

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
GATE PETROLEUM COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
GATE PROPERTIES I, LLC
INTO
GATE PETROLEUM COMPANY**

Pursuant to the provisions of Sections 607.1108 and 607.1109, Florida Statutes, and Sections 608.438 and 608.4382, Florida Statutes, the undersigned companies adopt the following Articles of Merger for the purpose of merging **GATE PROPERTIES I, LLC**, a Florida limited liability company, into **GATE PETROLEUM COMPANY**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **GATE PROPERTIES I, LLC** into **GATE PETROLEUM COMPANY**. **GATE PETROLEUM COMPANY** shall be the surviving corporation.

2. The effective date of this merger shall be 11:59 p.m. on June 29, 2012 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 607, Florida Statutes, by the Board of Directors of **GATE PETROLEUM COMPANY**, by resolutions dated June 28, 2012. Approval of the Plan of Merger by the shareholders of **GATE PETROLEUM COMPANY** was not required.

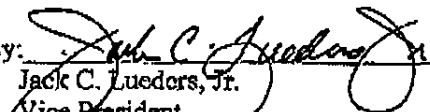
4. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 608, Florida Statutes, by the Sole Member and Managers of **GATE PROPERTIES I, LLC**, by resolutions dated June 28, 2012.

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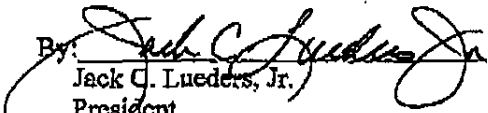
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IN WITNESS WHEREOF, GATE PETROLEUM COMPANY and GATE
PROPERTIES I, LLC have caused these Articles of Merger to be signed in their company
names as of the 28th day of June, 2012.

GATE PETROLEUM COMPANY

By: 
Jack C. Lueders, Jr.
Vice President

GATE PROPERTIES I, LLC

By: 
Jack C. Lueders, Jr.
President

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EXHIBIT "A"
PLAN OF MERGER
(Attached)

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PLAN OF MERGER

This Plan of Merger is a Plan of Liquidation dated as of the 28th day of June, 2012, pursuant to Sections 607.1108 and 608.438, Florida Statutes, for the merger of **GATE PROPERTIES I, LLC**, a Florida limited liability company, into **GATE PETROLEUM COMPANY**, a Florida corporation. **GATE PETROLEUM COMPANY** is to be the surviving corporation.

BACKGROUND

(1) **GATE PROPERTIES I, LLC** is a Florida limited liability company. All of the issued and outstanding membership interests of **GATE PROPERTIES I, LLC** are owned by **GATE PETROLEUM COMPANY**.

(2) Economies of operation and savings in administrative expenses can be achieved by merging **GATE PROPERTIES I, LLC** and **GATE PETROLEUM COMPANY** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger, the Florida Business Corporation Act and the Florida Limited Liability Company Act, at the Effective Time (as defined below), **GATE PROPERTIES I, LLC** shall be merged into **GATE PETROLEUM COMPANY** (the "Merger") and the separate corporate existence of **GATE PROPERTIES I, LLC** shall cease and **GATE PETROLEUM COMPANY** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**GATE PETROLEUM COMPANY** and **GATE PROPERTIES I, LLC** are herein collectively referred to as the "Constituent Companies").

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1. The Merger shall become effective as of 11:59 p.m. on June 29, 2012 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Companies. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Companies shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **GATE PETROLEUM COMPANY** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Companies existing as of the Effective Time.

4. The Articles of Incorporation of **GATE PETROLEUM COMPANY** in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of **GATE PROPERTIES I, LLC** shall be cancelled without payment of any consideration and without any conversion.

6. The members of **GATE PROPERTIES I, LLC** who dissent from the merger of **GATE PROPERTIES I, LLC** into **GATE PETROLEUM COMPANY** pursuant to Section

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608.4354, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 608, Florida Statutes, regarding the rights of dissenting members, to be paid the fair value of their membership interests. By the signing of the Certification set forth below, **GATE PETROLEUM COMPANY**, as the sole member of **GATE PROPERTIES I, LLC**, hereby expressly waives all mailing and notification requirements with respect to such rights, as well as the rights under Section 608.4381(3), Florida Statutes, and waives any and all rights to dissent and be paid fair value for its membership interest.

7. This Plan of Merger may be abandoned without approval of the shareholders of **GATE PETROLEUM COMPANY** or the sole member of **GATE PROPERTIES I, LLC**, at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **GATE PETROLEUM COMPANY** or the Managers of **GATE PROPERTIES I, LLC** followed by written notice to the president of the other entity party to the Merger.

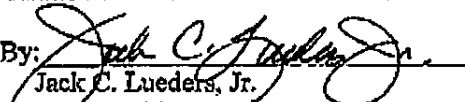
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CERTIFICATION

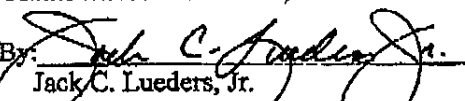
GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE PETROLEUM COMPANY** on the 28th day of June, 2012.

GATE PETROLEUM COMPANY

By: 
Jack C. Lueders, Jr.
Vice President

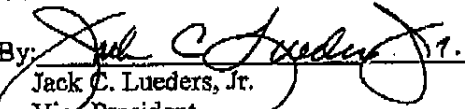
GATE PROPERTIES I, LLC hereby certifies that the foregoing Plan of Merger was adopted and approved by the Sole Member and Managers of **GATE PROPERTIES I, LLC** on the 28th day of June, 2012.

GATE PROPERTIES I, LLC

By: 
Jack C. Lueders, Jr.
President

GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by **GATE PETROLEUM COMPANY**, the sole member of **GATE PROPERTIES I, LLC** on the 28th day of June, 2012.

GATE PETROLEUM COMPANY

By: 
Jack C. Lueders, Jr.
Vice President