

P37436

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

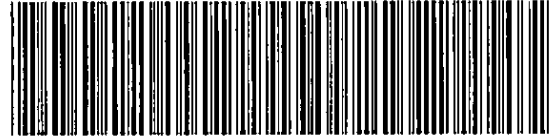
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



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02/15/19--01006--002 **315.00

19 FEB 15 AM 8:49

2019 FEB 15 AM 8:43

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FEB 18 2019
ALBRITTON

IA

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 02/14/2019

****WALK IN****

ENTITY NAME LUXOTTICA RETAIL NORTH AMERICA INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

X

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35.00

CHECK # 5772

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LUXOTTICA RETAIL NORTH AMERICA INC.
Name of Corporation

DOCUMENT NUMBER: P37436

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CARA LONDIN

Name of Contact Person

LUXOTTICA

Firm/Company

12 HARBOR PARK DRIVE

Address

PORT WASHINGTON, NEW YORK 11050

City/State and Zip Code

CLondin@us.luxottica.com

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

For further information concerning this matter, please call:

CARA LONDIN at (516) 484-3800
Name of Contact Person 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

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

(Name of corporation as it appears on the records of the Department of State)

(Incorporated under laws of)

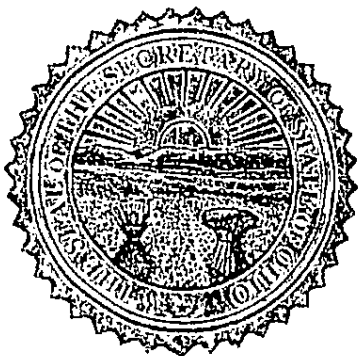
(Date authorized to do business in Florida)

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

(Title of person signing)

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show the MERGER of LUXOTTICA USA LLC, merging into LUXOTTICA RETAIL NORTH AMERICA INC., , which resulted in a name change to LUXOTTICA OF AMERICA INC., an Ohio Corporation, Charter No. 809398, was filed December 31, 2018. Said Corporation, LUXOTTICA OF AMERICA INC., an Ohio For-Profit Corporation, Charter No. 809398, having its principal location in Mason, County of Warren, was incorporated on December 19, 1991, and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 30th day of January, A.D. 2019.*

A handwritten signature in cursive script, reading "Frank LaRose".

Ohio Secretary of State

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of January, A.D. 2019.

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:
201902901724



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/21/2018	201835500022	Merger (MER)	89.00	100.00	5.00	0.00

Receipt

This is not a bill. Please do not remit payment.

UNISEARCH INC.
ATTN: MEGHAN HOWARD
3958-D BROWN PARK DR
HILLIARD, OH 43026

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
809398

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
LUXOTTICA OF AMERICA INC.

and, that said business records show the filing and recording of:

Document(s)
Merger

Document No(s):
201835500022

Effective Date: 12/31/2018



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
21st day of December, A.D. 2018.

Jon Husted

Ohio Secretary of State

Form 551 Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) 808-FILE (877-787-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
business@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1129
Columbus, OH 43216

☒ Expedite Filing (Two business day processing time.
Requires an additional \$100.00)
P.O. Box 1190
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Luxottica Retail North America Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

Luxottica of America Inc.

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. ☒ Domestic (Ohio entity) ☐ Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number

809398

(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation

☐ Nonprofit Corporation

☐ For-Profit Limited Liability Company

☐ Nonprofit Limited Liability Company

☐ Partnership

☐ Limited Partnership

☐ Limited Liability Partnership

☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Luxottica USA LLC		New York	LLC

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Cara Londin		
Name		
12 Harbor Park Drive		
Mailing Address		
Port Washington	New York	11050
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 12/31/2018 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached

☒ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

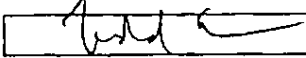
Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Luxottica Retail North America Inc. renamed as Luxottica of America Inc.

Name of entity

By:



Signature

Its:

Todd Morris - Vice President

Title

Luxottica USA LLC

Name of entity

By:

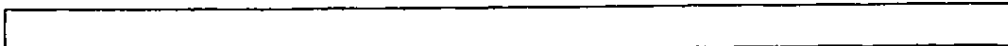


Signature

Its:

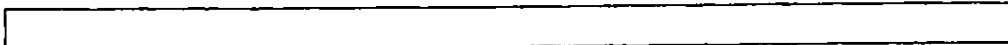
Emilia Flamini - Chief Financial Officer

Title



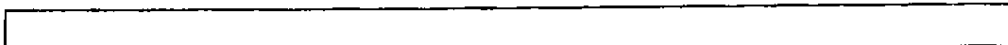
Name of entity

By:



Signature

Its:



Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Luxottica Retail North America Inc. renamed as Luxottica of America Inc.

Name of entity

By:

Signature

Its:

Todd Morris - Vice President

Title

Luxottica USA LLC

Name of entity

By:

Signature

Its:

Emilia Flamini - Chief Financial Officer

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show LUXOTTICA OF AMERICA INC., an Ohio corporation, Charter No. 809398, having its principal location in Mason, County of Warren, was incorporated on December 19, 1991 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 22nd day of January, A.D. 2019.*

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 201902203088