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MERGER OR SHARE EXCHANGE
APPLICA CONSUMER PRODUCTS, INC.

| | |
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**STATE OF FLORIDA
ARTICLES OF MERGER**

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 are:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document/File No.</u> |
|---------------------------------|---------------------|--------------------------|
| Applica Consumer Products, Inc. | Florida | P96000028274 |

SECOND: The name and jurisdiction of the merging corporation are:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document/File No.</u> |
|------------------------|---------------------|--------------------------|
| Applica Americas, Inc. | Delaware | 2909569 |

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

FOURTH: The merger is to become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: The Agreement and Plan of Merger was adopted by the sole shareholder and Board of Directors of the surviving corporation on June 11, 2012.

FIFTH: The Agreement and Plan of Merger was adopted by the sole stockholder and Board of Directors of the merging corporation on June 11, 2012.

[Signatures contained on next page]

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IN WITNESS WHEREOF, the surviving corporation and merging corporation have caused this certificate to be signed by an authorized officer, the 12th day of June, 2012.

SURVIVING CORPORATION:

APPLICA CONSUMER PRODUCTS, INC.

By: 
Nathan Fagre, Its Vice President

MERGING CORPORATION:

APPLICA AMERICAS, INC.

By: 
Nathan Fagre, Its Vice President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of the 12th day of June, 2012, by and between APPLICA CONSUMER PRODUCTS, INC., a Florida corporation ("Applica Consumer"), and APPLICA AMERICAS, INC., a Delaware corporation ("Applica") (Applica Consumer and Applica are sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations").

WHEREAS, Applica Consumer is the sole stockholder of Applica, owning 100% of the issued and outstanding stock of Applica; and

WHEREAS, the Board of Directors and sole shareholder of Applica Consumer and the Board of Directors and sole stockholder of Applica have determined that it is advisable and in the best interests of each Constituent Corporation to merge Applica with and into Applica Consumer upon the terms and subject to the conditions herein provided (the "Merger");

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agrees as follows:

1. **Name and Place of Incorporation of Constituent Corporation and Surviving Corporation.** The names of each of the Constituent Corporations to the Merger are APPLICA CONSUMER PRODUCTS, INC., a Florida corporation, and APPLICA AMERICAS, INC., a Delaware corporation. The merging corporation is APPLICA AMERICAS, INC. The surviving corporation (the "Surviving Corporation") shall be Applica Consumer. The name of the Surviving Corporation shall be APPLICA CONSUMER PRODUCTS, INC.

2. **Terms and Conditions of Merger.** The Merger shall be effective upon the filing of articles of merger with the Florida Department of State (the "Effective Time"). At the Effective Time, the separate existence of Applica shall cease and Applica shall be merged with and into Applica Consumer, and Applica Consumer shall be the Surviving Corporation.

3. **Manner and Basis of Converting Ownership Interests.** At the Effective Time, each of the shares of capital stock of Applica that are issued and outstanding immediately before the Effective Time shall be canceled and extinguished.

4. **Service of Process.** The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Applica or any obligation the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 601 Rayovac Drive, Madison, Wisconsin 53711.

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5. Other Provisions:

5.1 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Applica Consumer in effect immediately prior to the Effective Time shall become the Certificate of Incorporation of the Surviving Corporation.

5.2 Governance. The directors and officers of Applica Consumer holding such positions immediately prior to the Effective Time shall become directors and officers of the Surviving Corporation.

5.3 By-laws. The By-laws of Applica Consumer prior to the Effective Time shall be the By-laws of the Surviving Corporation.

5.4 Compliance. This Agreement is in compliance with Section 607.1101 of the Florida Statutes and is in accordance with the General Corporation Law of the State of Delaware.

5.5 Authorization. This Agreement was duly adopted by the unanimous written consent of even date herewith of the Board of Directors and sole shareholder of Applica Consumer and by the unanimous written consent of even date herewith of the Board of Directors and sole stockholder of Applica.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first written above.

APPLICA CONSUMER PRODUCTS, INC.

By: 

Nathan Fagre, Its Vice President

APPLICA AMERICAS, INC.

By: 

Nathan Fagre, Its Vice President

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