

, State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"BURDINE'S MAIN STORE REAL ESTATE, INC.", A DELAWARE
CORPORATION,

"BURDINE'S REAL ESTATE II, INC.", A DELAWARE CORPORATION,

"BURDINE'S REAL ESTATE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BURDINES, INC." UNDER THE NAME OF "BURDINES,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE
THIRTIETH DAY OF MARCH, A.D. 1998, AT 10:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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AGREEMENT OF MERGER

This Agreement of Merger, to be effective as of March 31, 1998 (the "Agreement"), is made and entered into by and between Burdines, Inc., an Ohio corporation ("Burdines"), and Burdine's Main Store Real Estate, Inc. ("Main Store Real Estate"), Burdine's Real Estate II, Inc. ("Real Estate II") and Burdine's Real Estate, Inc. ("Burdine's Real Estate"), each a Delaware corporation (collectively the "Real Estate Entities").

RECITALS

A. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdines in accordance with Section 1701 of the Ohio General Corporation Law (the "OGCL").

B. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Main Store Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

C. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Real Estate II in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

D. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdine's Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto hereby agree as follows:

I. The Merger

1.1. **Merger.** At the Effective Time (as defined below), the Real Estate Entities will be merged with and into Burdines (the "Merger") and the separate corporate existence of the Real Estate Entities will thereupon cease in accordance with the applicable provisions of the OGCL and the DGCL.

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1.2. Effective Time. On or as promptly as practicable after the date hereof, Burdines and the Real Estate Entities (the "Constituent Corporations") will cause a Certificate of Merger to be filed with the Secretary of State of the State of Ohio and the Secretary of State of the State of Delaware, as provided in the applicable provisions of the OGCL and DGCL, respectively. The merger will become effective for all purposes of the laws of each such State at the time of such filing with the Secretary of State thereof (the "Effective Time").

II. Effects of the Merger

2.1 Effects of Merger. Burdines will be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger will have the effects specified in the OGCL.

2.2. Articles of Incorporation of the Surviving Corporation. From and after the Effective Time and until amended in accordance with their terms and the OGCL, the Articles of Incorporation of Burdines in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Corporation.

2.3 Regulations of the Surviving Corporation. The Regulations of Burdines in effect immediately prior to the Effective Time will be the governing Regulations of the Surviving Corporation from and after the Effective Time and until amended in accordance with their terms and the OGCL.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of Burdines immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Articles of Incorporation and Regulations of the Surviving Corporation and the OGCL.

2.5 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Burdines and the Real Estate Entities, or any holders of the common stock, par value \$0.01 per share, of Burdines (the "Burdines Common Stock"), the common stock, par value \$0.01 per share, of Main Store Real Estate (the "Main Store Real Estate Common Stock"), the common stock, par value \$0.01 per share, of Real Estate II (the "Real Estate II Common Stock") or the common stock, par value \$0.01 per share, or Rich's Real Estate (the "Rich's Real Estate Common Stock"), the following will occur:

(a) Each then issued and outstanding share of Burdines Common Stock immediately prior to the Merger will continue unchanged as an issued and outstanding share of common stock of the Surviving Corporation; and

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(b) Each then issued and outstanding share of Main Store Real Estate Common Stock and each share of Main Store Real Estate Common Stock then held in Main Store Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(c) Each then issued and outstanding share of Real Estate II Common Stock and each share of Real Estate II Common Stock then held in Real Estate II's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(d) Each then issued and outstanding share of Rich's Real Estate Common Stock and each share of Rich's Real Estate Common Stock then held in Rich's Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

III. Miscellaneous

3.1 Further Assurances. If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its right, title, or interest in, to, or under any of the rights, properties, or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the purposes of this Agreement, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of each of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of each of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in to, and under such rights, properties, or assets in the Surviving Corporation or otherwise to carry out the purposes of this Agreement.

3.2 Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements among the parties with respect to such matters.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed to be an original but all of which together will constitute one and the same agreement.

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3.4 That Burdines, Inc., survives the merger and may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 252 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 7 West Seventh Street, Cincinnati, OH 45202 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

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IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the 21st day of March, 1998.

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ATTEST:

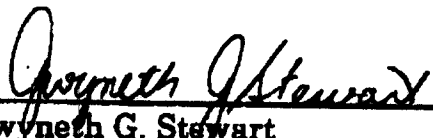

Klaus M. Ziermaier
Assistant Secretary

BURDINES, INC.

By: 

Dennis J. Broderick
Vice President

ATTEST:



Gwyneth G. Stewart
Assistant Secretary

BURDINE'S MAIN STORE REAL ESTATE, INC.

By: 

John R. Sims
Vice President

ATTEST:



Gwyneth G. Stewart
Assistant Secretary

BURDINE'S REAL ESTATE II, INC.

By: 

John R. Sims
Vice President

ATTEST:


Gwyneth G. Stewart
Assistant Secretary

BURDINE'S REAL ESTATE, INC.

By: 

John R. Sims
Vice President

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BURDINES, INC.

Written Action of
Directors Without a Meeting

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being all the duly elected Directors of Burdines, Inc., an Ohio corporation (the "Corporation"), hereby adopt by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Directors of the Corporation:

RESOLVED, that the Agreement of Merger (the "Merger Agreement"), by and among the Corporation and Burdine's Main Stores Real Estate, Inc., Burdine's Real Estate II, Inc. and Burdine's Real Estate, Inc. ("the Real Estate Entities"), in the form attached hereto as Exhibit 1, providing for the merger of the Real Estate Entities with and into the Corporation (the "Merger"), with the Corporation being the surviving company following the merger, in accordance with Section 1701 of the Ohio General Corporation Law ("OGCL"), be and hereby is approved and adopted;

RESOLVED FURTHER, that the President or any Vice President of the Corporation (collectively, the "Authorized Officers") be and each of them hereby is authorized and directed to execute and deliver on behalf of the Corporation the Merger Agreement and to submit the Merger Agreement to the sole stockholder of the Corporation for adoption and, if adopted by the sole stockholder, to cause the Merger Agreement or a Certificate of Merger satisfying the requirements of Section 1701 of the OGCL to be filed with the Secretary of State of the State of Ohio, to cause all other filings or recordings required by the OGCL in connection with the Merger to be made, and otherwise to carry out the provisions of the Merger Agreement and effect the transactions contemplated thereby;

RESOLVED FURTHER, that the Authorized Officers and all other officers of the Corporation be and each of them hereby is authorized to take or cause to be taken all such actions, and to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such other instruments and documents and to pay all such fees and expenses, as any of them deem necessary, appropriate or advisable in order to carry out fully the foregoing resolution and the intent and purposes thereof and

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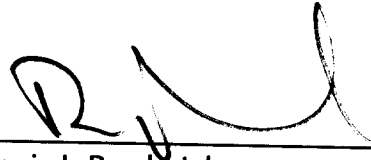
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RESOLVED FURTHER, that all acts and things heretofore done by any
of such officers or by any employees or agents of the Corporation that are
within contemplation of the foregoing resolutions be and hereby are in all
respects ratified, adopted and approved.

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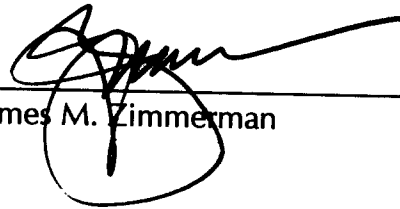
IN WITNESS WHEREOF, the undersigned have executed this consent as of
this 31st day of March, 1998.



Dennis J. Broderick



John R. Sims



James M. Zimmerman

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The State of Ohio

Bob Taft

Secretary of State

811123

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER MIS AGA

of:

BURDINES, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6231 at Frame 0604 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 3RD day of MARCH, 1922.



Bob Taft
Bob Taft
Secretary of State

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Approved 3/22/22

Date 3-30-98

Fee \$50.00

EFF DATE 3-31-99

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Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Burdines, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger (complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

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- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (if insufficient space to cover this item, please attach a separate sheet listing the merging entities; this registered or foreign qualified limited partnerships must include registration number)

Name	State/ Country of Organization	Type of Entity
Burdine's Main Store Real Estate, Inc.	Delaware	Corporation
Burdine's Real Estate II, Inc.	Delaware	Corporation
Burdina's Real Estate, INC.	Delaware	Corporation
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Burdines, Inc.</u>	<u>7 West Seventh Street</u> (street and number) <u>Cincinnati, Ohio 45202</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On 3/31/98 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the merger will be effective on the date of the merger).

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V. Merger Authorized

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The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>CT Corporation System</u>	<u>441 Vince Street</u>
	<small>(complete street address)</small>
	<u>Cincinnati, Ohio 45202</u>
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

~~The articles of incorporation, articles of organization or certificate of limited liability partnership (strike the inapplicable term) of the surviving domestic entity herein, are attached to or incorporated in the attached Exhibit A.~~

(Please note that any amendments to the articles of incorporation, articles of organization or to a certificate of limited liability partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company or limited partnership.)

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

BURDINES, INC.
exact name of entity

By: [Signature]
Its: Dennis J. Broderick
Vice President
Date: 3/31/98

exact name of entity

By: _____

Its: _____

Date: _____

BURDINE'S MAIN STORE REAL ESTATE, INC.
exact name of entity

By: [Signature]
Its: John R. Sims
Vice President and Secretary
Date: 3/31/98

exact name of entity

By: _____

Its: _____

Date: _____

BURDINE'S REAL ESTATE II, INC.
exact name of entity

By: [Signature]
Its: John R. Sims
Vice President and Secretary
Date: 3/31/98

exact name of entity

By: _____

Its: _____

Date: _____

BURDINE'S REAL ESTATE, INC.
exact name of entity

By: [Signature]
Its: John R. Sims
Vice President and Secretary
Date: 3/31/98

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

When two or more persons are authorized to sign on behalf of an entity, all must sign on each document. If a secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited liability company, a separate sheet should be attached containing each signature.

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BURDINES, INC.

**Written Action of Sole
Shareholder Without a Meeting**

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being the sole shareholder of Burdines, Inc., an Ohio corporation (the "Corporation"), hereby adopts by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the shareholders of the Corporation:

WHEREAS, the Board of Directors of the Corporation has approved the Agreement of Merger, effective as of March 31, 1998 (the "Merger Agreement"), among the Corporation and Burdine's Main Stores Real Estate, Inc., Burdine's Real Estate II, Inc. and Burdine's Real Estate, Inc. ("the Real Estate Entities"), providing, among other things, for the merger of the Real Estate Entities with and into the Corporation (the "Merger"), with the Corporation being the surviving company following the merger, and has recommended that the Merger Agreement be approved by the sole shareholder of the Corporation; and

WHEREAS, pursuant to applicable provisions of the Ohio General Corporation Law ("OGCL"), the Merger requires that approval of the shareholders entitled to vote on the Merger and the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the terms and conditions thereof, as reflected in the Merger Agreement, be and hereby are approved and adopted.

Dated as of March 31st, 1998.

FEDERATED RETAIL
HOLDINGS, INC.

By:


John R. Sims

Vice President and Secretary

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AGREEMENT OF MERGER

This Agreement of Merger, to be effective as of March 31, 1998 (the "Agreement"), is made and entered into by and between Burdines, Inc., an Ohio corporation ("Burdines"), and Burdine's Main Store Real Estate, Inc. ("Main Store Real Estate"), Burdine's Real Estate II, Inc. ("Real Estate II") and Burdine's Real Estate, Inc. ("Burdine's Real Estate"), each a Delaware corporation (collectively the "Real Estate Entities").

RECITALS

A. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdines in accordance with Section 1701 of the Ohio General Corporation Law (the "OGCL").

B. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Main Store Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

C. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Real Estate II in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

D. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdine's Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto hereby agree as follows:

I. The Merger

1.1. Merger. At the Effective Time (as defined below), the Real Estate Entities will be merged with and into Burdines (the "Merger") and the separate corporate existence of the Real Estate Entities will upon cease in accordance with the applicable provision of the OGCL and the DGCL.

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1.2. Effective Time. On or as promptly as practicable after the date hereof, Burdines and the Real Estate Entities (the "Constituent Corporations") will cause a Certificate of Merger to be filed with the Secretary of State of the State of Ohio and the Secretary of State of the State of Delaware, as provided in the applicable provisions of the OGCL and DGCL, respectively. The merger will become effective for all purposes of the laws of each such State at the time of such filing with the Secretary of State thereof (the "Effective Time").

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II. Effects of the Merger

2.1 Effects of Merger. Burdines will be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger will have the effects specified in the OGCL.

2.2 Articles of Incorporation of the Surviving Corporation. From and after the Effective Time and until amended in accordance with their terms and the OGCL, the Articles of Incorporation of Burdines in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Corporation.

2.3 Regulations of the Surviving Corporation. The Regulations of Burdines in effect immediately prior to the Effective Time will be the governing Regulations of the Surviving Corporation from and after the Effective Time and until amended in accordance with their terms and the OGCL.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of Burdines immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Articles of Incorporation and Regulations of the Surviving Corporation and the OGCL.

2.5 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Burdines and the Real Estate Entities, or any holders of the common stock, par value \$0.01 per share, of Burdines (the "Burdines Common Stock"), the common stock, par value \$0.01 per share, of Main Store Real Estate (the "Main Store Real Estate Common Stock"), the common stock, par value \$0.01 per share, of Real Estate II (the "Real Estate II Common Stock") or the common stock, par value \$0.01 per share, of Rich's Real Estate (the "Rich's Real Estate Common Stock"), the following will occur:

(a) Each then issued and outstanding share of Burdines Common Stock immediately prior to the Merger will continue unchanged as an issued and outstanding share of common stock of the Surviving Corporation; and

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(b) Each then issued and outstanding share of Main Store Real Estate Common Stock and each share of Main Store Real Estate Common Stock then held in Main Store Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(c) Each then issued and outstanding share of Real Estate II Common Stock and each share of Real Estate II Common Stock then held in Real Estate II's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(d) Each then issued and outstanding share of Rich's Real Estate Common Stock and each share of Rich's Real Estate Common Stock then held in Rich's Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

III. Miscellaneous

3.1 Further Assurances. If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its right, title, or interest in, to, or under any of the rights, properties, or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the purposes of this Agreement, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of each of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of each of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in to, and under such rights, properties, or assets in the Surviving Corporation or otherwise to carry out the purposes of this Agreement.

3.2 Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements among the parties with respect to such matters.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, which when taken together will constitute one agreement.

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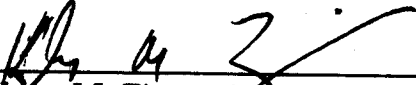
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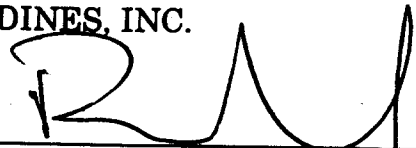
IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the 31st day of March, 1998.

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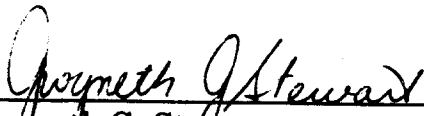
ATTEST:


Klaus M. Ziermaier
Assistant Secretary


BURDINES, INC.

By: 
Dennis J. Broderick
Vice President

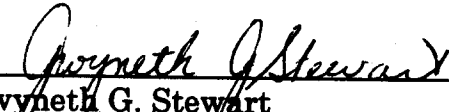
ATTEST:


Gwyneth G. Stewart
Assistant Secretary


BURDINE'S MAIN STORE REAL ESTATE, INC.

By: 
John R. Sims
Vice President

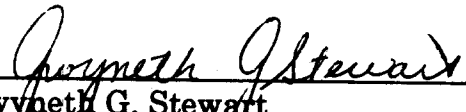
ATTEST:


Gwyneth G. Stewart
Assistant Secretary

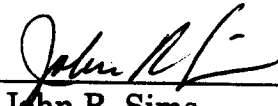
BURDINE'S REAL ESTATE II, INC.

By: 
John R. Sims
Vice President

ATTEST:


Gwyneth G. Stewart
Assistant Secretary

BURDINE'S REAL ESTATE, INC.

By: 
John R. Sims
Vice President

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Approved _____

Date _____

Fee _____

Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Burdines, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger (complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

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V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>CT Corporation System</u>	<u>441 Vince Street</u>
	<small>(complete street address)</small>
	<u>Cincinnati, Ohio 45202</u>
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

~~The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable term) of the surviving domestic entity, are attached as set forth in the attached _____.~~

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership are attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

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IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

(city, village or township)

, Ohio

(zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

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2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____
- b. The limited partnership was formed on _____
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____
- d. The limited partnership's principal office address is _____
- e. The names and business or residence addresses of the **GENERAL** partners of the partnership are as follows:
- | Name | Address |
|-------|---------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
- (If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)
- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is: _____

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

BURDINES, INC.
exact name of entity

By: [Signature]
Its: Dennis J. Broderick
Vice President
Date: 3/31/98

exact name of entity

By:
Its:

Date:

BURDINE'S MAIN STORE REAL ESTATE, INC.
exact name of entity

By: [Signature]
Its: John R. Sims
Vice President and Secretary
Date: 3/31/98

exact name of entity

By:
Its:

Date:

BURDINE'S REAL ESTATE II, INC.
exact name of entity

By: [Signature]
Its: John R. Sims
Vice President and Secretary
Date: 3/31/98

exact name of entity

By:
Its:

Date:

BURDINE'S REAL ESTATE, INC.
exact name of entity

By: [Signature]
Its: John R. Sims
Vice President and Secretary
Date: 3/31/98

exact name of entity

By:
Its:

Date:

exact name of entity

By:
Its:

Date:

exact name of entity

By:
Its:

Date:

(Please note that the officers of the constituent entities must sign on behalf of each constituent corporation, and as agent for the merger. If the constituent corporations are not corporations, the officers must sign on behalf of each constituent entity, and as agent for the merger. If the constituent entities are not entities, the officers must sign on behalf of each constituent individual, and as agent for the merger.)

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OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/01/98

CHARTER NUMBER: 811123
ROLL AND FRAME: 06231-0602
DRC

CORPORATION:
BURDINES, INC.

DOCUMENT NUMBER	CODE	FEE
98033103001	MER	50.00
98033103001	MIS	10.00
	AGA	NO FEE

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107350

RETURN TO: C T CORPORATION SYSTEM
ATTN T ROBERSON
17 S HIGH ST
COLUMBUS OH 43215

TOTAL : 60.00
0456

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BURDINE'S REAL ESTATE II, INC.

**Written Action of Sole
Shareholder Without a Meeting**

Pursuant to Section 228 of the Delaware General Corporation Law ("DGCL"), the undersigned, being the sole shareholder of Burdine's Real Estate II, Inc., a Delaware corporation (the "Corporation"), hereby adopts by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the shareholders of the Corporation:

WHEREAS, the Board of Directors of the Corporation has approved the Agreement of Merger, effective as of March 31, 1998 (the "Merger Agreement"), among the Corporation, Burdine's Main Store Real Estate, Inc. and Burdine's Real Estate, Inc. (collectively "the Real Estate Entities") and Burdines, Inc. ("Burdines"), providing, among other things, for the merger of the Real Estate Entities with and into Burdines (the "Merger"), with Burdines being the surviving company following the merger, and has recommended that the Merger Agreement be approved by the sole shareholder of the Corporation; and

WHEREAS, pursuant to applicable provisions of the DGCL, the Merger requires that approval of the shareholders entitled to vote on the Merger and the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the terms and conditions thereof, as reflected in the Merger Agreement, be and hereby are approved and adopted.

Dated as of March 31st, 1998.

FEDERATED REAL
ESTATE, INC.

By: 

John R. Sims

Vice President and Secretary

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BURDINE'S REAL ESTATE II, INC.

**Written Action of
Directors Without a Meeting**

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all the duly elected Directors of Burdine's Real Estate II, Inc., a Delaware corporation (the "Corporation"), hereby adopt by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Directors of the Corporation:

RESOLVED, that the Agreement of Merger (the "Merger Agreement"), by and among the Corporation, Burdine's Main Store Real Estate, Inc. and Burdine's Real Estate, Inc. (collectively "the Real Estate Entities") and Burdines, Inc. ("Burdines"), in the form attached hereto as Exhibit 1, providing for the merger of the Real Estate Entities with and into Burdines (the "Merger"), with Burdines being the surviving company following the merger, in accordance with Section 251 of the Delaware General Corporation Law ("DGCL"), be and hereby is approved and adopted;

RESOLVED FURTHER, that the President or any Vice President of the Corporation (collectively, the "Authorized Officers") be and each of them hereby is authorized and directed to execute and deliver on behalf of the Corporation the Merger Agreement and to submit the Merger Agreement to the sole stockholder of the Corporation for adoption and, if adopted by the sole stockholder, to cause the Merger Agreement or a Certificate of Merger satisfying the requirements of Section 251 of the DGCL to be filed with the Secretary of State of the State of Delaware, to cause all other filings or recordings required by the DGCL in connection with the Merger to be made, and otherwise to carry out the provisions of the Merger Agreement and effect the transactions contemplated thereby;

RESOLVED FURTHER, that the Authorized Officers and all other officers of the Corporation be and each of them hereby is authorized to take or cause to be taken all such actions, to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such other instruments and documents, and to pay all such fees and expenses, as any of them deem necessary, appropriate, or advisable in order to carry out fully the foregoing resolutions and the intent and purposes thereof; and

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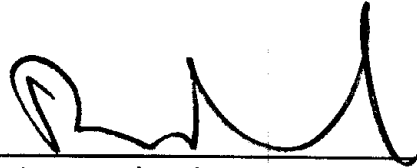
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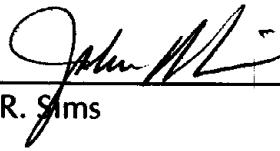
RESOLVED FURTHER, that all acts and things heretofore done by any
of such officers or by any employees or agents of the Corporation that are
within contemplation of the foregoing resolutions be and hereby are in all
respects ratified, adopted and approved.

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IN WITNESS WHEREOF, the undersigned have executed this consent as of
this 31st day of March, 1998.



Dennis J. Broderick



John R. Sims

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AGREEMENT OF MERGER

This Agreement of Merger, to be effective as of March 31, 1998 (the "Agreement"), is made and entered into by and between Burdines, Inc., an Ohio corporation ("Burdines"), and Burdine's Main Store Real Estate, Inc. ("Main Store Real Estate"), Burdine's Real Estate II, Inc. ("Real Estate II") and Burdine's Real Estate, Inc. ("Burdine's Real Estate"), each a Delaware corporation (collectively the "Real Estate Entities").

RECITALS

A. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdines in accordance with Section 1701 of the Ohio General Corporation Law (the "OGCL").

B. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Main Store Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

C. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Real Estate II in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

D. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdine's Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto hereby agree as follows:

I. The Merger

1.1. **Merger.** At the Effective Time (as defined below), the Real Estate Entities will be merged with and into Burdines (the "Merger") and the separate corporate existence of the Real Estate Entities will thereupon cease in accordance with the applicable provisions of the OGCL and the DGCL.

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1.2. Effective Time. On or as promptly as practicable after the date hereof, Burdines and the Real Estate Entities (the "Constituent Corporations") will cause a Certificate of Merger to be filed with the Secretary of State of the State of Ohio and the Secretary of State of the State of Delaware, as provided in the applicable provisions of the OGCL and DGCL, respectively. The merger will become effective for all purposes of the laws of each such State at the time of such filing with the Secretary of State thereof (the "Effective Time").

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II. Effects of the Merger

2.1 Effects of Merger. Burdines will be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger will have the effects specified in the OGCL.

2.2. Articles of Incorporation of the Surviving Corporation. From and after the Effective Time and until amended in accordance with their terms and the OGCL, the Articles of Incorporation of Burdines in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Corporation.

2.3 Regulations of the Surviving Corporation. The Regulations of Burdines in effect immediately prior to the Effective Time will be the governing Regulations of the Surviving Corporation from and after the Effective Time and until amended in accordance with their terms and the OGCL.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of Burdines immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Articles of Incorporation and Regulations of the Surviving Corporation and the OGCL.

2.5 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Burdines and the Real Estate Entities, or any holders of the common stock, par value \$0.01 per share, of Burdines (the "Burdines Common Stock"), the common stock, par value \$0.01 per share, of Main Store Real Estate (the "Main Store Real Estate Common Stock"), the common stock, par value \$0.01 per share, of Real Estate II (the "Real Estate II Common Stock") or the common stock, par value \$0.01 per share, or Rich's Real Estate (the "Rich's Real Estate Common Stock"), the following will occur:

(a) Each then issued and outstanding share of Burdines Common Stock immediately prior to the Merger will continue unchanged as an issued and outstanding share of common stock of the Surviving Corporation; and

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(b) Each then issued and outstanding share of Main Store Real Estate Common Stock and each share of Main Store Real Estate Common Stock then held in Main Store Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(c) Each then issued and outstanding share of Real Estate II Common Stock and each share of Real Estate II Common Stock then held in Real Estate II's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(d) Each then issued and outstanding share of Rich's Real Estate Common Stock and each share of Rich's Real Estate Common Stock then held in Rich's Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

III. Miscellaneous

3.1 Further Assurances. If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its right, title, or interest in, to, or under any of the rights, properties, or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the purposes of this Agreement, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of each of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of each of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in to, and under such rights, properties, or assets in the Surviving Corporation or otherwise to carry out the purposes of this Agreement.

3.2 Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements among the parties with respect to such matters.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, which when taken together will constitute one and the same agreement.

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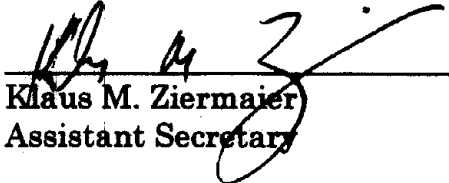
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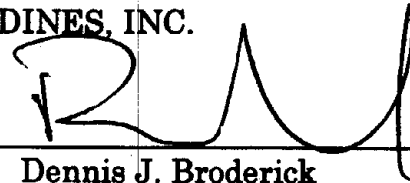
IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the 31st day of March, 1998.

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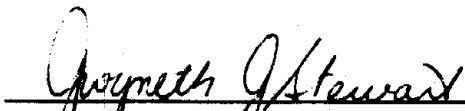
ATTEST:


Klaus M. Ziermaier
Assistant Secretary

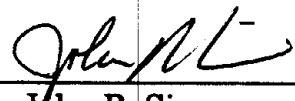
BURDINES, INC.

By: 
Dennis J. Broderick
Vice President


ATTEST:


Gwyneth G. Stewart
Assistant Secretary

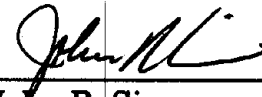
BURDINE'S MAIN STORE REAL ESTATE, INC.

By: 
John R. Sims
Vice President

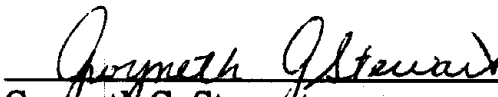
ATTEST:


Gwyneth G. Stewart
Assistant Secretary

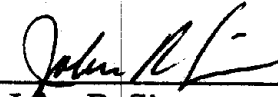
BURDINE'S REAL ESTATE II, INC.

By: 
John R. Sims
Vice President

ATTEST:


Gwyneth G. Stewart
Assistant Secretary

BURDINE'S REAL ESTATE, INC.

By: 
John R. Sims
Vice President

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BURDINE'S MAIN STORE REAL ESTATE, INC.

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**Written Action of Sole
Shareholder Without a Meeting**

Pursuant to Section 228 of the Delaware General Corporation Law ("DGCL"), the undersigned, being the sole shareholder of Burdine's Main Store Real Estate, Inc., a Delaware corporation (the "Corporation"), hereby adopts by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the shareholders of the Corporation:

WHEREAS, the Board of Directors of the Corporation has approved the Agreement of Merger, effective as of March 31, 1998 (the "Merger Agreement"), among the Corporation, Burdine's Real Estate II, Inc. and Burdine's Real Estate, Inc. (collectively "the Real Estate Entities") and Burdines, Inc. ("Burdines"), providing, among other things, for the merger of the Real Estate Entities with and into Burdines (the "Merger"), with Burdines being the surviving company following the merger, and has recommended that the Merger Agreement be approved by the sole shareholder of the Corporation; and

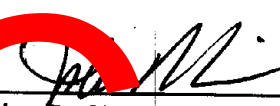
WHEREAS, pursuant to applicable provisions of the DGCL, the Merger requires that approval of the shareholders entitled to vote on the Merger and the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the terms and conditions thereof, as reflected in the Merger Agreement, be and hereby are approved and adopted.

Dated as of March 31st, 1998.

FEDERATED REAL
ESTATE, INC.

By:


John R. Sims
Vice President and Secretary

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BURDINE'S MAIN STORE REAL ESTATE, INC.

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Written Action of
Directors Without a Meeting

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all the duly elected Directors of Burdine's Main Store Real Estate, Inc., a Delaware corporation (the "Corporation"), hereby adopt by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Directors of the Corporation:

RESOLVED, that the Agreement of Merger (the "Merger Agreement"), by and among the Corporation, Burdine's Real Estate II, Inc. and Burdine's Real Estate, Inc. (collectively "the Real Estate Entities") and Burdines, Inc. ("Burdines"), in the form attached hereto as Exhibit 1, providing for the merger of the Real Estate Entities with and into Burdines (the "Merger"), with Burdines being the surviving company following the merger, in accordance with Section 251 of the Delaware General Corporation Law ("DGCL"), be and hereby is approved and adopted;

RESOLVED FURTHER, that the President or any Vice President of the Corporation (collectively, the "Authorized Officers") be and each of them hereby is authorized and directed to execute and deliver on behalf of the Corporation the Merger Agreement and to submit the Merger Agreement to the sole stockholder of the Corporation for adoption and, if adopted by the sole stockholder, to cause the Merger Agreement or a Certificate of Merger satisfying the requirements of Section 251 of the DGCL to be filed with the Secretary of State of the State of Delaware, to cause all other filings or recordings required by the DGCL in connection with the Merger to be made, and otherwise to carry out the provisions of the Merger Agreement and effect the transactions contemplated thereby;

RESOLVED FURTHER, that the Authorized Officers and all other officers of the Corporation be and each of them hereby is authorized to take or cause to be taken all such actions, and to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such other instruments and documents, and to pay all such fees and expenses, as any of them deem necessary, appropriate or advisable in order to carry out fully the foregoing resolution and the intent and purposes thereof and

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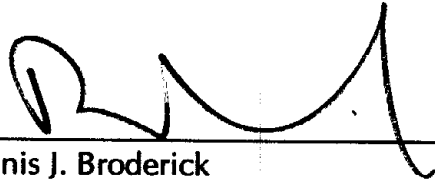
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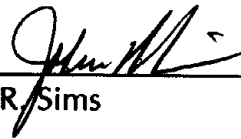
RESOLVED FURTHER, that all acts and things heretofore done by any of such officers or by any employees or agents of the Corporation that are within contemplation of the foregoing resolutions be and hereby are in all respects ratified, adopted and approved.

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IN WITNESS WHEREOF, the undersigned have executed this consent as of this 31st day of March, 1998.



Dennis J. Broderick



John R. Sims

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2/2/2022

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6/15/2022

AGREEMENT OF MERGER

This Agreement of Merger, to be effective as of March 31, 1998 (the "Agreement"), is made and entered into by and between Burdines, Inc., an Ohio corporation ("Burdines"), and Burdine's Main Store Real Estate, Inc. ("Main Store Real Estate"), Burdine's Real Estate II, Inc. ("Real Estate II") and Burdine's Real Estate, Inc. ("Burdine's Real Estate"), each a Delaware corporation (collectively the "Real Estate Entities").

RECITALS

A. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdines in accordance with Section 1701 of the Ohio General Corporation Law (the "OGCL").

B. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Main Store Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

C. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Real Estate II in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

D. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdine's Real Estate in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto hereby agree as follows:

I. The Merger

1.1. **Merger.** At the Effective Time (as defined below), the Real Estate Entities will be merged with and into Burdines (the "Merger") and the separate corporate existence of the Real Estate Entities will upon cease in accordance with the applicable provisions of the OGCL and the DGCL.

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1.2. Effective Time. On or as promptly as practicable after the date hereof, Burdines and the Real Estate Entities (the "Constituent Corporations") will cause a Certificate of Merger to be filed with the Secretary of State of the State of Ohio and the Secretary of State of the State of Delaware, as provided in the applicable provisions of the OGCL and DGCL, respectively. The merger will become effective for all purposes of the laws of each such State at the time of such filing with the Secretary of State thereof (the "Effective Time").

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II. Effects of the Merger

2.1 Effects of Merger. Burdines will be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger will have the effects specified in the OGCL.

2.2. Articles of Incorporation of the Surviving Corporation. From and after the Effective Time and until amended in accordance with their terms and the OGCL, the Articles of Incorporation of Burdines in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Corporation.

2.3 Regulations of the Surviving Corporation. The Regulations of Burdines in effect immediately prior to the Effective Time will be the governing Regulations of the Surviving Corporation from and after the Effective Time and until amended in accordance with their terms and the OGCL.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of Burdines immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Articles of Incorporation and Regulations of the Surviving Corporation and the OGCL.

2.5 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Burdines and the Real Estate Entities, or any holders of the common stock, par value \$0.01 per share, of Burdines (the "Burdines Common Stock"), the common stock, par value \$0.01 per share, of Main Store Real Estate (the "Main Store Real Estate Common Stock"), the common stock, par value \$0.01 per share, of Real Estate II (the "Real Estate II Common Stock") or the common stock, par value \$0.01 per share, or Rich's Real Estate (the "Rich's Real Estate Common Stock"), the following will occur:

() Each then issued and outstanding share of Burdines Common Stock immediately prior to the Merger will continue unchanged as an issued and outstanding share of common stock of the Surviving Corporation; and

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(b) Each then issued and outstanding share of Main Store Real Estate Common Stock and each share of Main Store Real Estate Common Stock then held in Main Store Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(c) Each then issued and outstanding share of Real Estate II Common Stock and each share of Real Estate II Common Stock then held in Real Estate II's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

(d) Each then issued and outstanding share of Rich's Real Estate Common Stock and each share of Rich's Real Estate Common Stock then held in Rich's Real Estate's treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

III. Miscellaneous

3.1 Further Assurances. If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its right, title, or interest in, to, or under any of the rights, properties, or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the purposes of this Agreement, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of each of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of each of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in to, and under such rights, properties, or assets in the Surviving Corporation or otherwise to carry out the purposes of this Agreement.

3.2 Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements among the parties with respect to such matters.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, of which only one need be a physical original but all of which together will constitute one agreement.

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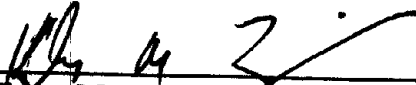
2/2/2022

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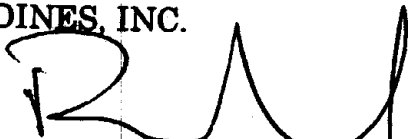
IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the 31st day of March, 1998.

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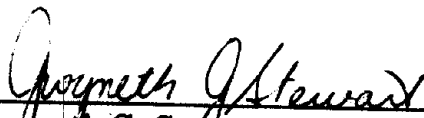
ATTEST:


Klaus M. Ziermaier
Assistant Secretary

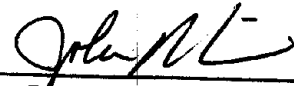
BURDINES, INC.

By: 
Dennis J. Broderick
Vice President

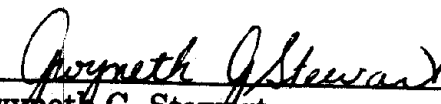
ATTEST:


Gwyneth G. Stewart
Assistant Secretary

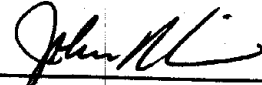
BURDINE'S MAIN STORE REAL ESTATE, INC.

By: 
John R. Sims
Vice President

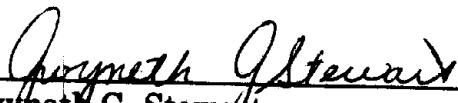
ATTEST:


Gwyneth G. Stewart
Assistant Secretary

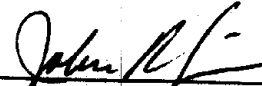
BURDINE'S REAL ESTATE II, INC.

By: 
John R. Sims
Vice President

ATTEST:


Gwyneth G. Stewart
Assistant Secretary

BURDINE'S REAL ESTATE, INC.

By: 
John R. Sims
Vice President

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Burdine's Real Estate, Inc. Successor Chart

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6/15/2022

Original Company	Successor	Event	Event Date
Burdine's Real Estate, Inc. (DE)	Burdine's, Inc. (OH)	Merger	March 30, 1998
Burdine's, Inc. (OH)	Macy's Florida, Inc. (OH)	Name Change	March 1, 2005
Macy's Florida, Inc. (OH)	Macy's Florida Stores, LLC (OH)	Merger	December 31, 2005
Macy's Florida Stores, LLC (OH)	Macy's Retail Holdings, LLC (OH)	Merger	December 31, 2020

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2/2/2022



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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/03/2005	200506201114	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	0.00	.00

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6/15/2022

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

811123

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MACY'S FLORIDA, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):
200506201114



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of March, A.D.
2005.

J. Kenneth Blackwell

Ohio Secretary of State

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2/2/2022

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PZ21-12000042

6/15/2022



Prescribed by J. Kenneth Blackwell

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input checked="" type="checkbox"/> Amended (122-AMAP)	PLEASE READ INSTRUCTIONS <input type="checkbox"/> Amendment (125-AMDS)	(2) Domestic Non-Profit <input type="checkbox"/> Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
--	--	---	---

Complete the general information in this section for the box checked above.

Name of Corporation Burdines, Inc.Charter Number 811123Name of Officer Bradley R. MaysTitle Vice President☐ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (non-profit amended articles only)☐ members was duly called and held on _____

(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☒ In a writing signed by all of the ☒ shareholders ☐ directors (non-profit amended articles only)
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporation and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

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All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

PZ21-12000042
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FIRST: The name of the corporation is: Macy's Florida, Inc.

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

(city, village or township)

(county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED

Must be authenticated
(signed) by an authorized
representative
(See Instructions)

Bradley R. Mays
Authorized Representative

2-24-05

Date

Bradley R. Mays, Vice President
(Print Name)

Authorized Representative

(Print Name)

Date

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4/20/2022

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Last Revised: May 2002
PZ21-12000042
2/2/2022

DRCPrescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

PZ21-12000042

6/15/2022

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

CONSENT FOR USE OF SIMILAR NAME

(For Domestic / Foreign, Profit or Non-Profit)

Must Be Accompanied By Another Form

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX) This filing does not extend the registration period

<input type="checkbox"/> Where consenting entity is a corporation (147-CSO)	Where consenting entity is a registrant of <input type="checkbox"/> Trade Name <input type="checkbox"/> Service Mark <input type="checkbox"/> Trade Mark (149-CSN)	Where consenting entity is a <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Partnership Having Limited Liability (148-CSL)
--	--	---

☐ Check here if additional provisions are attachedCharter or Registration No.
of Entity Giving Consent

1495510

Name of Entity
Giving Consent

Macy's Florida, LLC

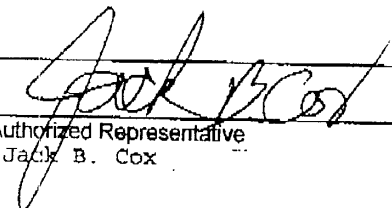
Gives Its Consent To

Macy's Florida, Inc.

To Use The Name

Macy's Florida, Inc.

REQUIRED
Must be authenticated
(signed) by an authorized
representative


 Authorized Representative
 Jack B. Cox

2-24-05
Date

 Authorized _____

 Date

If the consenting party is a partnership, all general partners must sign. If only one partner is authorized to sign, a copy of the resolution authorizing the signature must be included.

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PZ21-12000042

6/15/2022



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/02/2020	202033603142	Merger (MER)	99.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

**STATE OF OHIO
CERTIFICATE****Ohio Secretary of State, Frank LaRose
4493025**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MACY'S RETAIL HOLDINGS, LLC

and, that said business records show the filing and recording of:

Document(s)
MergerDocument No(s):
202033603142

Effective Date: 12/31/2020

United States of America
State of Ohio
Office of the Secretary of StateWitness _____ and the seal of the
Secretary of State at Columbus, Ohio this
_____ day of December, A.D. 2020.
Ohio Secretary of State**PZ21-12000042
4/20/2022****DRC**

PZ21-12000042

2/2/2022

DRC

PZ21-12000042

6/15/2022

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/02/2020	202033603142	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

**STATE OF OHIO
CERTIFICATE****Ohio Secretary of State, Frank LaRose
1589192**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MACY'S FLORIDA STORES, LLC

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Effective Date: 12/31/2020

Document No(s):

202033603142

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
day of December, A.D. 2020.

Frank LaRose
Ohio Secretary of State

**PZ21-12000042
4/20/2022****DRC**

PZ21-12000042

2/2/2022

DRCPZ21-12000042
6/15/2022

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/02/2020	202033603142	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

**STATE OF OHIO
CERTIFICATE****Ohio Secretary of State, Frank LaRose
4477317**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MACY'S WEST STORES, LLC

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Effective Date: 12/31/2020

Document No(s):

202033603142United States of America
State of Ohio
Office of the Secretary of StateWitness my hand and the seal of the
Secretary of State at Columbus, Ohio this
day of December, A.D. 2020.
Ohio Secretary of State**PZ21-12000042
4/20/2022****DRC**PZ21-12000042
2/2/2022

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PZ21-12000042

6/15/2022

Form 551 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov**Certificate of Merger****Filing Fee: \$99****(154-MER)****Forms Must Be Typed**

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Macy's Retail Holdings, LLC

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. ☒ Domestic (Ohio entity)☐ Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number

4493025

(If licensed in Ohio as domestic or foreign)

3. ☐ For-Profit Corporation☐ Nonprofit Corporation☒ For-Profit Limited Liability Company☐ Nonprofit Limited Liability Company☐ Partnership☐ Limited Partnership☐ Limited Liability Partnership☐ Unincorporated Nonprofit Association**DRC**

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4/20/2022

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Last Revised: 06/2019

PZ21-12000042

2/2/2022

DRC**PZ21-12000042****6/15/2022****II. CONSTITUENT ENTITY**

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence**. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Macy's Florida Stores, LLC	1589192	Ohio	LLC
Macy's West Stores, LLC	4477317	Ohio	LLC

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Macy's Retail Holdings, LLC

Name

7 West 7th Street

Mailing Address

Cincinnati

City

Ohio

State

45202

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on Dec 31, 2020 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

DRC**PZ21-12000042****4/20/2022****DRC**

Last Revised: 06/2019

PZ21-12000042**2/2/2022**

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PZ21-12000042

6/15/2022

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

OH

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached

☒ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OF THE SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 551 and Certificate of Good Standing

Foreign Notice of Qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

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Last Revised: 06/2019

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6/15/2022

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Macy's Retail Holdings, LLC

Name of entity

By: See attached

Signature

Its: Vice President

Title

Macy's Florida Stores, LLC

Name of entity

By: See attached

Signature

Its: Vice President

Title

Macy's West Stores, LLC

Name of entity

By: See attached

Signature

Its: Vice President

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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Last Revised: 06/2019

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6/15/2022

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Macy's Retail Holdings, LLC

Name of entity

By:



Signature

Its:

Vice President

Title

Macy's Florida Stores, LLC

Name of entity

By:



Signature

Its:

Vice President

Title

Macy's West Stores, LLC

Name of entity

By:



Signature

Its:

Vice President

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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DATE: 12/29/2005
DOCUMENT ID: 200536301462
DESCRIPTION: MERGED OUT OF EXISTENCE (MEX)

FILING
.00

EXPED
.00

PENALTY
.00

PZ21-12000042
6/15/2022

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

811123

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MACY'S FLORIDA, INC.

and, that said business records show the filing and recording of:

Document(s):

MERGED OUT OF EXISTENCE

Document No(s):

200536301462



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this _____ day of December, A.D.

05.
J. Kenneth Blackwell
Ohio Secretary of State

PZ21-12000042
4/20/2022

DRC

PZ21-12000042
2/2/2022

200536301462

DRC

DATE: 12/29/2005
DOCUMENT ID: 200536301462
DESCRIPTION: MERGER/DOMESTIC (MER)

FILING
125.00

EXPED
100.00

PENALTY
.00

PZ21-12000042
6/15/2022

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1589192

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MACY'S FLORIDA STORES, LLC

and, that said business records show the filing and recording of:

Document(s):
MERGER/DOMESTIC

Document No(s):
200536301462



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this _____ day of December, A.D.

05.
J. Kenneth Blackwell
Ohio Secretary of State

PZ21-12000042
4/20/2022

DRC

PZ21-12000042
2/2/2022



Prescribed **by J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE: (1-877-767-3453)

www.state.oh.us/sos

e-mail: husserv@sos.state.oh.us

Expedite this Form: (see 502)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216
*** Requires an additional fee of \$100 ***	
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

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CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Non-Profit)
Filing Fee \$125.00
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Macy's Florida Stores, LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- ☐ Domestic (Ohio) For-Profit Corporation, charter number _____
- ☐ Domestic (Ohio) Non-Profit Corporation, charter number _____
- ☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- ☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- ☒ Domestic (Ohio) Limited Liability Company, with registration number 1589192
- ☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio _____
- ☐ Domestic (Ohio) Limited Partnership, with registration number _____
- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

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☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) Partnership having limited liability, with the registration number _____

☐ Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.

☐ General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

(Please list the Ohio charter, license/registration no. below)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
<u>Macy's Florida, Inc. / 811123</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement; of merger upon written request:

<u>Federated Dept. Stores, Inc.</u>	<u>7 West Seventh Street</u>	
(name)	(street) NOTE: P.O. Box Addresses are NOT acceptable.	
<u>Cincinnati</u>	<u>Ohio</u>	<u>45202</u>
(city, village or township)	(state)	(zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: 12/31/05 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

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VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) (street) *NOTE: P.O. Box Addresses are NOT acceptable.*
_____, Ohio _____
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

☐ Attachments are provided

☒ No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) *NOTE: P.O. Box Addresses are NOT acceptable.*
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

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B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(c.) The principal office location in the state of Ohio shall be:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

Ohio

(state)

(zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

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- (d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

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(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

- (a.) The name of the limited partnership is

- (b.) The limited partnership was formed on

- (c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

- (d.) The limited partnership's principal office address is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

- (e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- (f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

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The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

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4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio
(city, village or township)

(zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio
(city, village or township)

(zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

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Macy's Florida, Inc.
(Exact name of entity)

By: Bradley Mays

Its: Bradley Mays, Vice President

Date: 12-28-05

Macy's Florida Stores, LLC
(Exact name of entity)

By: Bradley Mays

Its: Bradley Mays, Authorized Rep.

Date: 12-28-05

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

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Date: _____

(Exact name of entity)

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Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

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