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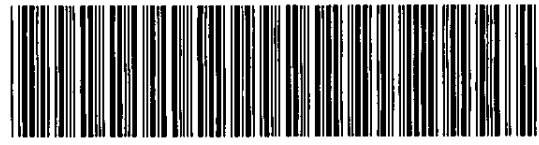
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(Business Entity Name)

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**DATE: 11/12/14**

**NAME: CORPORATE TEXTILES, INC**

**TYPE OF FILING: MERGER**

**COST: 70.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Corporate Textiles, 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:

E. Zydel  
Contact Person

Thompson Coburn, LLP  
Firm/Company

55 E Monroe, Suite 3700  
Address

Chicago, IL 60603  
City/State and Zip Code

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

For further information concerning this matter, please call:

E. Zydel At ( 312 ) 580-2330  
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>Corporate Textiles, Inc.</u>	<u>Illinois</u>	<u></u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Corporate Textiles, Inc.</u>	<u>Florida</u>	<u>P10000063637</u>
<u></u>	<u></u>	<u></u>
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**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**            /        /        (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 NOV. 10, 2014.

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 NOV. 10, 2014.

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)

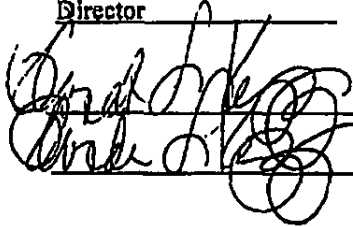
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Corporate Textiles, Inc.



Rhonda L. Kapp, President

Corporate Textiles, Inc.

Rhonda L. Kapp, President

\_\_\_\_\_

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## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Corporate Textiles, Inc.

Illinois

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Corporate Textiles, Inc.

Florida

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

See attached.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:  
Each issued and outstanding share of the merging corporation will be exchanged for one share of the surviving corporation.

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is made and entered into as of November 10, 2014 by and between Corporate Textiles, Inc., an Illinois corporation ("Survivor"), and Corporate Textiles, Inc., a Florida corporation ("Target").

1. **Background.** Target has authorized capital stock consisting of 10,000 shares of common stock with no par value (the "Target Stock") of which 1,000 shares of Target Stock have been duly issued and outstanding and are held by Rhonda L. Kapp Living Trust w/a/d January 22, 2014 (the "Kapp Trust"). Survivor has authorized capital stock consisting of 10,000 shares of common stock with no par value (the "Survivor Stock") of which 1,000 shares of Survivor Stock has been duly issued and outstanding and is held by the Kapp Trust. The boards of directors and shareholders of Target and Survivor (collectively, the "Companies") deem it advisable to cause the merger (the "Merger") of Target with and into Survivor with Survivor being the surviving corporation of such Merger.

In consideration of the mutual promises, covenants and agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Companies hereby agree as follows.

2. **Articles of Merger.** The Merger shall be effective upon the filing of a duly executed Articles of Merger with the Secretary of State of Illinois and a duly executed Articles of Merger with the Secretary of State of Florida. The Merger shall become effective at 11:59 p.m., Central Standard Time, on Nov. 12, 2014 (the "Effective Date") for accounting purposes only.

3. **Merger.** Subject to the approval of this Plan of Merger by the sole shareholder and sole director of the Companies, and provided this Plan of Merger is not terminated prior to the Effective Date:

- A. as of the Effective Date, the Companies shall merge into a single surviving corporation, which shall be Survivor.
- B. Survivor shall remain an Illinois corporation governed by and subject to the laws of the State of Illinois; and
- C. the officers of the Companies are directed to prepare, file and record all documents with the Illinois Secretary of State and Florida Secretary of State, as applicable, and such other governmental offices as are necessary to consummate the merger of the Companies in accordance with this Plan of Merger and the laws of the States of Illinois and Florida, including, without limitation, the Articles of Merger.

3. **Surviving Corporation.** Survivor will survive the Merger and continue thereafter as the surviving corporation, and its identity, existence, rights, powers, privileges, properties (real, personal and mixed), debts, duties, liabilities and other things, causes of action and proceedings shall continue unaffected and unimpaired by the Merger. The corporate



identity, existence, rights, powers, privileges, properties (real, personal and mixed), debts, duties, liabilities and other things, causes of action and proceedings of Target will be wholly merged into Survivor, and Survivor will be fully vested therewith. Accordingly, on the Effective Date, the separate existence of Target, except insofar as continued by statute, will cease.

4. Articles of Incorporation of Survivor. The Articles of Incorporation of Survivor as it exists on the Effective Date will be continue in full force and effect as the Articles of Incorporation of the Survivor, as the surviving corporation, after the Effective Date.

5. Directors and Officers of Survivor. All directors and officers of Survivor as they exist immediately prior to the Merger shall continue in their positions as directors and officers of Survivor, as the surviving corporation, after the Effective Date.

6. Exchange of Securities on Merger. On the Effective Date, without further action of the Board of Directors or sole shareholder of Target, each issued and outstanding share of Target will be exchanged for one share of the Survivor.

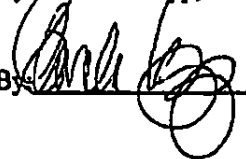
7. Amendments to Plan. This Plan of Merger may be amended or modified, in whole or in part, at any time prior to the filing of the Articles of Merger with the Illinois Secretary of State or Florida Secretary of State by a written agreement of the Companies.

\* \* \* \*

IN WITNESS WHEREOF, Survivor and Target have executed this Agreement and Plan Merger as of the date first set forth above.

Corporate Textiles, Inc.,  
an Illinois corporation

By: Rhonda Kapp, its President

By:  \_\_\_\_\_

Corporate Textiles, Inc.,  
a Florida corporation

By: Rhonda Kapp, its President

By:  \_\_\_\_\_