

# L96535

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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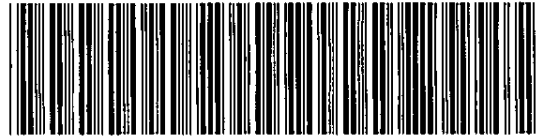
(Business Entity Name)

(Document Number)

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2014 DEC 31 PM 3:39

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

14 DEC 31 AM 9:00

FILED

Effective:  
1-3-15

Merge

1-2-15

DC

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COVER LETTER

WALK IN

ENTITY NAME: DAVID'S BRIDAL, INC.

CK # 1468

AMOUNT: \$78.75

PLEASE FILE THE ATTACHED AND RETURN:

☐ PLAIN COPY

☒ CERTIFIED COPY

PLEASE CONTACT TINA AT 850-508-1891 FOR  
FURTHER INFORMATION ON THIS MATTER.

THANK YOU!

TINA GOFF, PRESIDENT

## 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>
DBD, Inc.	Delaware	N/A

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

**FOURTH:** The Merger shall become effective on January 3, 2015.

**FIFTH:** The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 19, 2014.

**SIXTH:** The Plan of Merger was adopted by the sole stockholder of the merging corporation on December 19, 2014.

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

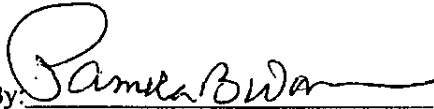
**EIGHTH:** These Articles of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all of the parties did not sign the original or the same counterpart.

FILED

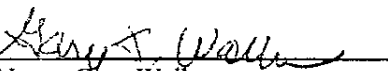
14 DEC 31 AM 9 00

IN WITNESS WHEREOF, the undersigned and authorized officer of David's Bridal, Inc. and the undersigned and authorized officer of DBD, Inc. have caused these Articles of Merger to be executed this 19th day of December, 2014.

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

By:   
Name: Pamela B. Wallack  
Title: CEO & President

**DBD, INC.,**  
a Delaware corporation

By:   
Name: Gary Walker  
Title: Assistant Secretary

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 19, 2014 (this "Agreement"), is by and between DBD, Inc., a Delaware corporation ("DBD") and David's Bridal, Inc., a Florida corporation ("DBI") and, together with DBD, the "Parties").

### WITNESSETH:

WHEREAS, DBD is a wholly-owned subsidiary of DBI;

WHEREAS, the Board of Directors of each of DBD and DBI has determined that it is appropriate, advisable and in the best interests of DBD and DBI for DBD 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 DBD and DBI has approved this Agreement and directed that it be submitted to the vote of the stockholders of each of DBD 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, DBD 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 DBD, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of DBD 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 DBD 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 DBD 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 DBI, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Company from and after the Effective Time, 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.

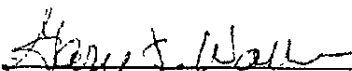
Section 1.4 Directors and Officers. From and after the Effective Time, the directors of DBI immediately prior to the Effective Time shall be the directors of the Surviving Company. From and after the Effective Time, the officers of DBI immediately prior to the Effective Time shall be the officers of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

DBD, INC.

By:   
Name: Gary Walker  
Title: Assistant Secretary

DAVID'S BRIDAL, INC.

By:   
Name: Pamela B. Wallack  
Title: CEO & President