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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BARNEYS AMERICA, INC.", A DELAWARE CORPORATION, WITH AND INTO "BARNEY'S, INC." UNDER THE NAME OF "BARNEY'S, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.



Doc#: 0729534083 Fee: \$30.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 10/21/2007 02:14 PM Pg: 1 of 4

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6079060

DATE: 10-16-07

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## CERTIFICATE OF OWNERSHIP AND MERGER

of

**BARNEYS AMERICA, INC.**  
(a Delaware corporation)

into

**BARNEY'S, INC.**  
(a New York corporation)

It is hereby certified that:

1. Barney's, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of Common stock of Barneys America, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Barneys America, Inc. into the Corporation.
5. On December 27, 2005, the Board of Directors of the Corporation adopted the following resolutions to merge Barneys America, Inc. into the Corporation:

**RESOLVED**, it is advisable and in the best interests of the Corporation that Barneys America, Inc., a Delaware corporation ("Barneys America") and the Corporation enter into a Plan of Merger (the "Plan"), dated as of December 27, 2005 by and between Barneys America and the Corporation; and it is

**RESOLVED**, that the Board of Directors hereby authorizes and approves the merger (the "Merger") of Barneys America with and into the Corporation on the terms and conditions set forth in the Certificate of Merger, attached hereto as **Exhibit A** (the "Certificate of Merger"), and the Plan, attached hereto as **Exhibit B**, and the same hereby are approved and adopted; and it is

**RESOLVED**, that all of the estate, property, rights, privileges, powers, and franchises of Barneys America be vested in and held and enjoyed by this Corporation as fully and entirely and

State of Delaware  
Secretary of State  
Division of Corporations  
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without change or diminution as the same were before held and enjoyed by Barneys America, in its name; and it is

**RESOLVED**, that this Corporation assume all of the obligations of Barneys America; and it is

**RESOLVED**, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Barneys America, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

c/o Barney's, Inc.  
575 Fifth Avenue, 11th Floor  
New York, New York 10017  
Attn: Legal Department

**RESOLVED**, that the appropriate officers of the Corporation be, and they hereby individually are, authorized, empowered and directed, in the name and on behalf of the Corporation, to (i) execute and deliver the Certificate of Ownership and Merger for filing with Secretary of State of the State of Delaware; (ii) execute and deliver the Certificate of Merger for filing with Department of State of the State of New York; (iii) cause to be executed and filed and/or recorded any other documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction; and (iv) cause to be performed all necessary acts within the jurisdiction of organization of Barneys America and of this Corporation and in any other appropriate jurisdiction; and it is

**RESOLVED**, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be December 31, 2005, and that, insofar as the General

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Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time; and it is

**RESOLVED**, that any and all actions heretofore taken by any officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions is, and they hereby are, ratified, approved and confirmed in all respects.

Executed on December 27, 2005

Barney's, Inc.

By: 

Name: Marc H. Perlowitz

Title: Executive Vice President, General Counsel,  
Human Resources and Secretary

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