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Page 1 of 1

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MERGER OR SHARE EXCHANGE

NUI CAPITAL CORP.

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ARTICLES OF MERGER
OF
NUI SERVICE, INC.
(Subsidiary Corporation)
WITH AND INTO
NUI CAPITAL CORP.
(Parent Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 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 of NUI Capital Corp. on October 2, 2009. Approval by the Board of Directors of NUI Service, Inc. of the Agreement and Plan of Merger was not required. Shareholder approval of the Agreement and Plan of Merger was not required by the shareholders of NUI Service, Inc. or the shareholders of NUI Capital Corp.
3. The merger shall be effective at 11:59 p.m. EDT on October 6, 2009.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 2nd day of October, 2009.

NUI SERVICE, INC.

By: Paul R. Shlanta
Name: Paul R. Shlanta
Title: Executive Vice President and
General Counsel

NUI CAPITAL CORP.

By: Paul R. Shlanta
Name: Paul R. Shlanta
Title: Executive Vice President and
General Counsel

EXHIBIT AAGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger dated as of the 6th day of October, 2009, NUI Service, Inc., a New Jersey corporation and a wholly-owned subsidiary of NUI Capital Corp., a Florida corporation ("Parent Corporation"), shall be merged with and into Parent Corporation.

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 Florida and New Jersey, as determined in accordance with Section 2.2 of this Agreement and Plan of Merger.

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

1.3 Subsidiary Corporation. "Subsidiary Corporation" shall refer to NUI Service, Inc.

1.4 Merger. "Merger" shall refer to the merger of the Subsidiary 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 Subsidiary Corporation shall be merged with and into Parent Corporation in accordance with applicable law. Parent Corporation 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 of Parent Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall be effective at 11:59 p.m. EDT on October 6, 2009.

2.3 Articles of Incorporation. The Articles of Incorporation of Parent Corporation 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, Parent Corporation's bylaws or applicable law.

2.4 Bylaws. The bylaws of Parent 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 Subsidiary Corporation shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of Parent 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]

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.

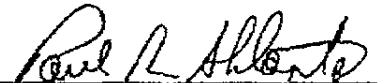
SUBSIDIARY CORPORATION:

NUI SERVICE, INC.

By: 
Name: Paul R. Shlanta
Title: Executive Vice President and
General Counsel

SURVIVING CORPORATION:

NUI CAPITAL CORP.

By: 
Name: Paul R. Shlanta
Title: Executive Vice President and
General Counsel