

Jun. 27. 2017 4:40PM

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No. 0888 P. 1

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**MERGER OR SHARE EXCHANGE
GATE PETROLEUM COMPANY**

Certificate of Status	0
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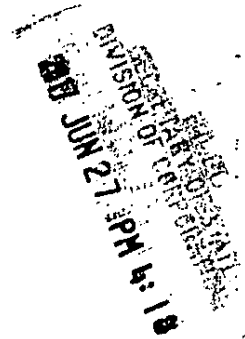
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**ARTICLES OF MERGER
OF
GATE RIVERPLACE COMPANY
INTO
GATE PETROLEUM COMPANY**



Pursuant to the provisions of Sections 607.1104 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **GATE RIVERPLACE COMPANY**, a Florida corporation, 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 RIVERPLACE COMPANY** 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 30, 2017 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 Section 607.1104, Florida Statutes, by the Boards of Directors of **GATE RIVERPLACE COMPANY** and **GATE PETROLEUM COMPANY**, respectively, by resolutions dated June 15, 2017. Approval of the Plan of Merger referred to in Paragraph 1 above by the shareholders of **GATE PETROLEUM COMPANY** or **GATE RIVERPLACE COMPANY** was not required.

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IN WITNESS WHEREOF, GATE PETROLEUM COMPANY and GATE RIVERPLACE COMPANY have caused these Articles of Merger to be signed in their corporate names as of the 15th day of June, 2017.

GATE PETROLEUM COMPANY

By: 

Joseph F. Gwaltney, Jr.
Vice President

GATE RIVERPLACE COMPANY

By: 

Joseph F. Gwaltney, Jr.
Vice President

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EXHIBIT "A"
PLAN OF MERGER
(Attached)

PLAN OF MERGER

This Plan of Merger is a Plan of Liquidation dated as of the 15th day of June, 2017, pursuant to Section 607.1104, Florida Statutes, for the merger of **GATE RIVERPLACE COMPANY**, a Florida corporation, into **GATE PETROLEUM COMPANY**, a Florida corporation. **GATE PETROLEUM COMPANY** is to be the surviving corporation.

BACKGROUND

(1) **GATE RIVERPLACE COMPANY** is a Florida corporation. All of the issued and outstanding shares of capital stock of **GATE RIVERPLACE COMPANY** are owned by **GATE PETROLEUM COMPANY**.

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

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **GATE RIVERPLACE COMPANY** shall be merged into **GATE PETROLEUM COMPANY** (the "Merger") and the separate corporate existence of **GATE RIVERPLACE COMPANY** 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 RIVERPLACE COMPANY** and **GATE PETROLEUM COMPANY** are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:59 p.m. on June 30, 2017 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 Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations 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 Corporations 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 Corporations 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 Corporations 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 share of capital stock of **GATE RIVERPLACE COMPANY** shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of **GATE RIVERPLACE COMPANY** who dissent from the merger of **GATE RIVERPLACE COMPANY** into **GATE PETROLEUM COMPANY** pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding the

rights of dissenting shareholders, to be paid the fair value of their shares. By the signing of the Certification set forth below, **GATE PETROLEUM COMPANY**, as the sole shareholder of **GATE RIVERPLACE COMPANY**, hereby expressly waives all mailing and notification requirements with respect to such rights, and its rights under Section 607.1104(2), Florida Statutes, and waives any and all rights to dissent and be paid fair value for its shares.

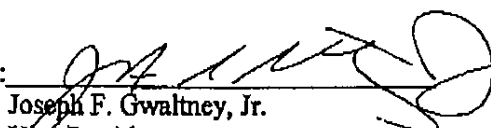
7. This Plan of Merger may be abandoned without approval of the shareholders of **GATE PETROLEUM COMPANY** or **GATE RIVERPLACE COMPANY** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by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

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CERTIFICATION

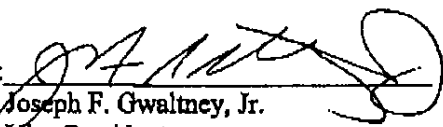
GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE PETROLEUM COMPANY** on the 15th day of June, 2017.

GATE PETROLEUM COMPANY

By: 
Joseph F. Gwaltney, Jr.
Vice President

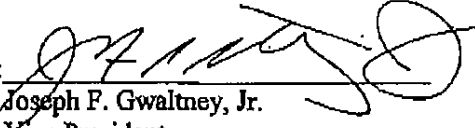
GATE RIVERPLACE COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE RIVERPLACE COMPANY** on the 15th day of June, 2017.

GATE RIVERPLACE COMPANY

By: 
Joseph F. Gwaltney, Jr.
Vice President

GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by **GATE PETROLEUM COMPANY**, the sole shareholder of **GATE RIVERPLACE COMPANY** on the 15th day of June, 2017.

GATE PETROLEUM COMPANY

By: 
Joseph F. Gwaltney, Jr.
Vice President