

379536

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JAN 31 2016

T. LEMIEUX

*Merfex*

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 484262 82866A

AUTHORIZATION :

COST LIMIT : \$ 70



ORDER DATE : January 30, 2017

ORDER TIME : 10:45 AM

ORDER NO. : 484262-005

CUSTOMER NO: 82866A

ARTICLES OF MERGER

SMITH BROTHERS OIL COMPANY,  
INC.

INTO

QUALITY PETROLEUM CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: \_\_\_\_\_

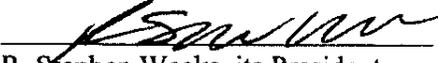
**ARTICLES OF MERGER**

SMITH BROTHERS OIL COMPANY, INC., a Florida corporation, and QUALITY PETROLEUM CORPORATION, a Florida corporation (collectively, the "Corporations"), acting in compliance with Section 607.1105, Florida Statutes, adopt these Articles of Merger.

1. The name of the surviving corporation is QUALITY PETROLEUM CORPORATION, a Florida corporation (Document # 379536).
2. The name of the merging corporation is SMITH BROTHERS OIL COMPANY, INC., a Florida corporation (Document # J01547).
3. A copy of the executed Plan of Merger is attached hereto as **Exhibit "A"**.
4. The merger shall become effective on February 1, 2017.
5. The Plan of Merger was approved and adopted by all of the Board of Directors and shareholders of QUALITY PETROLEUM CORPORATION, the surviving corporation, on January ~~30~~ 2017.
6. The Plan of Merger was approved and adopted by all of the Board of Directors and shareholders of SMITH BROTHERS OIL COMPANY, INC., the merging corporation, on January ~~30~~, 2017.

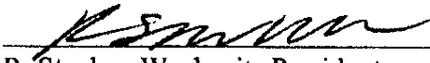
**Surviving Corporation**

QUALITY PETROLEUM CORPORATION,  
a Florida corporation

By:   
R. Stephen Weeks, its President

**Merging Corporation**

SMITH BROTHERS OIL COMPANY, INC.  
a Florida corporation

By:   
R. Stephen Weeks, its President

FILED  
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TALLAHASSEE, FLORIDA

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**Exhibit A**  
**Plan of Merger**

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## **PLAN OF MERGER**

This Plan of Merger is entered into January 30, 2017, by and between SMITH BROTHERS OIL COMPANY, INC., a Florida corporation (the "Merging Corporation") and QUALITY PETROLEUM CORPORATION, a Florida corporation (the "Surviving Corporation").

### **Recitals**

WHEREAS, the Merging Corporation owns and operates a business located in Bartow, Florida, that specializes in servicing commercial and industrial accounts with fuel, lubricants, equipment, and maintenance;

WHEREAS, the Surviving Corporation owns and operates a business located in Lakeland, Florida, that specializes in automated fueling, bulk fuel deliveries, oil deliveries, oil sample analysis, and lubrication surveys;

WHEREAS, the Merging Corporation and Surviving Corporation (collectively, the "Corporations") are each wholly owned by R. Stephen Weeks, the sole shareholder (the "Shareholder");

WHEREAS, Shareholder owns 100 shares of the issued and outstanding common shares in and to the Merging Corporation;

WHEREAS, Shareholder owns 50 shares of the issued and outstanding common shares in and to the Surviving Corporation;

WHEREAS, Merging Corporation has 9,900 shares of common stock held as treasury stock, of which 9,800 shares are held as security for certain currently outstanding loans (the "Loans") from certain former shareholders of the Merging Corporation, pursuant to the Redemption Agreement dated as of April 1, 2013 among the Merging Corporation, the Surviving Corporation and certain other parties, which Loans have been assigned to the current holders thereof (the "Lenders");;

WHEREAS, Surviving Corporation has 4,950 shares of common stock held as treasury stock, of which 4,900 shares are held as security for the Loans;

WHEREAS, the Shareholder and the Lenders approve and authorize the merger of the Merging Corporation with and into the Surviving Corporation;

WHEREAS, the Shareholder desires to merge the Merging Corporation with and into the Surviving Corporation and thereby enhance the operational efficiency of the Corporations, eliminate the need for financial interdependence and duplication of record keeping, reduce the costs and expenses incurred by the Corporations, eliminate the potential overlapping of employee responsibilities, and add to the services offered to the Corporations' customers;

WHEREAS, the merger is to qualify as a reorganization under Section 368 of the Internal Revenue Code; and

WHEREAS, the merger herein shall become effective on February 1, 2017 ("Effective Date").

NOW THEREFORE, in connection with such merger and in accordance with Section 607.1101, Florida Statutes, the Corporations desire to enter into this Plan of Merger.

1. Incorporation. The above referenced recitals are true and correct, and are incorporated herein into this Plan of Merger.

2. Merging Corporation. The name of the Merging Corporation is SMITH BROTHERS OIL COMPANY, INC., a Florida corporation (Document # J01547).

3. Surviving Corporation. The name of the Surviving Corporation is QUALITY PETROLEUM CORPORATION, a Florida corporation (Document # 379536).

4. Merger. After this Plan of Merger is approved and adopted by the each of the Corporations' respective Board of Directors and Shareholders, the Merging Corporation shall be merged with and into the Surviving Corporation on the Effective Date. The separate existence of the Merging Corporation shall cease and both Corporations shall become a single corporation which shall be the Surviving Corporation. The title to all real estate and other property owned by the Corporations shall be vested in the Surviving Corporation without reversion or impairment and without further act or deed upon consummation of this Plan of Merger. The Surviving Corporation assumes all indebtedness, liabilities and obligations of the Merging Corporation as of the Effective Date. From and after the Effective Date, all debts, liabilities and obligations of the Merging Corporation, and all rights of creditors and all liens upon any property of the Merging Corporation, shall continue unimpaired and shall become debts, liabilities, obligations and liens of the Surviving Corporation and shall attach to the Surviving Corporation and its property, and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities, obligations and liens originally had been incurred or contracted by the Surviving Corporation. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur; alternatively, the Surviving Corporation may be substituted for the Merging Corporation as a party to the proceeding. On or before the Effective Date, the Corporations shall cause the Articles of Merger to be filed with the appropriate state official. From time to time after the Effective Date, the Corporations shall execute and deliver such other documents and take such other actions as may be reasonably required to accomplish this Plan of Merger.

5. Shares of Stock. The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation are as follows:

(a) Exchange of Shares. On or after the Effective Date, the Surviving Corporation, upon receipt of properly endorsed stock certificates or other transfer of the stock certificates representing all of the Merging Corporation's issued and outstanding shares of common stock and all shares of treasury stock held as security for the former shareholders, shall: (i) issue to the Shareholder a stock certificate representing one share of common stock of the Surviving Corporation for every 3.46 shares of the Merging Corporation's common stock held by the Shareholder prior to the Effective Date of this Plan of Merger; and (ii) encumber in favor of the Lenders one share of treasury stock of the Surviving Corporation for every 3.46 shares of the Merging Corporation's treasury stock encumbered in favor of the Lenders prior to the Effective Date of this Plan of Merger. The shares of common stock received by the Shareholder from the

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Surviving Corporation shall be issued and outstanding, and the Shareholder shall be entitled to all rights, dividends and interests as the shareholder of the Surviving Corporation. The shares of the Surviving Corporation's common stock encumbered and pledged to the Lenders shall be evidenced by share certificates delivered to the respective Lenders as collateral for the Loans, and shall be subject to the terms of the pledge agreements related to the Loans, and the Lenders shall be entitled to all rights as the pledgees of such shares pursuant to such pledge agreements. In accordance with the above, on or after the Effective Date the Shareholder shall receive 28.90 shares of fully paid, non-assessable common stock of the Surviving Corporation, and the Lenders shall each receive a security interest encumbering 1,416.18 shares of fully paid, non-assessable common stock held as treasury stock of the Surviving Corporation.

(b) Cancellation of Merging Corporation's Shares. On the Effective Date, each share of the Merging Corporation's stock that is then issued and outstanding and all treasury stock, shall, by virtue of this Plan of Merger and without further action required by the Merging Corporation, the Board of Directors of Merging Corporation, the Surviving Corporation, or the Board of Directors of Surviving Corporation, be immediately cancelled.

(c) Continuity of Surviving Corporation's Shares. Each share of stock issued and outstanding in the Surviving Corporation as of the Effective Date shall continue to be an issued and outstanding share of stock of the Surviving Corporation notwithstanding this Plan of Merger.

6. Corporate Incidents.

(a) Articles of Incorporation. The Surviving Corporation's Articles of Incorporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this Plan of Merger.

(b) Bylaws. The Surviving Corporation's Bylaws, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this Plan of Merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date. The Board of Directors shall hold office until their successors have been elected and qualified pursuant to the Surviving Corporation's Articles of Incorporation and/or the Surviving Corporation's Bylaws. The officers of the Surviving Corporation, if any, shall consist of the persons who are officers of the Surviving Corporation immediately prior to the Effective Date.

7. Representations and Warranties of the Merging Corporation. The Merging Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida, has the corporate power to own its properties and to carry on its business as now conducted.

8. Representations and Warranties of the Surviving Corporation. The Surviving Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida, has the corporate power to own its properties and to carry on its business as now conducted.

[SIGNATURES ON FOLLOWING PAGE.]

**PLAN OF MERGER IS APPROVED AND ACCEPTED BY:**

**Surviving Corporation's Board of Directors:**

**QUALITY PETROLEUM CORPORATION,**  
a Florida corporation

  
\_\_\_\_\_  
R. Stephen Weeks

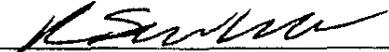
**Merging Corporation's Board of Directors:**

**SMITH BROTHERS OIL COMPANY, INC.**  
a Florida corporation

  
\_\_\_\_\_  
R. Stephen Weeks

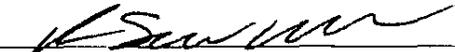
**Surviving Corporation:**

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a Florida corporation

By:   
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R. Stephen Weeks, Its President

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\_\_\_\_\_  
R. Stephen Weeks, Its President