

P93000012239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

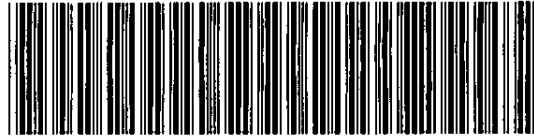
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100285718091

05/13/16--01001--027 **70.00

RECEIVED
DEPT. OF STATE
16 MAY 13 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FL 32310
FILED
16 MAY 26 PM 4:45
MAY 26 2016
D CUSHING

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: 5/26 Glinda

XX CERTIFIED COPY

☐ **PHOTOCOPY**

05/27/16--01002--008 **8.75

☐ **CUS**

XX FILING

Merger

1. SUNGLASS HUT OF FLORIDA, INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 16, 2016

CORPORATE ACCESS, INC.

Ref. Number: 100285718091

RECEIVED
DEPARTMENT OF STATE
16 MAY 26 PM 3:06

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 716A00010222

Need CC

FILED
16 MAY 26 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

First: Luxottica U.S. Holdings Corp., a Delaware corporation, will be the surviving corporation in the merger.

Second: ^{893 - 12239} Sunglass Hut of Florida, Inc., a Florida corporation, is the merging corporation and a wholly-owned subsidiary of the surviving corporation.

Third: The Plan and Agreement of Merger is attached hereto as Exhibit A.

Fourth: The merger shall become effective at 11:59 p.m, Eastern Standard Time, on May 31, 2016.

Fifth: The Plan of Merger was adopted by the Board of Directors of the merging corporation on May 25, 2016.

Sixth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on May 25, 2016.

Seventh: Stockholder approval was not required for the merger.

Eighth: The merger of Sunglass Hut of Florida, Inc. with and into Luxottica U.S. Holding Corp. is permitted by the laws of the jurisdiction of organization of the merging corporation and has been authorized in compliance with said laws.


Ninth: Luxottica U.S. Holdings Corp. agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of Sunglass Hut of Florida, Inc., as well as for enforcement of any obligation of Luxottica U.S. Holdings Corp. arising from the Merger, and shall irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State of Florida to Luxottica U.S. Holdings Corp. at 12 Harbor Park Drive, Port Washington, NY 11050.

Tenth: These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
May 25, 2016.

LUXOTTICA U.S. HOLDINGS CORP.

By: 

Name: Vito Giannola

Title: Vice President and Treasurer

By: 

Name: Daniel Socol

Title: Vice President, Risk Management and Compliance

SUNGLASS HUT OF FLORIDA, INC.

By: _____

Name: Trent Rentfrow

Title: Senior Vice President, North America Finance

By: _____

Name: Michael A. Boxer

Title: Executive Vice President, General Counsel & Secretary

FILED
16 MAY 26 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of May 25, 2016.

LUXOTTICA U.S. HOLDINGS CORP.

By: _____
Name: Vito Giannola
Title: Vice President and Treasurer

By: _____
Name: Daniel Socci
Title: Vice President, Risk Management and Compliance

SUNGLASS HUT OF FLORIDA, INC.

By:  _____
Name: Trent Rentfrow
Title: Senior Vice President, North America Finance

By: _____
Name: Michael A. Boxer
Title: Executive Vice President, General Counsel & Secretary

FILED
16 MAY 26 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
May 25, 2016.


LUXOTTICA U.S. HOLDINGS CORP.

By: _____
Name: Vito Giannola
Title: Vice President and Treasurer

By: _____
Name: Daniel Soggi
Title: Vice President, Risk Management and Compliance

SUNGLASS HUT OF FLORIDA, INC.

By: _____
Name: Trent Rentfrow
Title: Senior Vice President, North America Finance

By:  _____
Name: Michael A. Boxer
Title: Executive Vice President, General Counsel & Secretary

FILED
16 MAY 26 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

[Plan and Agreement of Merger]

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of May~~25~~², 2016, is made by and between Luxottica U.S. Holdings Corp., a Delaware corporation ("Luxottica USH"), and Sunglass Hut of Florida, Inc., a Florida corporation ("SGH Florida").

RECITALS:

WHEREAS, the Boards of Directors of Luxottica USH and SGH Florida desire that SGH Florida be merged with and into Luxottica USH (the "Merger") pursuant to Sections 607.1104 of the Florida Business Corporation Act (the "FBCA") and Section 253 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions herein, do hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in this Agreement, SGH Florida shall be merged with and into Luxottica USH. Upon the effectiveness of the Merger, the separate existence of SGH Florida shall cease and Luxottica USH shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and its separate existence, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

2. At the Effective Time, all of the issued and outstanding shares of capital stock of SGH Florida immediately prior to the Effective Time shall, by virtue of the Merger and without further action by Luxottica USH, as the sole stockholder of SGH Florida, be cancelled and retired and shall cease to exist with no payment being made with respect thereto. There are no outstanding rights to acquire shares of capital stock of SGH Florida. The issued and outstanding shares of capital stock of Luxottica USH, and rights (if any) to acquire any shares of capital stock of Luxottica USH, shall remain outstanding at the Effective Time, and shall not, in any manner, be affected or impaired by the Merger.

3. The Surviving Corporation shall, pursuant to the applicable provisions of the DGCL and the FBCA, succeed to all of the rights, privileges, powers and franchises of SGH Florida, all of the properties and assets of SGH Florida, and all of the debts, choses in action and other interests due or belonging to SGH Florida, and shall be subject to, and responsible for, all of the debts, liabilities and duties of SGH Florida with the effect set forth in the FBCA, the DGCL and in this Agreement. Any claim existing or action or proceeding pending by or against either Luxottica USH or SGH Florida may be continued as if the Merger did not occur or Luxottica USH may be substituted in the proceeding for SGH Florida. Neither the rights of creditors nor any liens upon the property of either Luxottica USH or SGH Florida shall be impaired by the Merger.

4. The Certificate of Incorporation of Luxottica USH as in effect at the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

5. The By-Laws of Luxottica USH as in effect at the Effective Time shall continue in full force and effect as the By-Laws of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

6. The directors and officers of Luxottica USH immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation and shall thereafter continue in office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

7. The Surviving Corporation shall file Articles of Merger with the Florida Department of State on or before May 30, 2016, and shall file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on or before May 30, 2016.

8. The Merger shall become effective at 11:59 p.m., Eastern Standard Time, on May 31, 2016 (the "Effective Time").

9. Any time prior to the Effective Time, this Agreement may, with the consent of the parties hereto and, to the extent permitted under the DGCL and the FBCA, (i) be terminated and the Merger abandoned, or (ii) be amended.


10. Luxottica USH agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of SGH Florida, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and shall irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State of Florida to the Surviving Corporation at 12 Harbor Park Drive, Port Washington, NY 11050.

11. The Merger is intended to qualify as tax-free under Section 332 of the Internal Revenue Code of 1986, as amended.

12. This Agreement is intended to constitute a plan of liquidation with respect to the Merger for purposes of Section 332 of the Internal Revenue Code of 1986, as amended.

13. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of the date first above written.


LUXOTTICA U.S. HOLDINGS CORP.

By: _____

Name: Vito Giannola

Title: Vice President and Treasurer


By: _____

Name: Daniel Sopci

Title: Vice President, Risk Management and Compliance

SUNGLASS HUT OF FLORIDA, INC.

By: _____

Name: Trent Rentfrow

Title: Senior Vice President, North America Finance

By: _____

Name: Michael A. Boxer

Title: Executive Vice President, General Counsel &
Secretary

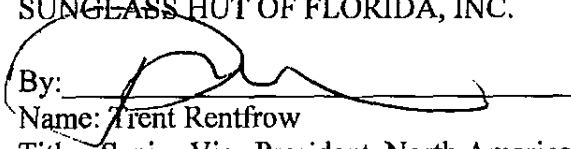
IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of the date first above written.

LUXOTTICA U.S. HOLDINGS CORP.

By: _____
Name: Vito Giannola
Title: Vice President and Treasurer

By: _____
Name: Daniel Socci
Title: Vice President, Risk Management and Compliance

SUNGLASS HUT OF FLORIDA, INC.

By:  _____
Name: Trent Rentfrow
Title: Senior Vice President, North America Finance

By: _____
Name: Michael A. Boxer
Title: Executive Vice President, General Counsel & Secretary

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of the date first above written.

LUXOTTICA U.S. HOLDINGS CORP.

By: _____

Name: Vito Giannola

Title: Vice President and Treasurer

By: _____

Name: Daniel Socci

Title: Vice President, Risk Management and Compliance

SUNGLASS HUT OF FLORIDA, INC.

By: _____

Name: Trent Rentfrow

Title: Senior Vice President, North America Finance

By:  _____

Name: Michael A. Boxer

Title: Executive Vice President, General Counsel & Secretary