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8-27-16

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CILEWIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 240150 4720431
AUTHORIZATION : *Spuddean*
COST LIMIT : \$ 135.00

ORDER DATE : August 2, 2016
ORDER TIME : 12:39 PM
ORDER NO. : 240150-125
CUSTOMER NO: 4720431

ARTICLES OF MERGER

LANE BRYANT OUTLET #4122/PETIT
SOPHISTICATE OUTLET, LLC
LANE BRYANT OUTLET #4192, LLC

INTO

LANE BRYANT #6243, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

**Articles of Merger
For
Florida Limited Liability Company**

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The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

EFFECTIVE DATE

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lane Bryant Outlet #4122/Petite		
Sophisticate Outlet, LLC	Florida	LLC - L06000105760
Lane Bryant Outlet #4192, LLC	Wisconsin	LLC
Lane Bryant Outlet #4193, LLC	Virginia	LLC

See Exhibit A for additional entity

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lane Bryant #6243, Inc.	Florida	Corporation - P99000008196

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

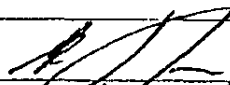
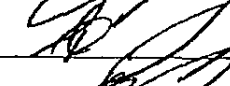
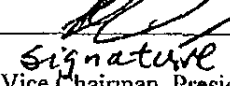
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

August 27, 2016

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Lane Bryant Outlet #4122/Petite Sophisticate Outlet, LLC		Colin D. Stern, Manager
Lane Bryant Outlet #4192, LLC		Colin D. Stern, Manager
Lane Bryant Outlet #4193, LLC		Colin D. Stern, Manager

See Exhibit A for additional signature

Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships: Signature of a general partner or authorized person

Florida Limited Partnerships: Signatures of all general partners

Non-Florida Limited Partnerships: Signature of a general partner

Limited Liability Companies: Signature of an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

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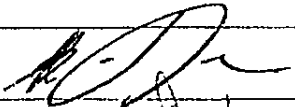
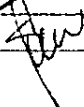
EXHIBIT A

**CERTIFICATE OF MERGER
For
Florida Limited Liability Company**

First: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Lane Bryant Outlet #4342, LLC	Nebraska	LLC

Seventh: SIGNATURES FOR EACH CORPORATION – Continued

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Lane Bryant Outlet #4342, LLC		Colin D. Stern, Manager
Lane Bryant #6243, Inc.		Kirk R. Simme, SVP

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER dated as of August 2, 2016,
by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on August 27, 2016.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled for no consideration. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, 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 that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.

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8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

SEE EXHIBIT "A" ATTACHED HERETO

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

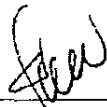
Corporation	Jurisdiction
Lane Bryant #6243, Inc.	Florida

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

For and on behalf of each of the entities listed on Exhibit "A" attached hereto.

By: 
Name: Colin D. Stern
Title: Manager

Lane Bryant #6243, Inc.

By: 
Name: Kirk R. Simme
Title: Senior Vice President

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Exhibit "A"

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Constituent Entities	Jurisdiction	Store No. (Internal)
Lane Bryant Outlet #4122/Petite Sophisticate Outlet, LLC	FL	4122
Lane Bryant Outlet #4192, LLC	WI	4192
Lane Bryant Outlet #4193, LLC	VA	4193
Lane Bryant Outlet #4342, LLC	NE	4342