

6-7-04

06-07-2004

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102759705

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Greenbacks, Inc.

- Individual(s)
- General Partnership
- Corporation-State(Utah)
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: January 31, 2004

2. Name and address of receiving party(ies)

Name: Dollar Tree Stores, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 500 Volvo Parkway

City: Chesapeake State: VA Zip: 23320

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Virginia
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) 2,594,220;

2,607,308; 2,607,307; 2,600,818;

Additional number(s) attached  Yes  No 1,900,182

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeanette L. Ojeda, Esq.

Internal Address: \_\_\_\_\_

Williams Mullen

Street Address: Hofheimer Nusbaum, P.C.

999 Waterside Drive, Suite 1700

City: Norfolk State: VA Zip: 23510

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Barbara B. Seman

Name of Person Signing

Barbara B. Seman  
Signature

5/25/04  
Date

Total number of pages including cover sheet, attachments, and document: 9

06/07/2004 6TOM11 00000114 2594220

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:8521 40.00 OP  
02 FC:8522 100.00 OP

TRADEMARK  
REEL: 002983 FRAME: 0157

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

January 31, 2004

The State Corporation Commission finds the accompanying articles submitted on behalf of

**DOLLAR TREE STORES, INC.**

to comply with the requirements of law and confirms payment of all related fees. Therefore, it is ORDERED that this

**CERTIFICATE OF MERGER**

be issued and admitted to record with the articles of merger in the office of the Clerk of the Commission. Each of the following:

GREENBACKS, INC. (A UT CORPORATION NOT QUALIFIED  
IN VA)

is merged into DOLLAR TREE STORES, INC., which continues to exist under the laws of VIRGINIA with the name DOLLAR TREE STORES, INC., the separate existence of each non-surviving entity ceases.

The certificate is effective on January 31, 2004.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0436  
04-01-29-0006

**TRADEMARK**  
**REEL: 002983 FRAME: 0158**



Utah Department of Commerce  
Division of Corporations & Commercial Code  
160 East 300 South, 2nd Floor, S.M. Box 146705  
Salt Lake City, UT 84114-6705  
Phone: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1058653-0142  
Business Name: GREENBACKS, INC.  
Registered Date: MARCH 23, 1990

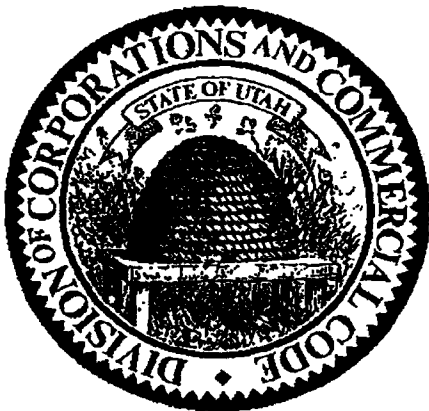
February 3, 2004

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## CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT

ARTICLES OF MERGER WERE FILED WITH THIS OFFICE ON JANUARY 30, 2004, EFFECTIVE JANUARY 31, 2004, MERGING GREENBACKS, INC., A CORPORATION OF THE STATE OF UTAH, INTO DOLLAR TREE STORES, INC., THE SURVIVING CORPORATION WHICH IS OF THE STATE OF VIRGINIA, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



*Kathy Berg*

Kathy Berg  
Director  
Division of Corporations and Commercial Code

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Dept. of Professional Licensing  
(801)530-6628

Real Estate  
(801)530-6747

Public Utilities  
(801)530-6651

Securities  
(801)530-6600

Consumer Protection  
(801)530-6601

**PARENT-SUBSIDIARY MERGER  
ARTICLES OF MERGER**

**MERGING**

**GREENBACKS, INC.**  
a Utah corporation

**WITH AND INTO**

**DOLLAR TREE STORES, INC.**  
a Virginia corporation

Pursuant to Section 13.1-720 of the Code of Virginia, 1950, as amended, Dollar Tree Stores, Inc., a Virginia corporation (the "Parent") hereby adopts the following Articles of Merger:

1. Plan of Merger; Effective Date.

a. Pursuant to a Plan of Merger and Reorganization (the "Plan") dated January 23, 2004, Greenbacks, Inc., a Utah corporation (the "Subsidiary"), shall be merged with and into the Parent, effective as of 11:58 p.m. on January 31, 2004 (the "Effective Date"). A copy of the Plan is attached hereto.

b. The Effective Date complies with Subsection 16-10a-1104(5) of the Utah Revised Business Corporation Act (the "Utah Act").

2. State of Incorporation.

a. The Subsidiary is incorporated under the laws of the State of Utah. At least 90% of the outstanding shares of each class of the Subsidiary is owned by the Parent.

b. The Parent is incorporated under the laws of the Commonwealth of Virginia.

3. Adoption of the Plan.

a. Greenbacks, Inc. In accordance with Section 16-10a-1103 of the Utah Act, on January 23, 2004, by written action, the Board of Directors of the Subsidiary unanimously approved the Plan. In accordance with Section 16-10a-1104 of the Utah Act, shareholder approval was not required. This merger is permitted by the State of Utah, the state in which the Subsidiary is incorporated, and the Subsidiary has complied with that law in effecting this merger.

b. Dollar Tree Stores, Inc. In accordance with Article 9 of Title 13.1 of the Code of Virginia, on January 23, 2004, by written action, the Board of Directors of the Parent unanimously approved the Plan. In accordance with Section 13.1-719.A of the Code of Virginia, shareholder approval was not required.

4. Articles of Incorporation. Pursuant to Section 13.1-719.E of the Code of Virginia, it is not necessary to amend the Articles of Incorporation of the Parent to effect the merger and said Articles of Incorporation shall not be amended by this merger.

5. Principal Office of the Parent. The principal office of the Parent is located at 500 Volvo Parkway, Chesapeake, Virginia 23320. As of the Effective Date, the Parent authorizes service of process on the Parent, in connection with any proceeding by registered or certified mail return receipt requested, to the foregoing address.

Executed in the name of Parent as of January 23, 2004.

DOLLAR TREE STORES, INC.,  
a Virginia corporation

By Frederick C. Coble  
Frederick C. Coble, its duly authorized  
Chief Financial Officer

**PLAN OF MERGER AND REORGANIZATION**

**MERGING**

**GREENBACKS, INC.,  
a Utah corporation**

**WITH AND INTO**

**DOLLAR TREE STORES, INC.,  
a Virginia corporation**

**THIS PLAN OF MERGER AND REORGANIZATION**, dated January 23, 2004 but effective as stated below, by and between Greenbacks, Inc., a Utah corporation ("Subsidiary"), and Dollar Tree Stores, Inc., a Virginia corporation ("Parent").

**WITNESSETH:**

**WHEREAS**, pursuant to a Merger Agreement dated June 27, 2003 ("Merger Agreement"), the Subsidiary became a wholly-owned subsidiary of the Parent effective June 30, 2003; and

**WHEREAS**, the operations of the Subsidiary, including the operations of its payroll division, Greenbacks Protective Payroll, are better integrated with the Parent's operations if the Subsidiary is merged into the Parent with the Parent being the surviving entity and with the Subsidiary and all of its divisions ceasing their separate identities; and

**WHEREAS**, the Subsidiary is solvent and the respective Boards of Directors of the Subsidiary and Parent have approved the merger of the Subsidiary into the Parent by a statutory merger, under the laws of the Commonwealth of Virginia and the laws of the State of Utah.

**NOW, THEREFORE**, the Subsidiary and the Parent agree as follows:

**1     The Merger; Effects of Merger.**

**1.1     Names.** The name of the Parent is Dollar Tree Stores, Inc., organized under the laws of the Commonwealth of Virginia. The name of the Subsidiary is Greenbacks, Inc., organized under the laws of the State of Utah.

**1.2     The Merger.** Subject to the terms and conditions of this Plan, and at the Effective Date (as defined below), the Subsidiary shall be merged with and into the Parent ("Merger") in accordance with Section 13.1-719 of the Virginia Stock Corporation Act ("Virginia Act") and Section 16-10a-1104 of the Revised Business Corporation Act of the State of Utah ("Utah

Act”). Upon consummation of the Merger, the Parent shall continue its existence and the separate corporate existence of the Subsidiary shall thereupon cease and terminate. The Parent shall retain its corporate identity and shall continue to be governed by the laws of the Commonwealth of Virginia. The separate corporate existence of the Parent with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the Merger.

1.3 Effects of Merger. Specifically, and in addition, the Merger shall have the effects specified in the Virginia Act and the Utah Act. On the Effective Date, the separate corporate existence of the Subsidiary shall cease, and the Subsidiary shall be merged into the Parent, which, as the survivor shall possess all of the rights, privileges and powers and be subject to all restrictions, disabilities, and duties of the Subsidiary, and all and singular, the rights, privileges and powers of the Subsidiary, and all property, real, personal and mixed, and all debts due to the Subsidiary, on whatever account, and other things and actions belonging to the Subsidiary shall be vested in the Parent. All property, rights, privileges and powers and all and every other interest shall be thereafter as effectually the property of the Parent as they were of the Subsidiary, and the title to any real estate vested by deed or otherwise, under the laws of Virginia or any other jurisdiction, in the Subsidiary, shall not revert or be in any way impaired; but all rights of creditors and liens upon any property of the Subsidiary shall be preserved unimpaired and all debts, liabilities and duties of the Subsidiary shall thenceforth attach to the Parent and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Subsidiary, or the corresponding officers of the Parent, may, in the name of the Subsidiary, execute and deliver all such properties, assignments, covenants and other instruments, and take or cause to be taken, all such further or other action as the Parent deems necessary or desirable in order to vest, perfect, or confirm in the Parent title to and possession of all the Subsidiary’s property, rights, privileges, powers, franchises, immunities, and interest and otherwise to carry out the purposes of this Plan.

1.4 No Action by Sole Stockholder of Record of the Subsidiary. No action is required to be taken by the Parent, as the sole stockholder of record of the Subsidiary, under Section 16-10a-1104 of the Utah Act.

1.5 No Action by Stockholders of Record of the Parent. No action is required to be taken by the stockholders of record of the Parent under Section 13.1-719.A of the Virginia Act.

1.6 Filing of Articles of Merger: Effective Date. Upon approval and adoption by its Board of Directors, the Parent shall file Articles of Merger, pursuant to Section 13.1-720 of the Virginia Act, with the State Corporation Commission of Virginia, and, pursuant to Section 16-10a-1105 of the Utah Act, with the Utah Department of Commerce, Division of Corporations and Commercial Code. The Merger shall become effective at 11:58 p.m. on January 31, 2004 (“Effective Date”).

2 Name of Surviving Corporation; Articles of Incorporation; Bylaws.

2.1 Name of Survivor. The name of the survivor from and after the Effective Date shall continue to be Dollar Tree Stores, Inc.

2.2 Articles of Incorporation. The Articles of Incorporation of the Parent, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Parent, until amended.

2.3 Bylaws. The Bylaws of the Parent, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Parent until amended.

3 Effect of Merger on Outstanding Shares.

3.1 Shares of Parent. The issued and outstanding shares of stock of the Parent shall remain outstanding and shall not be affected in any way by the merger.

3.2 Cancellation of Subsidiary's Shares. Since the non-survivor (Subsidiary) is a wholly-owned subsidiary of the survivor (Parent), all of the shares of the non-survivor are canceled.

3.3 Surrender of Certificates. At or after the Effective Date, Parent shall surrender the certificates representing all of the shares of the Subsidiary's stock and such certificate shall be canceled.

4 Miscellaneous.

4.1 This Plan of Merger and Reorganization may be terminated and the proposed Merger abandoned at any time before the filing date of the Articles of Merger if the Board of Directors of the Subsidiary or Parent duly adopts a resolution abandoning this Plan of Merger and Reorganization.

4.2 For the convenience of the parties hereto and to facilitate the finalizing of this Plan of Merger and Reorganization, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.



IN WITNESS WHEREOF, this Agreement has been executed by GREENBACKS, INC. and DOLLAR TREE STORES, INC., all on the day first above written.

GREENBACKS, INC., a Utah corporation

By Frederick C. Coble  
Frederick C. Coble, its duly authorized  
Chief Financial Officer

DOLLAR TREE STORES, INC., a Virginia corporation

By Frederick C. Coble  
Frederick C. Coble, its duly authorized  
Chief Financial Officer