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**MERGER OR SHARE EXCHANGE  
DECKER ENERGY INTERNATIONAL, INC**

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**ARTICLES OF MERGER**  
**OF**  
**ALTAGAS DEI ACQUISITION INC.,**  
**WITH AND INTO**  
**DECKER ENERGY INTERNATIONAL, INC.**

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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA, in connection with the Merger (as such term is defined below):

**First.** The name and state of incorporation of the surviving corporation ("Surviving Corporation") in the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
<b>DECKER ENERGY INTERNATIONAL, INC.</b>	Florida

(Document Number F83035)

**Second.** The name and state of incorporation of the merging corporation ("Merging Corporation") in the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
<b>ALTAGAS DEI ACQUISITION INC.</b>	Florida

(Document Number P11000100629)

**Third.** At the Effective Time (as defined below), Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") and the separate existence of Merging Corporation shall cease. Surviving Corporation is the surviving corporation in the Merger.

**Fourth.** A copy of the Plan of Merger dated as of the date hereof (the "Plan of Merger"), by and among the Surviving Corporation and the Merging Corporation, is attached hereto as Exhibit A and made a part hereof by this reference as if fully set forth herein.

**Fifth.** The Merger shall become effective (the "**Effective Time**") on the date and at the time that these Articles of Merger are filed with the Department of State of the State of Florida.

**Sixth.** The Plan of Merger was adopted by the Board of Directors of Surviving Corporation effective as of November 30, 2011 and was approved by the shareholders of Surviving Corporation on January 12, 2012.

**Seventh.** The Plan of Merger was adopted by the Board of Directors of Merging Corporation on November 23, 2011 and was approved by the sole shareholder of Merging Corporation on November 22, 2011.

These Articles of Merger may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

*[Signatures to Follow]*

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as  
of January 26, 2012

*alt* ALTAGAS DEI ACQUISITION INC., a Florida  
corporation

By: David M. Harris

Name: David M. Harris

Title: President

DECKER ENERGY INTERNATIONAL, INC., a  
Florida corporation

By: \_\_\_\_\_

Name: Macauley Whiting, Jr.

Title: President and Chief Executive Officer

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as  
of January 26, 2012

ALTAGAS DEI ACQUISITION INC., a Florida  
corporation

By: \_\_\_\_\_  
Name: David M. Harris  
Title: President

DECKER ENERGY INTERNATIONAL, INC., a  
Florida corporation

By: Macauley Whiting Jr  
Name: Macauley Whiting, Jr.  
Title: President and Chief Executive Officer

Exhibit A

Plan of Merger

### **PLAN OF MERGER**

**THIS PLAN OF MERGER** (this "**Plan of Merger**") is entered into by and between AltaGas DEI Acquisition Inc., a Florida corporation (the "**Merging Corporation**") and Decker Energy International, Inc., a Florida corporation (the "**Surviving Corporation**"). The Merging Corporation and the Surviving Corporation may be jointly referred to herein as the "**Constituent Corporations**."

### **RECITALS:**

**WHEREAS**, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of One Thousand (1,000) shares of common stock, par value \$0.01 per share, of which one hundred (100) shares are outstanding, and each share of common stock possesses certain voting rights with respect to the Plan of Merger;

**WHEREAS**, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of Six Million, Five Hundred Thousand (6,500,000) shares of common stock having a par value of Five cents (\$0.05) per share of which Four Million Six Hundred Twenty-Eight Thousand Five Hundred Sixteen (4,628,516) shares of common stock are outstanding, and each share of common stock possesses certain voting rights with respect to the Plan of Merger;

**WHEREAS**, the sole shareholder and directors of the Merging Corporation have determined that it is advisable and in the best interests of the Merging Corporation that the Merging Corporation will merge with and into the Surviving Corporation, upon the terms and conditions of this Plan of Merger (the "**Merger**");

**WHEREAS**, the shareholders and directors of the Surviving Corporation have determined that the Merger is advisable and in the best interests of the Surviving Corporation and that the Merging Corporation will merge with and into the Surviving Corporation, upon the terms and conditions of this Plan of Merger; and

**WHEREAS**, the Constituent Corporations have duly adopted and approved this Plan of Merger in accordance with the provisions of the Florida Business Corporations Act (the "**Act**");

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Corporations hereby agree as follows:

1. Constituent Corporations. The Merging Corporation and the Surviving Corporation shall be parties to the Merger. The name of the Surviving Corporation shall be Decker Energy International, Inc.

2. Terms and Conditions of Merger. At the Effective Time (as defined herein), the Merging Corporation shall merge with and into the Surviving Corporation, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue to exist in accordance with the applicable provisions of the Act. The Merger shall become effective immediately upon the filing of the Articles of Merger with the Department of State of the State of Florida (such date and time, the "Effective Time").

3. Effect on Capital Stock.

At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations:

(a) each share of the Merging Corporation common stock, that is issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without the need for any further action on the part of the Merging Corporation or any other person, be converted into one share of common stock of the Surviving Corporation; and

(b) (i) each share of the Surviving Corporation's common stock that is issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without the need for any further action on the part of the Surviving Corporation or any other person (other than treasury stock or shares which are subject to appraisal rights), be converted into, and represent solely the right to receive from the Surviving Corporation, an amount of cash, without interest, equal to the Merger Consideration, as defined in that certain Agreement and Plan of Merger by and among the Constituent Corporations and others, dated as of November 23, 2011, as amended, (ii) each share of the Surviving Corporation's common stock outstanding immediately prior to the Effective Time that is owned by the Surviving Corporation (as treasury stock or otherwise) will automatically be cancelled, retired and cease to exist, and no consideration shall be delivered in exchange therefore, and (iii) any shares of the Surviving Corporation's common stock as to which the holders thereof have perfected appraisal rights under the statutory procedures of Sections 607.1301 through 607.1333 of the Act will be treated in accordance with the Act.

4. Governing Documents.

(a) Articles of Incorporation. The Amended and Restated Articles of Incorporation of the Surviving Corporation, annexed hereto as Annex A, shall be the Articles of Incorporation of the Surviving Corporation as amended immediately prior to, or simultaneous with the Effective Time, without further change or amendment until thereafter amended, in accordance with the provisions thereof and applicable law.

(b) Bylaws. The Bylaws of the Surviving Corporation shall be the same as the Bylaws of the Merging Corporation as in effect immediately prior to the Effective Time without change or amendment until thereafter amended, in accordance with the provisions thereof and applicable law.



5. Succession. The Merger will have the effects set forth in this Plan of Merger and the applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, from and after the Effective Time, all property, rights, privileges, immunities, powers, franchises, licenses and authority of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of the Merging Corporation shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

6. Amendment of Plan. This Plan of Merger may be amended by the Constituent Corporations, by action taken or authorized by their respective boards of directors. This Plan of Merger may not be amended (other than for correction of typographical errors) except by an instrument in writing signed on behalf of each of the Constituent Corporations.

[Signatures follow on next page]

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 26th day of January, 2012.

*mac*  
ALTAGAS DEI ACQUISITION INC.,  
a Florida corporation

By:

David M. Harris  
David M. Harris, President

DECKER ENERGY INTERNATIONAL, INC.,  
a Florida corporation

By:

Macauley Whiting, Jr., President & Chief  
Executive Officer

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 26th day of January, 2012.

ALTAGAS DEI ACQUISITION INC.,  
a Florida corporation

By: \_\_\_\_\_  
David M. Harris, President

DECKER ENERGY INTERNATIONAL, INC.,  
a Florida corporation

By: Macauley Whiting Jr  
Macauley Whiting, Jr., President & Chief  
Executive Officer

ANNEX A

Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**DECKER ENERGY INTERNATIONAL, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of Decker Energy International, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on May 27, 1982 (the Original Articles"), and subsequently amended from time to time, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors, effective as of November 30, 2011, and approved by shareholders of the Corporation holding a sufficient number of votes to approve the same on January 12, 2012, as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is: **DECKER ENERGY INTERNATIONAL, INC.**

**ARTICLE II**  
**PERMITTED BUSINESS AND ACTIVITIES**

The Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Six Million Five Hundred Thousand (6,500,000) shares of common stock having a par value of Five cents (\$0.05) per share. The consideration to be paid for each share shall be fixed by the board of directors, and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the share.

**ARTICLE IV  
TERM OF EXISTENCE**

The existence of the Corporation began at the time of subscription and acknowledgment of the Original Articles and shall continue perpetually thereafter.

**ARTICLE V  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and mailing address of the principal office of the Corporation is 152 Lincoln Avenue, Winter Park, Florida 32789. The board of directors may from time to time move the principal offices to any other address within or without the State of Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

**ARTICLE VI  
REGISTERED AGENT**

The registered agent of the Corporation and the address of the registered agent and registered office of the Corporation is Corporation Service Company, at 1201 Hays Street, Tallahassee, Florida 32301

**ARTICLE VII  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these articles or incorporation in the manner now or hereafter prescribed by law.

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the full extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned duly authorized officer of the Corporation on January 26, 2012, and affirm that the statements made herein are true under the penalties of perjury.

*not* **DECKER ENERGY INTERNATIONAL, INC.**

By: David M. Harris  
Name: David M. Harris  
Title: President

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Decker Energy International, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation.

*Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

CORPORATION SERVICE COMPANY

By: *Carina L. Dunlap*  
Name: Carina L. Dunlap  
Title: Asst. Vice President  
Date: 01-26-12