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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

**AZL RESOURCES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Of

Arizona-Florida Land & Cattle Company  
(a Florida corporation)

with and into

AZL Resources, Inc.  
(an Arizona corporation)

AZL Resources, Inc., an Arizona corporation (the "Surviving Corporation") and sole shareholder of Arizona-Florida Land & Cattle Company, a Florida corporation (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), in compliance with the requirements of the Arizona Business Corporation Act (the "ABCA") and the Florida Business Corporation Act (the "FBCA"), and desiring to effect merger of the Merging Corporation with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

**First:** As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

NAME

STATE OF INCORPORATION

AZL RESOURCES, INC.

Arizona

ARIZONA-FLORIDA LAND & CATTLE COMPANY

Florida

**Second:** A plan of merger, attached hereto as Exhibit A, (the "Plan of Merger") has been approved and adopted by the Surviving Corporation in accordance with the requirements of the ABCA and the FBCA;

**Third:** The name and address of the Surviving Corporation of the merger will be AZL Resources, Inc., 600 North Dairy Ashford Road, Houston, Texas 77079-1175;

✓ **Forth:** The name and address of the statutory agent of the Surviving Corporation will be Corporation Service Company, 2338 W. Royal Palma Road Suite J, Phoenix, Arizona 85021;

✓ **Fifth:** The Restated Articles of Incorporation of AZL Resources, Inc. immediately prior to the merger shall be the Restated Articles of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law;

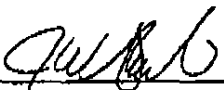
**Sixth:** The Plan of Merger was adopted by the board of directors of the Surviving Corporation on May 10, 2007, and shareholder approval was not required;

**Seventh:** The Plan of Merger was adopted by the board of directors of the Merging Corporation on May 10, 2007, and shareholder approval was not required;


**Eighth:** The merger will become effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida.

Dated: May 11, 2007

**AZL RESOURCES, INC.**  
(an Arizona corporation)

By:   
J. W. Sheets  
Vice President and Treasurer

**ARIZONA - FLORIDA LAND & CATTLE COMPANY**  
(a Florida corporation)

By:   
R. C. Berney  
President

**EXHIBIT A**

**Plan of Merger**

## **PLAN OF MERGER**

of

**Arizona-Florida Land & Cattle Company**  
(a Florida corporation)

with and into

**AZL Resources, Inc.**  
(an Arizona corporation)

THIS PLAN OF MERGER (this "Plan of Merger") dated as of May 10, 2007 sets forth the terms and conditions governing the merger of Arizona-Florida Land & Cattle Company, a Florida corporation ("AFLCC") with and into AZL Resources, Inc., an Arizona corporation ("AZL Resources") and sole shareholder of AFLCC (the "Merger"), in accordance with the Arizona Business Corporation Act (the "ABCA") and the Florida Business Corporation Act (the "FBCA").

### **ARTICLE 1**

#### **MERGER AND NAME OF SURVIVING CORPORATION**

Effective as of the date the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Time"), AFLCC shall be merged with and into AZL Resources in accordance with this Plan of Merger, with AZL Resources to be the "Surviving Corporation" and to continue its corporate existence as an Arizona corporation governed by the laws of the State of Arizona.

### **ARTICLE 2**

#### **TERMS AND CONDITIONS OF MERGER**

At the Effective Time, the Merger shall have the effect specified in the ABCA and the FBCA, as applicable, with respect to AFLCC and the Surviving Corporation.

### **ARTICLE 3**

#### **MANNER AND BASIS OF CONVERTING SHARES**

At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of capital stock of AFLCC shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or deliverable in exchange therefor. At the Effective Time, each share of common stock of AZL Resources that was outstanding immediately prior to the Effective Time shall not be converted or otherwise affected by the Merger and shall remain outstanding after the Merger.

**ARTICLE 4**  
**ARTICLES OF INCORPORATION, BYLAWS**  
**AND DIRECTORS AND OFFICERS**

The Restated Articles of Incorporation of AZL Resources, as in effect immediately prior to the Effective Time, shall be the Restated Articles of Incorporation of the Surviving Corporation until thereafter changed or amended in accordance with the provisions thereof and applicable law. The bylaws of AZL Resources in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation, until thereafter changed or amended in accordance with the provisions thereof and applicable law. The directors and officers of AZL Resources immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation as of the Effective Time, until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

**ARTICLE 5**  
**MISCELLANEOUS**

Shareholders of AFLCC that, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and to dissent from the Merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Arizona and the laws of the State of Florida, as applicable.