

# M11000006322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

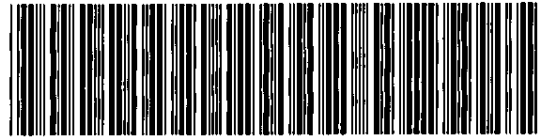
Special Instructions to Filing Officer:

**A. LUNT**

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**EXAMINER**

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 083277 7106843  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 80.00

ORDER DATE : February 3, 2012  
ORDER TIME : 3:54 PM  
ORDER NO. : 083277-030  
CUSTOMER NO: 7106843

ARTICLES OF MERGER

JULMAD RETAIL SERVICES, LLC

INTO

GEORGICA PINE CLOTHIERS, LLC

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TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** JULMAD RETAIL SERVICES, LLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

ANNE UNDERWOOD

Contact Person

UNDERWOOD & ROBERTS, PLLC

Firm/Company

3110 EDWARDS MILL ROAD, SUITE 100

Address

RALEIGH, NC 27612

City, State and Zip Code

aunderwood@rlulaw.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL 32301

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For further information concerning this matter, please call:

Anne Underwood

at ( 919 )

664-8803

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Julmad Retail Services, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Georgica Pine Clothiers, LLC</u>	<u>New York</u>	<u>Limited Liability Company</u>

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TALLAHASSEE, FLORIDA

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

236-250 GREENPOINT AVENUE

BROOKLYN, NY 11222

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

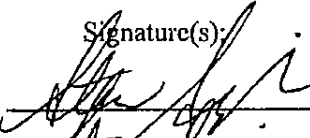
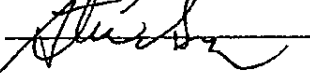
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TALLAHASSEE, FLORIDA

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Julmad Retail Services, LLC		Steven Siegler
Georgica Pine Clothiers, LLC		Steven Siegler

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** For each Limited Liability Company: \$25.00  
For each Corporation: \$35.00  
For each Limited Partnership: \$52.50  
For each General Partnership: \$25.00  
For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

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CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Julmad Retail Services, LLC	Florida	Limited Liability Company
		L1100012704

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Georgica Pine Clothiers, LLC	New York	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

Pursuant to the applicable provisions of the FLORIDA and the New York Limited Liability Company Law the merging Company shall be merged with and into the Surviving Company whereupon the separate existence of the Merging Company shall cease and the Surviving Company shall alone continue in existence. All transactions after the Effective Date shall be deemed transactions of and for the account of the Surviving Company.

*(Attach additional sheet if necessary)*

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the Effective time the outstanding units of the Surviving Entity will not be  
converted, exchanged, or altered in any manner as a result of the merger and  
will remain membership units of the Surviving LLC. At the Effective Time each  
membership units of the Merging LLC shall be cancelled without consideration  
and without further action

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The rights to acquire the interests, shares, obligations or other securities of the  
merged party are the same as the rights to acquire the interests, shares, obligations,  
or other securities of the survivor, in whole or in part, and shall remain after the  
merger.

*(Attach additional sheet if necessary)*

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

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PLAN OF MERGER  
OF  
JULMAD RETAIL SERVICES, LLC  
WITH AND INTO  
GEORGICA PINE CLOTHIERS, LLC

THIS PLAN OF MERGER (this "Plan"), is executed as of this \_\_\_\_\_ day of January 27, 2012 by and between JULMAD RETAIL SERVICES, LLC, a FLORIDA limited liability company (the "Merging Company") and Georgica Pine Clothiers, LLC, a New York limited liability company (the "Surviving Company"). The Merging Company and the Surviving Company are sometimes referred to herein as the "Constituent Companies".

WHEREAS, the members and manager of the Merging Company and the members and manager of the Surviving Company believe it to be in the best interests of the Constituent Companies that the Merging Company be merged with and into the Surviving Company (the "Merger"), in accordance with the provisions of the New York Limited Liability Company Law and the Florida Limited Liability Company Act, on the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, and for the purpose of stating the terms and conditions of the Merger, the parties hereto agree as follows:

**ARTICLE 1**  
**THE MERGER; SHARES; MEMBERSHIP INTERESTS**

1.1 The Merger. Pursuant to the applicable provisions of the Florida Limited Liability Company Act and the New York Limited Liability Company Law, the Merging Company shall be merged with and into the Surviving Company. The merger shall be effective upon the filing of the Merger (the "Effective Date"). At the Effective Date, the Merging Company shall be merged with and into the Surviving Company, whereupon the separate existence of the Merging Company shall cease, and the Surviving Company shall alone continue in existence. All transactions after the Effective Date shall be deemed transactions of and for the account of the Surviving Company.

1.2 At the Effective Time, the outstanding units of the entities participating in the merger will be converted and exchanged as follows:

1. Surviving Entity. The membership units of the Surviving Company will not be converted, exchanged, or altered in any manner as a result of

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the merger and will remain membership units of the Surviving Company.

2. Merging Entity. Each membership unit of the Merging Company shall be canceled without consideration and without further action.

## ARTICLE 2 ORGANIZATION OF THE SURVIVING LIMITED LIABILITY COMPANY

2.1 Articles of Organization of the Surviving Company. The Articles of Organization of the Surviving Company as in force and effect immediately prior to and on the Effective Date shall be the Articles of Organization of the Surviving Company immediately after the Effective Date, unless and until amended according to law.

2.2 Operating Agreement of the Surviving Company. The Operating Agreement of the Surviving Company as in force and effect immediately prior to the Effective Date shall be the Operating Agreement of the Surviving Company immediately after the Effective Date, unless and until amended according to law.

2.3 Manager. The manager of the Surviving Company immediately prior to the Effective Date shall be the manager of the Surviving Company immediately after the Effective Date, and by resolution of the Manager of the Surviving Company the Manager may empower an officer or other person to prepare, execute and deliver such documents, instruments and certificates and to make such filings as they deem necessary or advisable to effectuate the Merger.

## ARTICLE 3 GENERAL PROVISIONS

3.1 Succession to Rights. As of the Effective Date, the rights set forth herein shall apply to the Surviving Company. The Surviving Company shall succeed to and possess all the rights, privileges, powers, immunities, franchises, concessions, certificates and authority of a public as well as a private nature, of each of the Constituent Companies. All property, real, personal and mixed, and every interest therein, and all other choses in action of or belonging to all of the Constituent Companies on whatever account shall be vested in the Surviving Company, without any further act or deed; and all property, assets rights, privileges, powers, immunities, franchises, concessions, certificates and authority shall be thereafter as effectively the property of the Surviving company as they were or would be of the constituent Companies or any of them. Title to any real estate or any interest therein vested by deed or otherwise in any of the

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Constituent Companies shall not revert or be in any way impaired by reason of the Merger.

3.2 Succession of Liabilities. As of the Effective Date, the Surviving Company shall be responsible and liable for all debts, liabilities, duties and obligations of the Constituent Companies, and all such debts, liabilities, duties and obligations shall attach to the Surviving Company and may be enforced against it to the same extent as if such debts, liabilities, duties and obligations had been originally incurred or contracted by it. As of the Effective Date, any claim of the constituent Companies may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by the Merger.

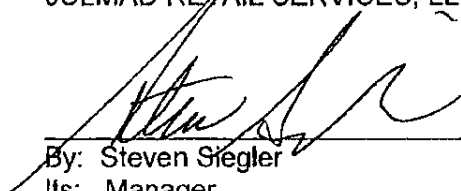
*Signatures on Following Page*

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TALLAHASSEE, FLORIDA

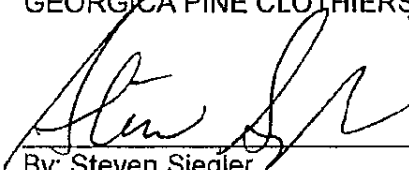
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IN WITNESS WHEREOF, each party hereto has caused this Plan of Merger to be signed by its duly authorized person, all as of the date first above written.

JULMAD RETAIL SERVICES, LLC.

  
By: Steven Siegler  
Its: Manager

GEORGIA PINE CLOTHIERS, LLC

  
By: Steven Siegler  
Its: Manager

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