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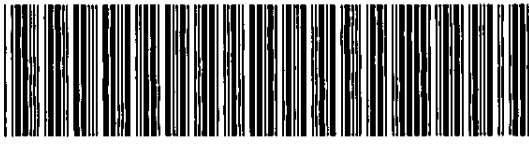
(Business Entity Name)

(Document Number)

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SEP 26 2013

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DEPARTMENT OF STATE  
13 SEP 25 PM 4: 27

FILED  
13 SEP 25 AM 11: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 822016 4321551  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : September 25, 2013  
ORDER TIME : 3:35 PM  
ORDER NO. : 822016-010  
CUSTOMER NO: 4321551

*Please file and*

ARTICLES OF MERGER

GILDAN ACTIVEWEAR  
(US HOLDINGS) INC.

INTO

GILDAN YARN HOLDINGS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

**ARTICLES OF MERGER**

SEP 25 AM 11:34

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST:** The name of the surviving corporation is GILDAN YARN HOLDINGS INC., a corporation organized under the laws of Delaware.
- SECOND:** The name of the merging corporation is GILDAN ACTIVEWEAR (US HOLDINGS) INC., a corporation organized under the laws of Florida.
- THIRD:** Attached is a copy of the Agreement and Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
- FOURTH:** These articles will be effective at 12:10 a.m. on September 29, 2013.
- FIFTH:** The Agreement and Plan of Merger was adopted by the directors and shareholders of the surviving corporation on September 20, 2013.
- SIXTH:** The Agreement and Plan of Merger was adopted by the directors and shareholders of the merging corporation on September 20, 2013.

*[Signature Page to Follow]*

This is the 25<sup>th</sup> day of September, 2013.

**GILDAN YARN HOLDINGS INC.**

By: Chuck J. Ward  
Name: Chuck J. Ward  
Title: President

**GILDAN ACTIVEWEAR (US HOLDINGS) INC.**

By: Chuck J. Ward  
Name: Chuck J. Ward  
Title: President

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is by and between Gildan Yarn Holdings Inc., a Delaware corporation ("Gildan Yarn Holdings"), and Gildan Activewear (US Holdings) Inc., a Florida corporation ("US Holdings"). Gildan Yarn Holdings and US Holdings hereby agree as follows:

1. US Holdings shall, pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), be merged with and into Gildan Yarn Holdings, with Gildan Yarn Holdings being the surviving corporation at the effective time and date of the merger. Gildan Yarn Holdings shall continue to exist as the surviving corporation under its present name. The separate existence of US Holdings shall cease at the effective time and date of the merger in accordance with the provisions of the DGCL and the FBCA.

2. The certificate of incorporation of Gildan Yarn Holdings as in force and effect immediately prior to the effective time and date of the merger in the State of Delaware shall be the certificate of incorporation of the surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Delaware.

3. The bylaws of Gildan Yarn Holdings as in force and effect immediately prior to the effective time and date of the merger shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers of Gildan Yarn Holdings in office immediately prior to the effective time and date of the merger shall be the members of the Board of Directors and the 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 bylaws of the surviving corporation.

5. The issued shares of US Holdings immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted in any manner, but each such share which is issued immediately prior to the effective time and date of the merger shall be cancelled. The issued shares of Gildan Yarn Holdings shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. This Plan of Merger herein made has been duly approved in the manner required under the laws of the States of Delaware and Florida.

7. The Board of Directors and the proper officers of Gildan Yarn Holdings and the Board of Directors and the proper officers of US Holdings, 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 of Merger or of the merger provided for herein.

8. The Board of Directors of Gildan Yarn Holdings or the Board of Directors of US Holdings may terminate this Plan of Merger at any time before articles of merger are filed with the Secretary of State of Florida and a certificate of merger is filed with the Secretary of State of Delaware.

9. The merger provided for in this Plan of Merger shall be effective at 12:10 a.m. on September 29, 2013.

*[Signature Page to Follow]*

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger to be effective as of 12:10a.m. on September 29, 2013.

**MERGING CORPORATION:**

Gildan Activewear (US Holdings) Inc.  
a Florida corporation

By: Chuck J. Ward  
Name: Chuck J. Ward  
Title: President

**SURVIVING CORPORATION:**

Gildan Yarn Holdings Inc.  
a Delaware corporation

By: Chuck J. Ward  
Name: Chuck J. Ward  
Title: President