

Please file second

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 1841701 4814293

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : September 29, 2017

ORDER TIME : 1:07 PM

ORDER NO. : 841701-010

CUSTOMER NO: 4814293

ARTICLES OF MERGER

CLOSETMAID CORPORATION

INTO

CLOSETMAID LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS:

[Signature]

Articles of Merger
For
Florida Profit Corporation
With
Delaware Limited Liability Company

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Section 607.1109 of the Florida Business Corporation Act.

FIRST: The exact name, entity type and jurisdiction of incorporation or organization for each merging entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>FORM/ENTITY TYPE</u>
ClosetMaid Corporation	Florida	Profit Corporation
ClosetMaid LLC	Delaware	Limited Liability Company

SECOND: The surviving entity will be ClosetMaid LLC, a Delaware limited liability company (the "**Surviving Entity**").

THIRD: The Plan of Merger, attached hereto as Exhibit A ("**Plan of Merger**"), was approved by ClosetMaid Corporation, a Florida corporation (the "**Non-Surviving Entity**"), in accordance with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

FOURTH: The Plan of Merger was approved by the Surviving Entity in accordance with the Delaware Limited Liability Company Act.

FIFTH: The merger shall become effective at 12:01 a.m. on October 3, 2017.

SIXTH: The address of the Surviving Entity's principal office is 712 Fifth Ave, 18th Floor, New York, NY 10019.

SEVENTH: The surviving entity (a) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Non-Surviving Entity and (b) agrees to promptly pay the dissenting shareholders of the Non-Surviving Entity the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[Signature Page Follows]

FILED
2017 OCT -2 AM 8:47
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the below entities have caused these Articles of Merger to be signed by an authorized officer as of October 2, 2017.

ClosetMaid Corporation

By: 
Name: Seth L. Kaplan
Title: Assistant Secretary

ClosetMaid LLC

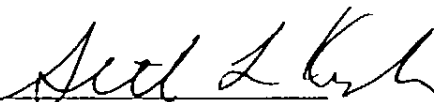
By: 
Name: Seth L. Kaplan
Title: Vice President and Secretary

EXHIBIT A

PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of October 2, 2017 (this "Agreement") between ClosetMaid LLC, a Delaware limited liability company (the "Delaware LLC") and ClosetMaid Corporation, a Florida corporation and wholly-owned subsidiary of the Delaware LLC (the "Florida Corporation").

WITNESSETH:

WHEREAS, the Delaware LLC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of the Florida Corporation by means of a merger of the Florida Corporation with and into the Delaware LLC;

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act, 6 Del.C. §18-101, *et seq.* (the "Delaware Act"), and Section 607.1108 of the Business Organizations Code of the State of Florida (the "Florida Code"), authorize the merger of a Florida corporation with and into a Delaware limited liability company; and

WHEREAS, the Board of Directors of the Florida Corporation and the Board of Directors of the Delaware LLC have each approved this Agreement and the merger of the Florida Corporation with and into the Delaware LLC in accordance with the Delaware Act and the Florida Code.

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I THE MERGER

Section 1.01. *The Merger.*

(a) Upon the terms and subject to the conditions hereof, and in accordance with the Delaware Act and the Florida Code, at the Effective Time (as defined below), the Florida Corporation shall be merged with and into the Delaware LLC (the "Merger").

(b) As promptly as practicable following the execution of this Agreement, the Delaware LLC shall file a certificate of merger (the "Certificate of Merger") in the form of Exhibit A hereto with the Secretary of State of the State of Delaware (the "Delaware Secretary of State") and articles of merger (the "Articles of Merger") in the form of Exhibit B hereto with the Secretary of State of the State of Florida (the "Florida Secretary of State") and make all other filings or recordings required by Delaware and Florida law in connection with the Merger. The Merger shall become effective at 12:01 a.m. on October 3, 2017 (the "Effective Time").

(c) At the Effective Time, the separate existence of the Florida Corporation shall cease, and the Delaware LLC shall be the surviving entity of the Merger (the "Surviving LLC") in accordance with Section 18-209 of the Delaware Act and Section 607.1108 of the Florida Code.

Section 1.02. *Conversion of Stock and Interests.*

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Delaware LLC as the holder thereof, each share of common stock, par value \$.01, of the Florida Corporation (the "Common Stock") outstanding immediately prior to the Effective Time shall and without any action on the part of the Delaware LLC as the holder thereof, no longer be outstanding and shall automatically be cancelled and shall cease to exist, and the Delaware LLC as holder of the certificate which immediately prior to the Effective Time represented all such shares of capital stock in the Florida Corporation shall cease to have any rights with respect thereto.

(b) Each limited liability company interest in the Delaware LLC outstanding immediately prior to the Effective Time shall remain outstanding immediately after the Effective Time.

ARTICLE 2
THE SURVIVING LIMITED LIABILITY COMPANY

Section 2.01. *Certificate of Formation and Limited Liability Company Agreement.* The certificate of formation of the Delaware LLC in effect at the Effective Time shall be the certificate of formation of the Surviving LLC unless and until amended in accordance with its terms and applicable law. The Operating Agreement of ClosetMaid LLC shall be the Limited Liability Company Operating Agreement of the Surviving LLC until thereafter amended in accordance with its terms and applicable law. The name of the Surviving LLC shall be ClosetMaid LLC.

Section 2.02. *Directors and Officers.* From and after the Effective Time, the directors of the Delaware LLC immediately prior to the Effective Time shall be the directors of the Surviving LLC and the officers of the Delaware LLC immediately prior to the Effective Time shall be the officers of the Surviving LLC, in each case until the earlier of their respective deaths, resignations or removals or until their respective successors are duly elected or appointed and qualified, as the case may be.

Section 2.03. *Member.* From and after the Effective Time, the member of the Delaware LLC immediately prior to the Effective Time shall be the member of the Surviving LLC. Such member is also the manager of the Delaware LLC immediately prior to the Effective Time and shall be the manager of the Surviving LLC. The name and business address of such member is attached as Schedule A.

Section 2.04. *Tax Consequences of the Merger.* It is the express intention of the Surviving LLC and the Florida Corporation that, for all U.S. Federal income tax purposes, the Merger shall constitute the complete liquidation of the Florida Corporation into the Delaware LLC (or its direct or indirect owner, as determined for U.S. federal income tax purposes) within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended. The parties agree to file all tax returns, certificates, documents and information required to be filed by reason of the Merger, including the final income tax returns of the Florida Corporation and Treasury Department Form 966, consistent with such intention.

ARTICLE 3
TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

Section 3.01. *Transfer, Conveyance and Assumption.* At the Effective Time, the Delaware LLC shall continue in existence as the Surviving LLC, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Florida Corporation, and all of the assets and property of whatever kind and character of the Florida Corporation shall vest in the Delaware LLC without further act or deed; thereafter, the Delaware LLC, as the Surviving LLC, shall be liable for all of the liabilities and obligations of the Florida Corporation, and any claim or judgment against the Florida Corporation may be enforced against the Delaware LLC, as the Surviving LLC, in accordance with Section 18-209 of the Delaware Act and Section 607.1108 of the Florida Code.

Section 3.02. *Further Assurances.* If at any time the Delaware LLC shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving LLC the title to any property or right of the Florida Corporation, or otherwise to carry out the provisions hereof, the proper representatives of the Florida Corporation as of the Effective Time shall execute and deliver any and all proper deeds, assignments and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving LLC, and otherwise to carry out the provisions hereof.

ARTICLE 4
MISCELLANEOUS

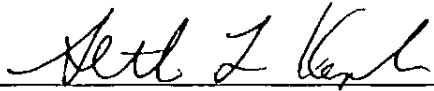
Section 4.01. *Successors and Assigns.* The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, *provided* that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Agreement without the consent of the other party hereto.

Section 4.02. *Governing Law.* This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to principles of conflicts of laws.

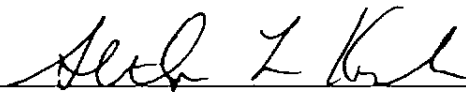
Section 4.03. *Counterparts.* This Agreement may be signed in any number of counterparts and by facsimile or electronic transmission, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first above written.

CLOSETMAID LLC

By: 
Name: Seth L. Kaplan
Title: Vice President and Secretary

CLOSETMAID CORPORATION

By: 
Name: Seth L. Kaplan
Title: Assistant Secretary

Schedule A

ClosetMaid LLC

(as of October 2, 2017)

<u>Name of Member</u>	<u>Membership Interest</u>
The Ames Companies, Inc.	100%
Totals	100%

Business addresses of Members:

c/o Griffon Corporation
712 Fifth Ave, 18th Floor,
New York, NY 10019

CERTIFICATE OF MERGER
MERGING
CLOSETMAID CORPORATION
INTO
CLOSETMAID LLC

Pursuant to the provisions of § 607.1108 of the Business Organizations Code of the State of Florida and § 18-209 of the Delaware Limited Liability Company Act

ClosetMaid LLC, a Delaware limited liability company (the "Delaware LLC"), in connection with the merger of ClosetMaid Corporation, a Florida corporation (the "Florida Corporation"), with and into the Delaware LLC (the "Merger"), hereby certifies that:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities of the Merger are as follows:

Name	Jurisdiction of Formation or Organization
ClosetMaid LLC	Delaware
ClosetMaid Corporation	Florida

SECOND: The Agreement and Plan of Merger dated as of October 2, 2017 (the "Merger Agreement") between each of the constituent entities has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with § 607.1108 of the Business Organizations Code of the State of Florida and § 18-209 of the Delaware Limited Liability Company Act.

THIRD: The Delaware LLC is the surviving entity of the Merger, and the name of this surviving Delaware limited liability company shall be "ClosetMaid LLC" (the "Surviving LLC").

FOURTH: The merger shall become effective at 12:01 a.m. on October 3, 2017.

FIFTH: The Certificate of Formation of the Delaware LLC shall be the Certificate of Formation of the Surviving LLC.

SIXTH: The executed Merger Agreement is on file at the office of the Surviving LLC. The address of such place of business of the Surviving LLC is 712 Fifth Ave, 18th Floor, New York, NY 10019.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the Surviving LLC and to any stockholder of the Florida Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this
__ day of October, 2017.

ClosetMaid LLC

By: _____
Name: Seth L. Kaplan
Title: Vice President and Secretary

[Signature Page to Certificate of Merger]

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With
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THIRD: The Plan of Merger, attached hereto as Exhibit A ("**Plan of Merger**"), was approved by ClosetMaid Corporation, a Florida corporation (the "**Non-Surviving Entity**"), in accordance with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

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SEVENTH: The surviving entity (a) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Non-Surviving Entity and (b) agrees to promptly pay the dissenting shareholders of the Non-Surviving Entity the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the below entities have caused these Articles of Merger to be signed by an authorized officer as of October __, 2017

ClosetMaid Corporation

By: _____
Name: Seth L. Kaplan
Title: Assistant Secretary

ClosetMaid LLC

By: _____
Name: Seth L. Kaplan
Title: Vice President and Secretary