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660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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-09/20/99--01067--008
*****78.75 *****78.75

CORPORATION(S) NAME

Merger

Yanbonough Gas Incorporated

merging INTO: Independent Propane Company

☐ Profit
☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other ucc Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

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Jeffrey Butterfield

9/20

*00789, 00524, 00672

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TALLAHASSEE
FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

YARBROUGH GAS INCORPORATED, a Florida corporation G07486

INTO

INDEPENDENT PROPANE COMPANY, a Delaware entity, F98000005527

File date: September 20, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 21, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: INDEPENDENT PROPANE COMPANY
Ref. Number: F98000005527

We have received your document for INDEPENDENT PROPANE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state the date of adoption by the shareholders of the merged corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 099A00046117

ATTN: ↑
Please Back Date
THANKS

RECEIVED
99 SEP 23 AM 11:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
YARBOROUGH GAS INCORPORATED
INTO
INDEPENDENT PROPANE COMPANY**

99 SEP 20 AM 11:12
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The surviving corporation is Independent Propane Company, a Delaware corporation.

SECOND: The merging corporation is Yarbrough Gas Incorporated, a Florida corporation.

THIRD: The Plan of Merger is attached.

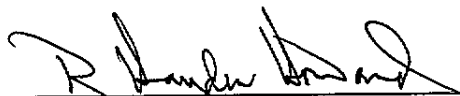
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on September 14, 1999. ~~The Plan of Merger was adopted by the merging corporation on December 08, 1998.~~

SIXTH: Executed this 14th day of September, 1999.

INDEPENDENT PROPANE COMPANY

By: _____



R. Hayden Howard

Chief Executive Officer & Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The surviving corporation is Independent Propane Company, a Delaware corporation.

SECOND: The merging corporation is Yarborough Gas Incorporated, a Florida corporation.

THIRD: The terms and conditions of the merger are attached hereto as Exhibit A.

FOURTH: The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Each share of the common stock of each of the merged corporations shall be canceled and of no further force and effect and each share of the common stock of the surviving corporation shall remain outstanding without change.

FIFTH: There are no amendments to the articles of incorporation of the surviving corporation.

SIXTH: Executed this 14th day of September, 1999.

INDEPENDENT PROPANE COMPANY

By: _____

R. Hayden Howard

Chief Executive Officer & Secretary

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 8th day of December 1998, pursuant to Section 252 of the General Corporation Law of Delaware, between INDEPENDENT PROPANE COMPANY, a Delaware corporation, and Perryman Propane, Inc., a Texas corporation, Taylor Brothers Appliance and Butane Company, a Texas corporation, Vidor Service Co., Inc., a Texas corporation, Yarborough Gas, Inc., a Florida corporation, Baker & Baker Oil Co., Inc., a Tennessee corporation, and E. & S. Gas Co., Inc., Georgia corporation.

WITNESSETH that:

WHEREAS, all the constituent corporations desire to merge into a single corporation, and NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Independent Propane Company hereby merges into itself Perryman Propane, Inc., a Texas corporation, Taylor Brothers Appliance and Butane Company, a Texas corporation, Vidor Service Co., Inc., a Texas corporation, Yarborough Gas, Inc., a Florida corporation, and Baker & Baker Oil Co., Inc., a Tennessee corporation, and said Perryman Propane, Inc., a Texas corporation, Taylor Brothers Appliance and Butane Company, a Texas corporation, Vidor Service Co., Inc., a Texas corporation, Yarborough Gas, Inc., a Florida corporation, Baker & Baker Oil Co., Inc., a Tennessee corporation, and E. & S. Gas Co., Inc., a Georgia corporation, shall be and hereby are merged into Independent Propane Company which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Independent Propane Company as heretofore amended and in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: Each share of the common stock of each of the merged corporations shall be canceled and of no further force and effect and each share of the common stock of the surviving corporation shall remain outstanding without change.

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

(a) All securities of the merged corporations are owned by the surviving corporation and shall be canceled without the issuance of additional securities.

(b) The bylaws of the surviving corporation as they exist on the date hereof shall continue to be the bylaws of the surviving corporation until they shall be amended as provided by law.

(c) The officers of the surviving corporation as they exist on the date hereof shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to approval and authority duly given by resolutions adopted by the Boards of Directors of all of the constituent corporations, have caused these presents to be executed by the Presidents of each party hereto as the respective act, deed and agreement of each of said corporations, on this 8th day of December, 1998.

Independent Propane Company,
a Delaware corporation

By: David Scott

Perryman Propane, Inc.,
a Texas corporation

By: David Scott

Taylor Brothers Appliance and Butane Company,
a Texas corporation

By: David Scott

Vidor Service Co., Inc.,
a Texas corporation

By: David Scott

Yarborough Gas, Inc.,
a Florida corporation

By: David Scott

PRESIDENT David Scott
Baker & Baker Oil Co., Inc.,
a Tennessee corporation.

By: David Scott

E. & S. Gas Co., Inc.,
a Georgia corporation.

By: David Scott