

Filing Fee: See Instructions

ID Number: 160198



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

Home Fashions, 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:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
Home Fashions, Inc.	business corporation	Rhode Island
Natco Home Fashions, Inc.	business corporation	Delaware

- 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 Home Fashions, Inc.
which is to be governed by the laws of the state of Rhode Island

- 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:

Natco Home Fashions, Inc.

- 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:

- 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.

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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By [Signature]
10/03

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SECRETARY OF STATE
CORPORATIONS DIV.

- 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 Natco Home Fashions, Inc.

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) N/A dissenting company is a fully owned subsidiary

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

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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.

By Paul Lee Home Fashions, Inc.
Name of person signing Print Entity Name
Title of person signing President

By _____
Name of person signing Title of person signing

By Paul Lee Natco Home Fashions, Inc.
Name of person signing Print Entity Name
Title of person signing President

By _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated *Dec 15*, 2006, by and between Home Fashions, Inc., a Rhode Island corporation ("Home Fashions") and Natco Home Fashions, Inc. a Delaware corporation ("Natco").

Natco is a wholly owned subsidiary of Home Fashions. Home Fashions deems it advisable that Natco be merged with and into Home Fashions on the terms and condition hereinafter set forth, and in accordance with the provision of the Rhode Island Business Corporation Act, Chapter 7-1.2 (the "RIBCA") and in accordance with the provisions of Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"). The proposed Agreement and Plan of Merger as set forth herein is duly authorized by the laws of the State of Rhode Island and by the laws of the State of Delaware.

In consideration of the promises, the mutual covenants and agreements contained herein and the benefits to accrue to the parties hereto, the parties hereto hereby agree that Natco shall be merged with and into Home Fashions pursuant to the laws of the State of Rhode Island and Delaware, and hereby agree, prescribe and set forth the terms and conditions of the merger and the other details and provisions of the merger, as follows:

1 Merger of Natco into Home Fashions

1.1 Merger

1.1.1 The merger of Natco with and into Home Fashions (the "Merger") shall be effected by filing Articles of Merger (the "Rhode Island Articles of Merger") with the Secretary of State of the State of Rhode Island pursuant to Section 7-1.2-1003 of the RIBCA and by filing with the Secretary of State of the State of Delaware the required Certificate of Merger pursuant to DGCL. The Merger shall be effected on the basis

set forth in Section 1.3. The term "Effective Date" and/or "Effective Time" shall mean the date on which the Articles of Merger are filed with the Office of the Secretary of State of Rhode Island

- 1.2 Manner of Merger. Natco shall be merged, in accordance with the RIBCA and the DGCL, with and into Home Fashions, which shall be and is hereinafter sometimes referred to as the "Surviving Corporation". The name of the Surviving Corporation shall upon the filing be amended to be "Natco Home Fashions, Inc". The Surviving Corporation shall continue its corporate existence under the laws of the State of Rhode Island, and its principal place of business shall be located in West Warwick, Rhode Island.
- 1.3 Terms of the Merger.
 - 1.3.1 Articles of Incorporation. The Articles of Incorporation of Home Fashions, as in effect immediately prior to the Effective Time and as amended as aforesaid, shall be the Articles of Incorporation of the Surviving Corporation, subject to further amendment as provided by law, provided, however, the corporate name of the Surviving Corporation shall be amended to be from and after the filing, "Natco Home Fashions, Inc".
 - 1.3.2 By-laws. The By-laws of Home Fashions, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with RIBCA, the Articles of Incorporation of the Surviving Corporation and such By-laws.

1.3.3 Officers of the Surviving Corporation. The Officers of Home Fashions shall become, at the Effective Time, the Officers of the Surviving Corporation until their successors shall be duly elected and qualified.

1.3.4 Surrender of Certificates. Since Natco is a wholly owned subsidiary of Home Fashions, the only issued and outstanding certificate of Natco is held by Home Fashions. Home Fashions shall, as a result of this merger, cancel the outstanding Natco certificate. No shares of the Common Stock of the Surviving Corporation shall be issued as a result of this merger.

1.4 Effect of Merger. At the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public or of a private nature, of Natco, and shall be subject to all the restrictions, disabilities and duties of Natco, and all and any of the property, real, personal and mixed, and all debts due to Natco on whatever account, as well as stock subscriptions and all other things and actions belonging to Natco shall be vested by deed or otherwise, under the laws of Rhode Island or elsewhere, in the Surviving Corporation, and shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon property as of the Effective Time of Natco shall be preserved unimpaired, and all debts, liabilities and duties of Natco as of the Effective Time shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding or enforcement of any obligation of the Surviving Corporation arising from this merger.

2 Actions of Corporations.

2.1 Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall believe or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Natco acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, Natco and its proper Officers and Directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law, and to undertake all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. The proper Officers and Directors of the Surviving Corporation are fully authorized in the name of Natco or otherwise to take any and all such action.

2.2 Execution. The proper Officers of Natco and Home Fashions shall make, execute and file, under the corporate seals of the respective corporations, whatever certificates and documents are required by the laws of the State of Rhode Island and the State of Delaware, and shall do all acts and things which may be in any way necessary or proper to effect such Merger.

3 Entire Agreement. This Agreement contains the entire agreement among the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

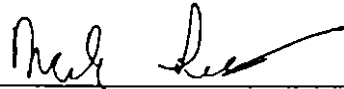
4 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Rhode Island.

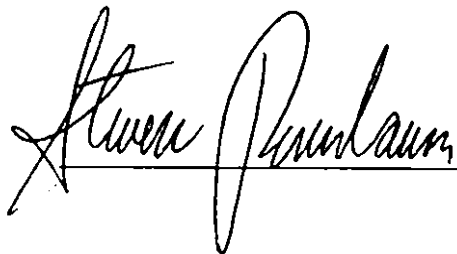
5 Binding Effect. This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

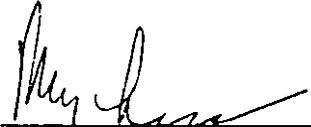


Natco Home Fashions, Inc.
a Delaware corporation

BY: 
PRESIDENT



Home Fashions, Inc.
a Rhode Island corporation

BY: 
PRESIDENT