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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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38

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LAKE WALES
May 18, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

***Re: Filing of Articles of Merger of Mid-State Energy, Inc., a Florida Corporation and
Highlands Oil Company, Inc., a Florida Corporation***

To Whom It May Concern:

Enclosed herewith please find a check in the amount of \$157.50 to file the Articles of Merger of Mid-State Energy, Inc., a Florida Corporation and Highlands Oil Company, Inc., a Florida Corporation. Also enclosed, please find an Affidavit and Articles of Incorporation of Highlands Oil Co., Inc. Please file the documents in the following order:

1. Articles of Merger of Mid-State Energy, Inc., and Highlands Oil Company, Inc., Florida Corporations;
2. Affidavit;
3. Articles of Incorporation of Highlands Oil Company, Inc.;

Please send the certified copies to my attention at the following address:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33859-1079

If you should have any questions regarding the documents, please feel free to give me a call.

Sincerely,

Keith H. Wadsworth/mr
Keith H. Wadsworth

/mr
enclosures

ARTICLES OF MERGER
of
MID-STATE ENERGY, INC., A FLORIDA CORPORATION
and
HIGHLANDS OIL CO., INC., A FLORIDA CORPORATION

These Articles of Merger are adopted by and between Mid-State Energy, Inc., a Florida Corporation ("Mid-State") and Highlands Oil Co., Inc., a Florida Corporation ("Highlands"), who state as follows:

1. The above stated corporations adopted a Plan of Merger dated the 1st day of April, 2005, with said Plan of Merger being unanimously adopted and approved by all of the shareholders and directors of Mid-State and Highlands, on the said 1st day of April, 2005.

2. Pursuant to and as further set forth in said Plan of Merger, all issued and outstanding shares of Highlands stock will be acquired by and merged into Mid-State, by means of a merger of Highlands into Mid-State.

3. Mid-State shall be the surviving corporation upon completion of the Plan of Merger, and Highlands shall cease its separate corporate existence.

4. Pursuant to Section 607.1106, Florida Statutes, upon the effective date of the merger described herein, the title to all real estate, assets and other property, or any interest therein, owned by Highlands or Mid-State shall be vested and transferred solely in and to Mid-State, without reversion or impairment, and Mid-State shall be responsible and liable for all the liabilities and obligations of Highlands or Mid-State.

IN WITNESS HEREOF, the parties have set their hands and seals on these Articles of Merger this 1st day of April, 2005.

MID-STATE ENERGY, INC.

By: Kenneth E. Allen Sr.
Kenneth E. Allen, Sr., as President

HIGHLANDS OIL CO., INC.

By: Kenneth E. Allen Jr.
Kenneth E. Allen, Jr., as President

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05 MAY 23 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kelly Tingle
Printed Name: Kelly Tingle
Witness

Kenneth E. Allen, Jr.
KENNETH E. ALLEN, JR.

Cindy A. Hartsfield
Printed Name: Cindy A. Hartsfield
Witness

Sworn to and subscribed before me this 17 day of MAY, 2005, by KENNETH E. ALLEN, JR., who is personally known to me or has shown a driver's license as identification.

(SEAL)



Shirlee E. Roberts
Commission # DD323223
Expires June 18, 2008
Bonded Troy Fain - Insurance, Inc. 800-395-7019

Shirlee E. Roberts
Printed Name: SHIRLEE E. ROBERTS
Notary Public
My Commission Expires:

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), dated the 1st day of April, 2005, is made by and among Mid-State Energy, Inc., a Florida corporation ("Mid-State"), and Highlands Oil Co., Inc., a Florida corporation ("Highlands"), and is joined by all Shareholders and Directors of said corporations, who state as follows:

WHEREAS, all of the shareholders and directors of Mid-State and Highlands desire that Highlands merge into Mid-State, with Mid-State being the surviving corporation, on the terms, and subject to the conditions set forth in this Plan of Merger, in accordance with Section 607.1101, et al, Florida Statutes.

NOW THEREFORE, for and in consideration of the sum of ten dollars and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I RECITALS

The above stated recitals are true and correct and are incorporated herein by reference.

ARTICLE II MERGER

1. The parties hereby acknowledge and agree that the "effective date" of this Plan of Merger shall be April 1st, 2005.

2. On the effective date, Highlands shall be merged into Mid-State, with Mid-State being the surviving entity. The separate existence of Highlands shall cease at the effective date, and the existence of Mid-State shall continue unaffected and unimpaired by the merger, with all rights, privileges, immunities, liabilities, and franchises, of a public as well as of a private nature, and subject to all of the duties and liabilities of corporations organized under the laws of the State of Florida.

3. As an effect of this merger, and at the effective date, Mid-State shall possess all of the rights, privileges, immunities, liabilities, and franchises, of both a public and private nature, of Highlands, and shall be responsible and liable for all liabilities and obligations of Highlands, all as more particularly set forth in Section 607.1106, et al, Florida Statutes.

4. As a further effect of this merger, and at the effective date, all of the assets of Highlands shall automatically be transferred to and become assets of Mid-State.

5. This Plan of Merger has been unanimously adopted and approved by all of the shareholders and directors of Mid-State and Highlands.

ARTICLE III TERMS OF THE MERGER

1. For purposes of this merger, all of the Directors and shareholders of Mid-State and Highlands agree to and hereby accept the corporate valuations calculated by Southland Business Group, Inc., dated March 2005 as to Mid-State and dated April 2005 as to Highlands, with the value of each such corporation calculated as of December 31, 2004, to wit: the fair market value of one hundred (100%) percent of the stock of Mid-State is \$3,533,300.00, equivalent to a \$294.44 per share value (rounding up to the next whole cent), and the fair market value of one hundred (100%) percent of the stock of Highlands is \$834,200.00, equivalent to a \$297.93 per share value (rounding up to the next whole cent). All Directors and shareholders of Mid-State and Highlands hereby agree that the above values represent accurate, fair and current values of the corporations and each hereby waives and relinquishes any right, action or claim which he or she has or may have at any time in the future to dispute the value of said corporations or the type and amount of shares relinquished, exchanged and merged as stated herein. Without limiting the generality of the foregoing, the shareholders of Highlands specifically acknowledge and agree that they are receiving fair and adequate consideration for their shares of Highlands, and that the shares of Mid-State which they are receiving in exchange therefor are of equal value to the shares in Highlands which they are relinquishing.

2. According to the above accepted valuations, each one (1) share of the common stock of Highlands issued and outstanding on the effective date and all rights in respect thereof, by virtue of the merger described herein and without any action on the part of the shareholders, shall be cancelled of record and shall be converted into 1.0114 shares of the presently authorized and unissued shares of the common stock of Mid-State, equating so that for every seven hundred (700) shares of the common stock of Highlands cancelled and converted hereunder, seven hundred eight (708) shares (rounding up to the next whole share for any partial shares) of Mid-State common stock shall be authorized and issued.

3. As soon as practical after the effective date, the shareholders of Highlands shall surrender their stock certificates for cancellation and reissuance to comply with the terms of the merger stated herein.

4. If at any time after the effective date, any of the corporate parties hereto shall determine that any further conveyances, agreements, documents, instruments, and assurances for any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of such corporation, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to carry out the provisions of this Plan of Merger.

5. Upon the closing of this Plan of Merger, Mid-State and Highlands shall cause their respective officers to execute Articles of Merger in accordance with the provisions herein contained, which shall be delivered for filing to the Florida Secretary of State.

6. At any time before the effective date, this Plan of Merger may be terminated and the merger abandoned by mutual consent of the Boards of Directors of Mid-State and Highlands, notwithstanding favorable action of the shareholders of the respective corporations.

7. Immediately upon the merger, the name "Highlands Oil Co., Inc." shall be available for use. One or more of the shareholders intend to file a new corporation with the Florida Secretary of State utilizing said name, which shall be a new and separate entity from the Highlands Oil Co., Inc. merged herein.

8. At any time before the effective date, this Plan of Merger may be amended by the mutual consent of the Board of Directors of Mid-State and Highlands.

SIGNATURES ON FOLLOWING PAGE

IN WITNESS HEREOF, the parties have executed this Plan of Merger as of the date above written:

MID-STATE ENERGY, INC.

By: Kenneth E. Allen, Sr.
Kenneth E. Allen, Sr., as President

HIGHLANDS OIL CO., INC.

By: Kenneth E. Allen, Jr.
Kenneth E. Allen, Jr., as President

Kenneth E. Allen, Sr.
Kenneth E. Allen, Sr.

Kenneth E. Allen, Jr.
Kenneth E. Allen, Jr.

Margaret F. Allen
Margaret F. Allen

Cindy A. Hartsfield
Cindy A. Hartsfield

Kelly A. Tingle
Kelly A. Tingle

Tisa L. Oldham
Tisa L. Oldham