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EFFECTIVE DATE  
11-30-06

MERGER OR SHARE EXCHANGE

NUI CAPITAL CORP.

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H06000280629 3

ARTICLES OF MERGER  
OF  
NUI STORAGE, INC.  
(a Delaware corporation)  
WITH AND INTO  
NUI CAPITAL CORP.  
(a Florida Corporation)

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was adopted by the Board of Directors and the sole stockholder of each of NUI Storage, Inc. and NUI Capital Corp. on November 21, 2006.
3. The merger shall be effective at 11:59 EST on November 30, 2006.

*[Signatures on following page]*

EFFECTIVE DATE  
11-30-06

H06000280629 3

H06000280629 3

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 21st day of November, 2006.

NUI STORAGE, INC.

By: 

Paul R. Shlanta  
Executive Vice President and  
General Counsel

NUI CAPITAL CORP.

By: 

Paul R. Shlanta  
Executive Vice President and  
General Counsel

H06000280629 3

EXHIBIT AAGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger dated as of the 30<sup>th</sup> day of November, 2006, NUI Storage, Inc., a Delaware corporation ("NUIST"), shall be merged with and into NUI Capital Corp., a Florida corporation ("NUICC").

SECTION 1  
DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean the date and time on which the Merger contemplated by this Agreement and Plan of Merger becomes effective pursuant to the laws of the States of Delaware and Florida, as determined in accordance with Section 2.2 of this Agreement and Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to NUICC as the corporation surviving the Merger.

1.3 Merging Corporation. "Subsidiary Corporation" shall refer to NUIST.

1.4 Merger. "Merger" shall refer to the merger of the Merging Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Agreement and Plan of Merger.

SECTION 2  
TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Agreement and Plan of Merger, at the Effective Time, the Merging Corporation shall be merged with and into Surviving Corporation in accordance with applicable law. NUICC shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name "NUI Capital Corp." The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors and sole stockholders of each of the Merging Corporation and the Surviving Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall be effective at 11:59 p.m. EST on November 30, 2006.

2.3 Articles of Incorporation. The Articles of Incorporation of NUICC as they exist at the Effective Time shall remain in full force and effect after the Effective Time until altered or amended as provided therein, NUICC's bylaws or applicable law.

H06000280629 3

H06000280629 3

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist at the Effective Time shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The Board of Directors of Parent Corporation shall continue to serve as the Board of Directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify or until the earlier of their respective death, resignation or removal.

2.6 Officers. The officers of Parent Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are appointed and qualified or until the earlier of their respective death, resignation or removal.

### SECTION 3 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Merging Corporation shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

### SECTION 4 MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement and Plan of Merger.

4.2 Plan of Reorganization. Each of the parties intends for the Merger to qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Tax Code"). Each of the parties also intends for this Agreement and Plan of Merger to constitute a plan of reorganization within the meaning of Section 368 of the Tax Code and the Treasury Regulations thereunder, and each party to this Agreement and Plan of Merger hereby adopts such plan of reorganization.

*[Signatures on following page]*

H06000280629 3

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

**MERGING CORPORATION:**

NUI STORAGE, INC.

By: 

Paul R. Shlanta  
Executive Vice President and  
General Counsel

**SURVIVING CORPORATION:**

NUI CAPITAL CORP.

By: 

Paul R. Shlanta  
Executive Vice President and  
General Counsel