

1/16/2014

Division of Corporations

Florida Department of State
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MERGER OR SHARE EXCHANGE**Beall's Department Stores, Inc.**

Certificate of Status	0
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Merger

JAN 17 2014

T. LEMIEUX

ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Beall's Department Stores, Inc.</u>	<u>Florida</u>	<u>S70570</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Beall's Coastal Home, Inc.</u>	<u>Florida</u>	<u>P0300084472</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
1/9/14 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
1/9/14 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Beall's Department

Stores, Inc.

~~Stephen M. Knopik~~

CEO

Beall's Coastal Home, Inc.

Stephen M. Knopik

CEO

PLAN OF MERGER

THIS PLAN OF MERGER dated as of January 9, 2014, is made and entered into between **BEALL'S DEPARTMENT STORES, INC.**, a Florida corporation, hereinafter called the surviving corporation, and **BEALL'S COASTAL HOME, INC.**, a Florida corporation, hereinafter called the absorbed corporation.

RECITALS:

A. BEALL'S DEPARTMENT STORES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, FL 34208, and is the parent corporation of BEALL'S COASTAL HOME, INC.

B. BEALL'S COASTAL HOME, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, FL 34208 and is a wholly owned subsidiary of the surviving corporation.

C. The Board of Directors of the surviving corporation and the absorbed corporation deem it desirable and in the best business interests of the corporations and their shareholders that BEALL'S COASTAL HOME, INC. be merged into BEALL'S DEPARTMENT STORES, INC. pursuant to the provisions of Sections 607.1104, et seq. of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. BEALL'S COASTAL HOME, INC. shall merge with and into BEALL'S DEPARTMENT STORES, INC., which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. Since the surviving corporation is the sole shareholder of the absorbed corporation, the absorbed corporation's stock shall not be converted into stock of the surviving corporation.

b. Upon the effective date, by virtue of this Plan of Merger and the Articles of Merger, and without any action on the part of the holder thereof, each share of common stock of Beall's Coastal Home, Inc. outstanding immediately prior thereto shall be canceled, retired and cease to be outstanding.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

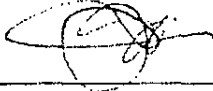
5. CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be on the date the Articles of Merger are filed with the Florida Department of State.

7. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors on the date first above written.

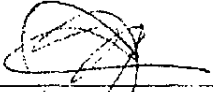
BEALL'S DEPARTMENT STORES, INC., a
Florida corporation

By: 

Stephen M. Knopik

Its: CEO

BEALL'S COASTAL HOME, INC., a Florida
corporation

By: 

Stephen M. Knopik

Its: CEO