

P95000049232

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800003958458--8

-04/04/01--01041--006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Empire Imports, Inc (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:06

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*merge*  
S. PAYNE

APR 5 - 2001

Examiner's Initials

\*00789, 00575, 00664, 00573, 00615

FILED  
01 APR -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 APR -4 M 10:43  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EMPIRE ACQUISITION, INC., a Florida corporation, P01000020073

INTO

**EMPIRE IMPORTS, INC.**, a Florida entity, P95000049232

File date: April 5, 2001

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 4, 2001

Filings, Inc.  
2805 Little Deal Rd.  
Tallahassee, FL 32308

SUBJECT: EMPIRE IMPORTS, INC.  
Ref. Number: P95000049232

We have received your document for EMPIRE IMPORTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation. *please see exhibit A*

The incorporator(s) cannot be amended or changed. Please correct your document accordingly. *please see exhibit A*

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature. *please see exhibit A*

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 501A00020037

RECEIVED  
01 APR -5 PM 2:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

01 APR -5 PM 3:00

**ARTICLES OF MERGER  
OF  
EMPIRE IMPORTS, INC., a Florida corporation  
AND  
EMPIRE ACQUISITION, INC., a Florida corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Empire Imports, Inc., a Florida corporation ("Empire"), and Empire Acquisition, Inc., a Florida corporation ("Merger Sub"), agree to and adopt the following Articles of Merger for the purpose of merging Merger Sub with and into Empire.

1. A Plan of Merger (the "Plan of Merger") was duly approved by the Board of Directors and sole shareholder of Merger Sub on February 26, 2001 and March 6, 2001, respectively, and by the Board of Directors and shareholders of Empire on March 2, 2001.
2. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein, as if fully set forth.
3. The Merger will become effective upon the filing of these Articles of Merger with the Secretary of State of Florida

Dated as of April 2nd, 2001.

EMPIRE IMPORTS, INC.,  
a Florida corporation

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

HENRY TORRES

Its: \_\_\_\_\_

PRESIDENT

EMPIRE ACQUISITION, INC.,  
a Florida corporation

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

ROBERT FISHBEIN

Its: \_\_\_\_\_

TREASURER

**PLAN OF MERGER**

1. Constituent Corporations: Surviving Corporations. The corporations proposing to merge are Empire Acquisition, Inc., a Florida corporation ("Merger Sub"), and Empire Imports, Inc., a Florida corporation ("Empire"). Merger Sub proposes to merge with and into Empire, with Empire being the "Surviving Corporation" (the "Merger").
  - a. Continuation of Empire. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties and assets of Empire shall continue unaffected and unimpaired by the Merger.
  - b. Termination of Existence of Merger Sub. Following the effectiveness of the Merger, the separate existence of Merger Sub shall cease, and all rights, privileges, powers, properties and assets of Merger Sub shall be vested in Empire and shall be effectively the property of Empire as they were of Merger Sub.
2. Terms and Conditions of Merger. The Merger shall be consummated only pursuant to and in accordance with this Plan of Merger between Empire and Merger Sub (the "Plan of Merger"). The Articles of Merger shall be filed in the office of the Secretary of State of Florida, and the requirements of applicable laws of the State of Florida shall be prerequisites to effectiveness of the Merger. The Merger will become effective upon the filing of the Articles of Merger and this Plan of Merger with the Secretary of State of Florida.
3. Organization of Surviving Corporation.
  - a. Articles of Incorporation. The Articles of Incorporation of Merger Sub shall be the Articles of Incorporation of the Surviving Corporation (the "Articles"), except that Article FIRST of the Articles of Merger Sub shall be amended as of the Effective Time to read in its entirety as follows: "The name of the corporation is Empire Imports, Inc." The Restated Articles of Incorporation are attached hereto as Exhibit A.
  - b. Bylaws. The Bylaws of Merger Sub shall be the Bylaws of the Surviving Corporation (the "Bylaws"), at and after the Effective Time.
  - c. Directors and Officers. The directors and officers of the Surviving Corporation, as set forth on Exhibit B hereto, shall be the directors and officers of Merger Sub immediately prior to the Effective Time. Each such director and officer shall hold such office until his successor has been elected or appointed and qualified to serve, or as otherwise provided by the Articles or Bylaws.

4. Conversion of Common Stock.

- a. Empire Common Stock. At the Effective Time, each issued and outstanding share of the common stock of Empire ("Empire Common Stock"), shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into the right to receive 102,367 shares of the common stock of Performance Food Group Company ("PFG Common Stock"). The stock transfer books of Empire thereafter shall be closed and no transfers of shares of Empire Common Stock shall be made; provided, however, that 7.14% of the shares of PFG Common Stock shall be placed in escrow for the purpose of satisfying claims by Performance Food Group Company for indemnification. In lieu of the issuance of fractional shares of PFG Common Stock, each shareholder of Empire shall be entitled to receive a cash payment (without interest) equal to the fair market value of any fraction of a share of PFG Common Stock to which such holder would be entitled.
- b. Merger Sub Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of Merger Sub common stock outstanding immediately prior thereto shall remain outstanding, and each certificate therefor shall continue to evidence one share of common stock of the Surviving Corporation.

## Exhibit A

**RESTATED ARTICLES OF INCORPORATION  
OF  
EMPIRE IMPORTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Restated Articles of Incorporation.

FIRST: The name of the corporation is: Empire Imports, Inc.

SECOND: The street address of the principal office, and, if different, the mailing address of the corporation is: 6800 Paragon Place, Suite 500, Richmond, VA 23230.

THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares of common stock, \$01 par value.

FOURTH: The street address of the registered office of the corporation is 7850 N.W. South River Drive, Medley, Florida 33166, and the name of its registered agent at such address is Henry Torres.

FIFTH: The names of addresses of the persons who are to serve as directors are:  
C. Michael Gray, 6800 Paragon Place, Suite 500, Richmond, VA 23230.  
Robert Eishbein, 6800 Paragon Place, Suite 500, Richmond, VA 23230.  
Nathan P. Duet, 6800 Paragon Place, Suite 500, Richmond, VA 23230.  
Henry Torres, 7850 N.W. South River Drive, Medley, Florida 33166.

SIXTH: To the fullest extent permitted by the Florida Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. Any repeal or modification of this Article 7 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

SEVENTH: Any other provision required by law.

## EXHIBIT B

### Directors

C. Michael Gray  
Robert Fishbein  
Nathan P. Duet  
Henry Torres

### Address

6800 Paragon Place, Suite 500, Richmond, VA 23230  
6800 Paragon Place, Suite 500, Richmond, VA 23230  
6800 Paragon Place, Suite 500, Richmond, VA 23230  
7850 N.W. South River Drive, Medley, FL 33166

### Officers

Henry Torres  
Robert Fishbein  
  
Nathan P. Duet  
  
Tim Milner  
Bob Anderson

### Titles

President  
Vice President &  
Treasurer  
Vice President &  
Secretary  
Vice President  
Vice President

### Addresses

7850 N.W. South River Drive, Medley, FL 33166  
6800 Paragon Place, Suite 500, Richmond, VA 23230  
  
6800 Paragon Place, Suite 500, Richmond, VA 23230  
  
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