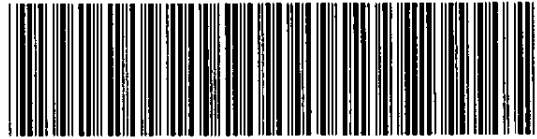


P02000105636



100279022941

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

15 NOV 12 AM 11:23

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Effective:
11-21-15

FILED

15 NOV 12 PM 1:03

SECRETARY OF STATE
A. LAHASSE, FIC/EMA

Merger

NOV 13 2015

D CONNELL

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

ACCOUNT NO. : I20000000195

REFERENCE : 867435 4720431

AUTHORIZATION



COST LIMIT : \$778.75

ORDER DATE : November 10, 2015

ORDER TIME : 10:19 AM

ORDER NO. : 867435-010

CUSTOMER NO: 4720431

ARTICLES OF MERGER

CATHERINES #5275, INC.
CATHERINES #5279, INC.
CATHERINES #5358, INC
ETAL.

INTO

CATHERINES #5147, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

(3 copies included for a certified and a separate stamped copy)

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Catherines #5147, 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:

(Contact Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

_____ At (_____) _____
(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

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Catherines #5147, Inc.</u>	<u>Florida</u>	<u>P02000105636</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Catherines #5275, Inc. ✓</u>	<u>California</u>	<u>N/A</u>
<u>Catherines #5279, Inc. ✓</u>	<u>California</u>	<u>N/A</u>
<u>Catherines #5358, Inc. ✓</u>	<u>California</u>	<u>N/A</u>
<u>Catherines #5375, Inc. ✓</u>	<u>California</u>	<u>N/A</u>
<u>Catherines #5384, Inc. ✓</u>	<u>California</u>	<u>N/A</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 11 / 21 / 15 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 9, 2015

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 9, 2015

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

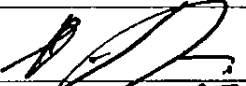
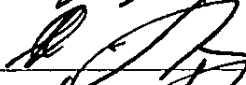
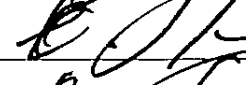
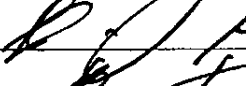
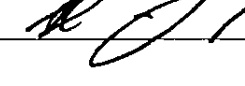
Exhibit "A"

**ARTICLES OF MERGER - FLORIDA
(Profit Corporations)**


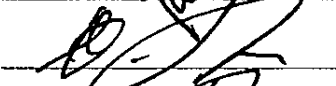
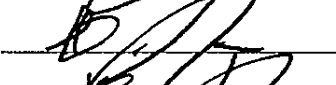
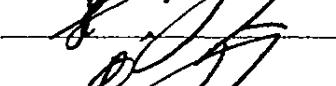
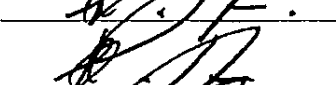
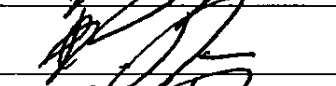
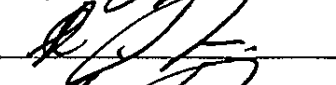

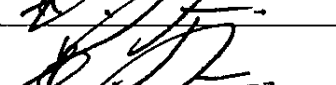
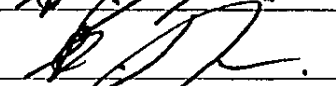


Second: Merging Corporations continued

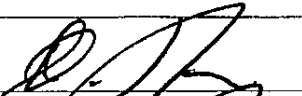
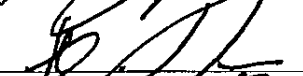
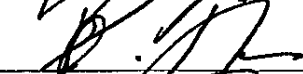
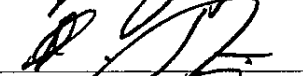

Constituent Entity	Document Number	Jurisdiction
✓ Catherines 5405, Inc.	N/A	CA
✓ Catherines 5406, Inc.	N/A	CA
✓ Catherines 5409, Inc.	N/A	CA
✓ Catherines 5414, Inc.	N/A	CA
✓ Catherines 5569, Inc.	N/A	CA
✓ Catherines #5646, Inc.	N/A	CA
✓ Catherines 5647, Inc.	N/A	CA
✓ Catherines 5741, Inc.	N/A	CA
✓ Catherines 5774, Inc.	N/A	CA
✓ Catherines 5831, Inc.	N/A	CA
✓ Catherines 5832, Inc.	N/A	CA
✓ Catherines 5834, Inc.	N/A	CA
✓ Catherines, #5842, Inc.	N/A	CA
✓ Catherines #5846, Inc.	N/A	CA
✓ Catherines #5889, Inc.	N/A	CA
✓ Catherines #5892, Inc.	N/A	CA

Seventh: SIGNATURES FOR EACH FOREIGN CORPORATION – Continued

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual and Title
Catherines 5647, Inc.		Colin D. Stern, Vice President
Catherines 5741, Inc.		Colin D. Stern, Vice President
Catherines 5774, Inc.		Colin D. Stern, Vice President
Catherines 5831, Inc.		Colin D. Stern, Vice President
Catherines 5832, Inc.		Colin D. Stern, Vice President

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Catherines #5147, Inc.</u>		<u>Kirk R. Simme, Vice President</u>
<u>Catherines #5275, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5279, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5358, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5375, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5384, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines 5405, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines 5406, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines 5409, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines 5414, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines 5569, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5646, Inc.</u>		<u>Colin D. Stern, Vice President</u>

Catherines 5834, Inc.		Colin D. Stern, Vice President
Catherines #5842, Inc.		Colin D. Stern, Vice President
Catherines #5846, Inc.		Colin D. Stern, Vice President
Catherines #5889, Inc.		Colin D. Stern, Vice President
Catherines #5892, Inc.		Colin D. Stern, Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of November 10, 2015, by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on November 21, 2015.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled for no consideration. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.

8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

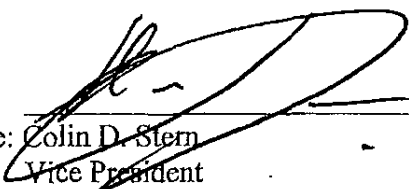
SEE EXHIBIT "A" ATTACHED HERETO

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

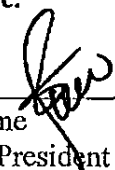
Corporation	Jurisdiction
Catherines #5147, Inc.	Florida

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

For and on behalf of each of the entities listed on Exhibit "A" attached hereto.

By: 
Name: Colin D. Stern
Title: Vice President

Catherines #5147, Inc.

By: 
Name: Kirk R. Simme
Title: Senior Vice President

(Corporate/Legal/Shared/Corporate/2013Company/Restructuring/Merger Agreement CA #5147 all corps11-21-15 (except CA, MO and OK).docx)

Exhibit "A"

Constituent Entity	Jurisdiction	Store No. (Internal)
Catherines #5275, Inc.	CA	5275
Catherines #5279, Inc.	CA	5279
Catherines #5358, Inc.	CA	5358
Catherines #5375, Inc.	CA	5375
Catherines #5384, Inc.	CA	5384
Catherines 5405, Inc.	CA	5405
Catherines 5406, Inc.	CA	5406
Catherines 5409, Inc.	CA	5409
Catherines 5414, Inc.	CA	5414
Catherines 5569, Inc.	CA	5569
Catherines #5646, Inc.	CA	5646
Catherines 5647, Inc.	CA	5647
Catherines 5741, Inc.	CA	5741
Catherines 5774, Inc.	CA	5774
Catherines 5831, Inc.	CA	5831
Catherines 5832, Inc.	CA	5832
Catherines 5834, Inc.	CA	5834
Catherines, #5842, Inc.	CA	5842
Catherines #5846, Inc.	CA	5846
Catherines #5889, Inc.	CA	5889
Catherines #5892, Inc.	CA	5892