

P35725

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

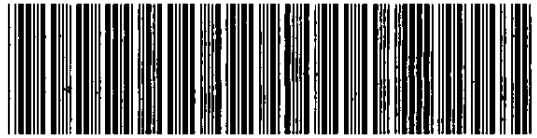
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



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12/31/09- 01055- 014 **43.75

EFFECTIVE DATE
1-1-2010

FILED
2009 DEC 31 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

TB

JAN - 6 2010

JONES APPAREL GROUP, INC.

JENNIFER G. BORRELLI
CORPORATE PARALEGAL
DIRECT: 914.640-2496
FAX: 914.640.1676
jborrelli@jny.com

VIA UPS

Clerk,
Florida Secretary of State
Division of Corporations Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: *Certificate of Amendment of Authority of Jones Retail Corporation, a New Jersey corporation*
Name Change to: "JAG Footwear, Accessories and Retail Corporation"

Dear Sir or Madam:

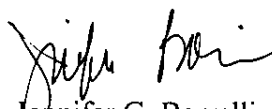
Jones Retail Corporation, a New Jersey corporation qualified to do business in your State, has amended its name in its state of incorporation pursuant to merger to: "JAG Footwear, Accessories and Retail Corporation" with an effective date of January 1, 2010.

Enclosed for filing on an expedited basis please find our Application for an Amended Certificate of Authority, together with a Certified copy of Certificate of Merger evidencing the corporation's name change.

Please file the enclosed Amended Application and provide us with an amended Certificate, or other form of evidence of filing, once the Application is accepted for filing (an extra copy of the Application is enclosed for your convenience). Also enclosed is our company check to cover the filing and expedited fees, as well as a return UPS envelope with prepaid airbill.

Please do not hesitate to contact me if there are any issues with the enclosed documents. Thank you for your attention to this matter.

Very truly yours,



Jennifer G. Borrelli
Corporate Paralegal

/jgb
Encs.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Jones Retail Corporation
(Name of Corporation)

DOCUMENT NUMBER: #P35725

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer G. Borrelli

(Name of Contact Person)

Jones Apparel Group, Inc.

(Firm/Company)

1129 Westchester Avenue

(Address)

White Plains, NY 10604

(City/State and Zip Code)

For further information concerning this matter, please call:

Jennifer Borrelli

(Name of Contact Person)

at (914) 640-2496

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

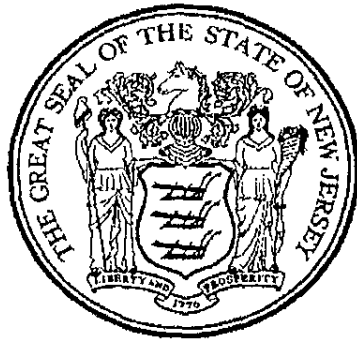
Street Address:

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

JAG FOOTWEAR, ACCESSORIES AND RETAIL CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office on
12/15/2009
0100200097
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 115986350

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
17th day of December, 2009*

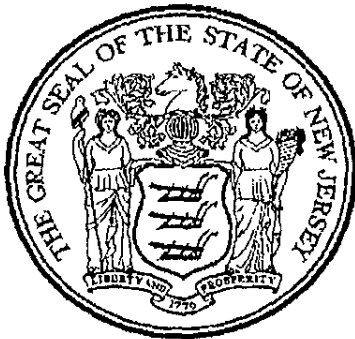
A handwritten signature in black ink, appearing to read "R. David Rousseau".

R. David Rousseau
State Treasurer

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE - MERGER WITH NAME CHANGE

JONES RETAIL CORPORATION
Changing name in Merger To
JAG FOOTWEAR, ACCESSORIES AND RETAIL CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above-named
New Jersey Domestic Profit Corporation
did on the 15th day of December, 2009 file and record
in this department a Certificate of Merger of
0100656873
into JONES RETAIL CORPORATION
changing name in merger to
JAG FOOTWEAR, ACCESSORIES AND RETAIL CORPORATION
which is the surviving corporation. This Certificate is
herein issued as by the statutes of this State required.*



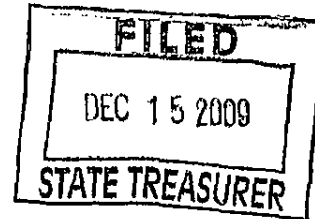
IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
17th day of December, 2009

R. David Rousseau
State Treasurer

Certificate Number: 115986428

Verify this certificate online at

http://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp



New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to N.J.S.A. 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): ☒ Merger Consolidation
2. Name of Surviving Business Entity: Jones Retail Corporation, with name change to JAG Footwear, Accessories and Retail Corporation
3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Jones Retail Corporation	New Jersey	0100200097
Nine West Footwear Corporation	Delaware	0100656873

4. Date Merger/Consolidation adopted: 12/4/2009

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Jones Retail Corporation Outstanding Shares 100
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.
 Common

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☒

-b Corp. Name Nine West Footwear Corporation Outstanding Shares 1,000
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.
 Common

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☒

-c Corp. Name _____ Outstanding Shares _____
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) _____

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

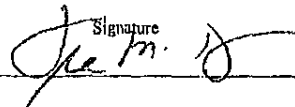
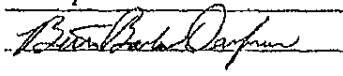
The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

Certificate of Merger/Consolidation
UMC-2
Page 2

7. Effective Date (see inst.): 01/01/2010

Signature	Name	Title	Date
x 	Ira M. Dansky	Exec Vice Pres. & Secretary (for Nine West Footwear)	12/4/2009
	Beth Barban Dorfsman	Vice President & Asst. Secy (for JAG Footwear, Accessories and Retail Corporation)	12/4/2009

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

PLAN AND AGREEMENT OF MERGER
OF
NINE WEST FOOTWEAR CORPORATION
(a Delaware corporation)

AND
JONES RETAIL CORPORATION
(a New Jersey corporation)

Pursuant to Sections 251 and 252 of General Corporation Law of the State of Delaware
Pursuant to Section 14A:10-7 of New Jersey Business Corporation Act

PLAN AND AGREEMENT OF MERGER approved on December 4, 2009, by NINE WEST FOOTWEAR CORPORATION, a business corporation organized under the laws of the State of Delaware, and by its Board of Directors on said date, and approved on December 4, 2009 by JONES RETAIL CORPORATION, a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date.

WHEREAS, NINE WEST FOOTWEAR CORPORATION is a business corporation of the State of Delaware with its registered office therein located at 1129 Westchester Avenue, City of White Plains, County of Westchester and State of New York; and

WHEREAS, the total number of shares of stock which NINE WEST FOOTWEAR CORPORATION has authority to issue is 3,000, all of which are of one class and without par value; and

WHEREAS, JONES RETAIL CORPORATION is a business corporation of the State of New Jersey with its principal office therein located at 1129 Westchester Avenue, City of White Plains, County of Westchester and State of New York; and

WHEREAS, the total number of shares of stock which JONES RETAIL CORPORATION has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the New Jersey Business Corporation Act permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of New Jersey; and

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, JONES RETAIL CORPORATION and NINE WEST FOOTWEAR CORPORATION and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge NINE WEST FOOTWEAR CORPORATION with and into JONES RETAIL CORPORATION pursuant to the provisions of the New Jersey Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by JONES RETAIL CORPORATION and approved by a resolution adopted by its Board of Directors and submitted to the shareholders and duly adopted thereunto, and by NINE WEST FOOTWEAR CORPORATION and approved by a resolution adopted by its Board of Directors and submitted to the shareholders and duly adopted thereunto, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. NINE WEST FOOTWEAR CORPORATION and JONES RETAIL CORPORATION shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, JONES RETAIL CORPORATION, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name **JAG Footwear, Accessories and Retail Corporation** pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of NINE WEST FOOTWEAR CORPORATION, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The certificate of incorporation of the surviving corporation upon the effective date of the merger shall be the certificate of incorporation of said surviving corporation, except that Article FIRST thereof, relating to the name of the corporation is hereby amended so as to read as follows upon the effective date of the merger:

"FIRST: The name of the corporation is: JAG Footwear, Accessories and Retail Corporation."

and said certificate of incorporation as herein amended shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger, shall continue to represent one issued share of the surviving corporation. Each issued share of the terminating corporation issued and owned or held by the parent corporation of the terminating corporation shall, by virtue of the merger, cease to be outstanding and shall be canceled and retired, and no stock of such parent corporation or other consideration shall be delivered in exchange therefor.

6. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the General Corporation Law of the State of Delaware, and the Plan and Agreement of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the General Corporation Law of the State of Delaware, and in the event that the Plan and Agreement of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, 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 which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for in the State of Delaware and the State of New Jersey shall be January 1, 2010.

10. Notwithstanding the authorization of the merger upon behalf of the terminating corporation in the manner prescribed by the General Corporation Law of the State of Delaware, and the approval of the Plan and Agreement of Merger by the shareholders entitled to vote of the surviving corporation, the merger herein provided for may be abandoned prior to its effective date upon the mutual consent of the terminating corporation and the surviving corporation, in accordance with their respective organizational documents as well as the laws of the States in which they were formed. In the event that the Plan and Agreement of Merger is abandoned, the parties agree to prepare and file with the Secretary of State of the State of Delaware and the State of New Jersey any Certificate of Abandonment or similar documentation that may be required.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 4, 2009

NINE WEST FOOTWEAR CORPORATION
(Terminating Corporation)

By: Ira M. Dansky
Ira M. Dansky
Executive Vice President and Secretary

Dated: December 4, 2009

JONES RETAIL CORPORATION
(Surviving Corporation)

By: Beth Barban Dorfsman
Beth Barban Dorfsman
Vice President and Assistant Secretary

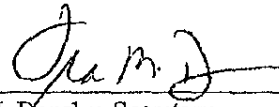
CERTIFICATE OF SECRETARY

OF

NINE WEST FOOTWEAR CORPORATION

The undersigned, being the Secretary of NINE WEST FOOTWEAR CORPORATION, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Sections 141(f), 228, 251 and 252 of the General Corporation Law of the State of Delaware.

Dated: December 4, 2009



Ira M. Dansky, Secretary
Nine West Footwear Corporation

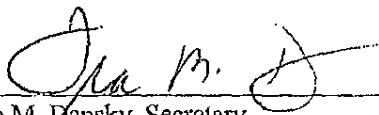
CERTIFICATE OF SECRETARY

OF

JONES RETAIL CORPORATION

The undersigned, being the Secretary of JONES RETAIL CORPORATION, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation entitled to vote thereon, in accordance with the provisions of Sections 14A:10-7 and 14A:5-6 of the New Jersey Business Corporation Act.

Dated: December 4, 2009


Ira M. Dansky, Secretary
Jones Retail Corporation