

Filing Fee: See Instructions

ID Number: 120030



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Benartex, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Benartex, Inc.	Business corporation	New York
Elmwood Textile Services, Inc.	Business corporation	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Benartex, Inc.
which is to be governed by the laws of the state of New York
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
Not Applicable
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
1359 Broadway, Suite 1100, New York, New York 10018-7102
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____
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SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED


- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Benartex, Inc.

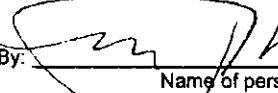
Print Entity Name

By:  _____
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Elmwood Textile Services, Inc.

Print Entity Name

By:  _____
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of June 30th, 2006 ("Agreement"), is by and between Elmwood Textile Services, Inc., a Rhode Island corporation (the "Terminating Corporation"), and Benartex, Inc., a New York corporation ("Benartex").

RECITALS

A. The Terminating Corporation is a corporation duly incorporated and existing under the laws of the State of Rhode Island. The Terminating Corporation has 100 shares of common stock, no par value, outstanding, all of which are owned of record by Bemina of America, Inc., an Illinois corporation ("Parent").

B. Benartex is a corporation duly incorporated and existing under the laws of the State of New York. Benartex has 100 shares of common stock, no par value, outstanding, all of which are owned of record by Parent.

C. The respective boards of directors of the Terminating Corporation and Benartex have determined that it is advisable and in the best interests of each corporation that the Terminating Corporation merge with and into Benartex (the "Merger") on the terms, and subject to the conditions of this Agreement and the New York Business Corporation Law (the "NYBCL"). As a result of the Merger, the separate existence of the Terminating Corporation will cease.

D. The respective boards of directors of the Terminating Corporation and Benartex have been duly advised of the terms and conditions of the Merger and, by resolutions duly adopted, have authorized, approved and adopted this Agreement. The respective boards of directors of the Terminating Corporation and Benartex desire to submit the Merger to the Parent for its approval.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Terminating Corporation and Benartex agree as follows.

ARTICLE 1

THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE DATE. Subject to the approval of the Parent, the Merger will be consummated by Benartex filing a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of New York in accordance with Section 904 of the NYBCL. The Merger will become effective when the Certificate of Merger has been filed with, and accepted by, the Secretary of State of the State of New York.

1.2 MERGER. (a) On the Effective Date:

- (i) the Terminating Corporation will merge with and into Benartex and Benartex will be the surviving corporation in the Merger (the "Surviving Corporation");
 - (ii) the separate existence of the Terminating Corporation will cease, and the Surviving Corporation will succeed, without other transfer, to all of the rights and property of the Terminating Corporation, and will be subject to all of the debts and liabilities of the Terminating Corporation; and
 - (iii) the members of the board of directors and officers of Benartex will become the members of the board of directors and the corresponding officers of the Surviving Corporation.
- (b) On and after the Effective Date, the Surviving Corporation will carry on its business with the assets of the Terminating Corporation, as well as with the assets of Benartex.

1.3 EFFECT ON CAPITAL STOCK. By virtue of the Merger, each share of capital stock of the Terminating Corporation will be cancelled and retired and cease to exist.

1.4 CERTIFICATE OF INCORPORATION AND BYLAWS. The articles of incorporation of Benartex in effect at the Effective Date will be the articles of incorporation of the Surviving Corporation until changed or amended as provided therein or by applicable law. The bylaws of Benartex in effect at the Effective Date will be the bylaws of the Surviving Corporation until changed or amended as provided therein or by applicable law.

ARTICLE 2 MISCELLANEOUS

2.1 AMENDMENT; WAIVER. At any time before the Effective Date, the Terminating Corporation and Benartex, to the extent permitted by the NYBCL, may by written agreement amend, modify or supplement any provision of this Agreement.

2.2 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

2.3 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of New York, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

2.4 PARTIES IN INTEREST. Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.

2.5 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, all as of the date set forth above.

BENARTEX, INC.

By: 

Name: DAVID LOCHNER

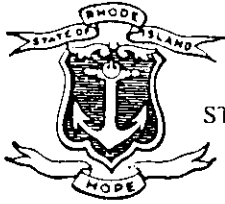
Title: PRESIDENT

ELMWOOD TEXTILE SERVICES, INC.

By: 

Name: MICHAEL PORCILE

Title: SECRETARY



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

March 5, 2009

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TO WHOM IT MAY CONCERN:

Re: ELMWOOD TEXTILE SERVICES INC

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER CORPORATION IS NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

