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(Business Entity Name)

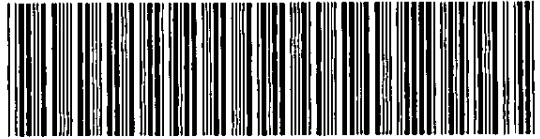
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DATE: 3-17-16

WALK IN

ENTITY NAME: NVI CAPITAL CORP.

****PLEASE FILE THE ATTACHED AND RETURN:****

☒ Plain Copy

☐ Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

☐ Certified Copy of Arts & Amendments

☐ Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: _____

CHECK NUMBER: _____

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

**ARTICLES OF MERGER
OF
NUI INTERNATIONAL, INC.,
(a Delaware corporation)
NUI ENERGY BROKERS, INC.,
(a Delaware corporation)
AND
NUI HUNGARY, INC.
(a Delaware corporation)
WITH AND INTO
NUI CAPITAL CORP.
(a Florida corporation)**

March 15, 2016

FILED
2016 MAR 17 P 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act ("FBCA"), pursuant to Section 607.1005, Florida Statutes.

FIRST: The exact name, principal office street address, jurisdiction of incorporation, and entity type for the surviving entity are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NUI Capital Corp.	Ten Peachtree Place NE, Atlanta, Georgia 30309	Florida	Corporation

SECOND: The exact name, principal office street address, jurisdiction of incorporation, and entity type for each merging entity (the "Merging Entities") are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NUI International, Inc.	Ten Peachtree Place NE, Atlanta, Georgia 30309	Delaware	Corporation
NUI Energy Brokers, Inc.	Ten Peachtree Place NE, Atlanta, Georgia 30309	Delaware	Corporation
NUI Hungary, Inc.	Ten Peachtree Place NE, Atlanta, Georgia 30309	Delaware	Corporation

THIRD: The Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement") was adopted by NUI Capital Corp. on March 15, 2016 in accordance with the applicable provisions of the FBCA.

FOURTH: The shareholder of NUI Capital Corp. was not required to approve the merger in accordance with the applicable provisions of the FBCA.

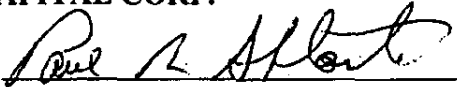
FIFTH: The merger shall become effective on March 25, 2016.

SIXTH: The sole shareholder of each of the Merging Entities adopted the Merger Agreement on March 15, 2016.

SEVENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by its duly authorized representative as of the date first written above.

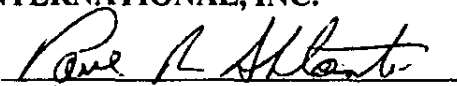
NUI CAPITAL CORP.

By: 

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

NUI INTERNATIONAL, INC.

By: 

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

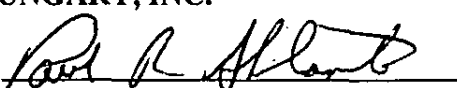
NUI ENERGY BROKERS, INC.

By: 

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

NUI HUNGARY, INC.

By: 

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

Exhibit A

AGREEMENT AND PLAN OF MERGER (Merger of subsidiary corporations)

March 15, 2016

Pursuant to this Agreement and Plan of Merger, NUI International, Inc., a Delaware corporation ("International"), NUI Energy Brokers, Inc., a Delaware corporation ("Energy Brokers"), and NUI Hungary, Inc., a Delaware corporation ("Hungary") shall be merged with and into NUI Capital Corp., a Florida corporation ("NUI Capital").

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 NUI Capital as the corporation surviving the Merger.

1.3 Merging Corporations. "Merging Corporations" shall refer to International, Energy Brokers, and Hungary.

1.4 Merger. "Merger" shall refer to the merger of the Merging Corporations 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 Corporations shall be merged with and into the Surviving Corporation in accordance with applicable law. NUI Capital 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 stockholder of each of the Merging Corporations and the Board of Directors of the Surviving Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall be effective at 12:00 p.m. EST on March 25, 2016.

2.3 Articles of Incorporation. The Articles of Incorporation of NUI Capital as they

exist at the Effective Time shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the Effective Time until altered or amended as provided therein, NUI Capital's bylaws or applicable law.

2.4 Bylaws. The bylaws of NUI Capital 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 NUI Capital 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 qualified or until the earlier of their respective death, resignation or removal.

2.6 Officers. The officers of NUI Capital 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

3.1 The issued and outstanding shares of the Merging Corporations shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of NUI Capital 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.

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

NUI CAPITAL CORP.

By: Paul R. Shlanta

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

NUI INTERNATIONAL, INC.

By: Paul R. Shlanta

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

NUI ENERGY BROKERS, INC.

By: Paul R. Shlanta

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

NUI HUNGARY, INC.

By: Paul R. Shlanta

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel