

Document Number Only

650582

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

98 JAN -9 PM 3:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Atlantic Utilities Corporation

Merging into:

Southern Union Company

Merger

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement

- ☐ Annual Report
☐ Reservation

- ☐ Other
☐ Change of R.A.

☐ Fictitious Name Filing

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JAN 08 1998

File First

Thanks,
Jeff

650582

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC UTILITIES CORPORATION, a Florida corporation 650582
,

INTO

SOUTHERN UNION COMPANY. a Delaware corporation not qualified in Florida

File date: January 9, 1998

Corporate Specialist: Annette Hogan

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

OF

ATLANTIC UTILITIES CORPORATION
(a Florida corporation)

INTO

SOUTHERN UNION COMPANY
(a Delaware corporation)

FILED
98 JAN -9 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA") hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State/country of incorporation</u>
Southern Union Company	Delaware
Atlantic Utilities Corporation	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger. Approval of the shareholders of the foreign corporation was not required under the laws under which such foreign corporation is organized.

THIRD: The foreign corporation has complied with Sections 607.1105 and 607.1107 of the FBCA as surviving corporation of the merger; and the domestic corporation has complied with the applicable provisions of Sections 607.1101 through 607.1104 of the FBCA.

FOURTH: The Plan of Merger, dated December 4, 1997, between Atlantic Utilities Corporation, Southern Union Company and the shareholders of Atlantic Utilities Corporation (the "Plan of Merger") was adopted by the shareholders of Atlantic Utilities Corporation on the 4th day of December, 1997 and was adopted by Board of Directors of Southern Union Company on the 4th day of December, 1997.


FIFTH: The Plan of Merger is attached hereto as Exhibit A.

SIXTH: Pursuant to Section 607.1105(1)(b) of the FBCA, the merger shall be effective as of the date and time these Articles of Merger are filed with the Secretary of State of the State of Florida.

These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Signed this day of January, 1998.

SOUTHERN UNION COMPANY

By:  _____
George E. Yankowski
Treasurer

ATLANTIC UTILITIES CORPORATION

By: _____
J. Peter Martin
President

These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Signed this day of January, 1998.

SOUTHERN UNION COMPANY

By: _____
George E. Yankowski
Treasurer

ATLANTIC UTILITIES CORPORATION

By: 
J. Peter Martin
President

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is made as of the 4th of December, 1997, by and among SOUTHERN UNION COMPANY, a Delaware corporation ("SUG"), ATLANTIC UTILITIES CORPORATION, a Florida corporation ("AUC"), J. PETER MARTIN, an individual residing in the State of Florida ("Martin"), WILLIAM R. HOUGH & CO., a Florida corporation ("Hough & Co."), WILLIAM R. HOUGH, an individual residing in the State of Florida ("Hough"), and E.J. KAHL, an individual residing in the State of Florida ("Kahl" and, collectively with Martin, Hough & Co. and Hough, the "Stockholders," and each a "Stockholder"). The merger between SUG and AUC provided for herein (the "Merger") is being effected pursuant to this Plan in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "FBCA").

Section 1. The Merger. At the Effective Time (as defined in Section 2 hereof), and subject to and upon the terms and conditions of this Plan, the Delaware General Corporation Law (the "DGCL") and the FBCA, AUC shall be merged with and into SUG, the separate corporate existence of AUC shall cease, and SUG shall continue as the surviving corporation. SUG, as the surviving corporation after the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

Section 2. Effective Time. On the date upon which the consummation of the Merger occurs (the "Closing Date"), the parties hereto shall cause the Merger to be consummated by filing articles of merger as required by the FBCA with the Secretary of State of the State of Florida (the "Articles of Merger"), to which this Plan is attached, and a certificate of merger as required by the DGCL with the Secretary of State of the State of Delaware (the "Certificate of Merger" and, together with the Articles of Merger, the "Certificates of Merger") (the time of such filing being referred to herein as the "Effective Time").

Section 3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Plan, the Certificates of Merger and the applicable provision of the FBCA and the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all of the estate, property, rights, privileges, powers and franchises of whatever nature and description, of a public as well as a private nature, of AUC shall be transferred to and vest in the Surviving Corporation, and all debts, liabilities and duties of AUC shall become the debts, liabilities and duties of the Surviving Corporation.

Section 4. Articles of Incorporation; Bylaws.

(a) Articles of Incorporation. At the Effective Time, the Restated Certificate of Incorporation of SUG, as in effect immediately prior to the Effective Time (the "Certificate of Incorporation"), shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided in the DGCL and the Certificate of Incorporation.

(b) Bylaws. The Bylaws of SUG, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by the DGCL, the Certificate of Incorporation of the Surviving Corporation and such Bylaws.

Section 5. Directors and Officers. The directors and officers of SUG immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation, in each case in accordance with the circumstances and conditions of their election or appointment to such office prior to the Effective Time.

Section 6. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of SUG, AUC or the Stockholders:

(a) Conversion of Securities: Merger Consideration. The common stock, \$.01 par value per share, of AUC (the "AUC Common Stock") issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive and shall be exchanged for (i) 755,650 shares of validly issued, fully paid and nonassessable shares (the "Stock Consideration") of the Common Stock, par value \$1.00 per share, of SUG (the "SUG Common Stock") and (ii) Four Million Four Hundred Thirty-Six Thousand Two Hundred Fifty Dollars (\$4,436,250), in each case distributed to each Stockholder based on such Stockholder's proportionate interest in the shares of AUC Common Stock outstanding immediately prior to the Effective Time.

(b) Cancellation. Each share of AUC Common Stock held in the treasury of AUC and each share of AUC Common Stock owned by any subsidiary of AUC immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding, be cancelled and retired without payment of any consideration therefor and cease to exist.

(c) Capital Stock of SUG. Each share of SUG Common Stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and unchanged.