc., David's Bridal of Tampa, Inc., David's Bridal of West Palm, Inc., David's Bridal Warehouse of Broward, Inc. and David's Bridal, Inc.)