

790 556

Matt Foster
(Requestor's Name)

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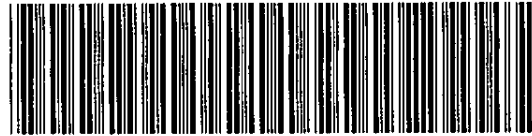
Allen Dell PA
(Business Entity Name)

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09 NOV - 5 PM 12: 25
REGISTRATION & STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. CLINE

NOV - 5 2009

EXAMINER

FILED
09 NOV - 5 PM 12: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
09 NOV - 5 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and Non-Profit Corporation in accordance with § 607.1109, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Acuera Corp. W03251	Florida	Profit Corporation
Seminole Electric Cooperative, Inc. 790554	Florida	Non-Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Seminole Electric Cooperative, Inc.	Florida	Non-Profit Corporation


THIRD: The attached plan of merger was approved by each domestic Profit and Non-Profit Corporation that is party to the merger in accordance with the applicable provisions of Chapters 607 and 617 Florida Statutes.

FOURTH: The effective date of this merger is the date of filing of these Articles of Merger.

FIFTH: The Board of Directors and the sole shareholder of Acuera Corp. approved this merger on October 8, 2009 in accordance with the terms of § 607.1103, F.S. The Board of Directors and the members of Seminole Electric Cooperative, Inc. approved this merger on October 8, 2009 in accordance with the terms of § 617.1103, F.S. The number of votes cast for the merger by the shareholders of Acuera Corp. and the members of Seminole Electric Cooperative, Inc. was sufficient for approval.

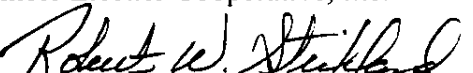
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Acuera Corp. and Seminole Electric Cooperative, Inc. as of the 8th day of October, 2009.

Acuera Corp.

By: 
Timothy S. Woodbury
Title: President

Legal
Review


Seminole Electric Cooperative, Inc.

By: 
Robert W. Strickland
Title: President

Legal
Review


FILED
09 NOV -5 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FILED
09 NOV -5 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Acuera Corp.	Florida	Profit Corporation
Seminole Electric Cooperative, Inc.	Florida	Non-Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Seminole Electric Cooperative, Inc.	Florida	Non-Profit Corporation

THIRD: The terms and conditions of the merger are as follows:

Acuera Corp. will merge with and into Seminole Electric Cooperative, Inc. which owns all of the outstanding shares of all classes of stock of Acuera Corp. Seminole Electric Cooperative, Inc. will be the surviving entity in this merger and its Articles of Incorporation will not be changed or affected by this merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

As Seminole Electric Cooperative, Inc. owns all outstanding shares of Acuera Corp. such shares will be cancelled and terminated in the merger of the 100% owned subsidiary into its parent. The outstanding equity interests of the members of Seminole Electric Cooperative, Inc. will not be affected by the merger.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

As Seminole Electric Cooperative, Inc. owns all outstanding shares of Acuera Corp. all rights to acquire interests, shares, obligations or other securities of Acuera Corp. will be cancelled and terminated in the merger of the 100% owned subsidiary into its parent. All rights to acquire interests, shares obligations or other securities of Seminole Electric Cooperative, Inc. will not be affected by the merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA