

# G86925

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DEW RESOURCES, INC., a Florida corporation, G86925

INTO

**DEW RESOURCES, INC.**, a Mississippi corporation not qualified in Florida.

File date: May 29, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

G86925

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

7000002194427--0  
-05/29/97--01027--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*New Resources, Inc.*

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☒ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name Filing  
☐ CUS  
☐ After 4:30  
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

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FILED  
97 MAY 29 PM 12:37  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

5/29  
*John Merger*

97 MAY 29 PM 11:13  
RECEIVED

FILED

97 MAY 29 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
**of**  
**DEW RESOURCES, INC., a Florida corporation**  
**and**  
**DEW RESOURCES, INC., a Mississippi corporation**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act 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:

Name of corporation	State/county of incorporation
Dew Resources, Inc.	Florida
Dew Resources, Inc.	Mississippi

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.

THIRD: The foreign corporation has or will comply with Section 607.1105 F.S. if it is the surviving corporation of the merger; and the domestic corporation has or will comply with the applicable provisions of Sections 607.1101- 607.1104 F.S.

FOURTH: The plan of merger is attached as Exhibit A.

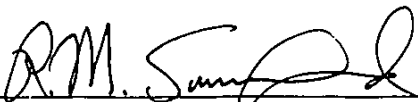
FIFTH: The effective date of the certificate of merger shall be the filing date of these Articles of Merger with the Secretary of the State of Florida.

SIXTH: Shareholder approval of Dew Resources, Inc., a Florida corporation, was required. Shareholder approval of Dew Resources, Inc., a Mississippi corporation, was not required, but was obtained.


SEVENTH: The plan of merger was adopted by the shareholders and the Board of Directors of Dew Resources, Inc., a Florida corporation, on the 28<sup>th</sup> day of May, 1997, and was adopted by the Board of Directors of Dew Resources, Inc., a Mississippi corporation, on the 28<sup>th</sup> day of May, 1997, and by the shareholder of Dew Resources, Inc., a Mississippi corporation, on the 26<sup>th</sup> day of May, 1997.

Signed this 28<sup>th</sup> day of May, 1997.

**DEW RESOURCES, INC., a Mississippi corporation**

By:   
R. M. SUMMERFORD  
President

**DEW RESOURCES, INC., a Florida corporation**

By:   
R. M. SUMMERFORD  
President

### PLAN OF MERGER

This Agreement is made this the 26th day of May, 1997, between Dew Resources, Inc., a corporation organized and existing under the laws of the State of Florida, having its principal office at 700 North Street, Jackson, MS 39202 ("DRI of Florida") and Dew Resources, Inc., a corporation organized and existing under the laws of the State of Mississippi, having its principal office at 700 North Street, Jackson, MS 39202 ("DRI of Mississippi").

1. Method. The board of directors and shareholder of each corporation have approved this merger. The merger will be effected in the state of Florida by filing Articles of Merger with the Secretary of State of Florida, and will be effected in the state of Mississippi by filing Articles of Merger with the Secretary of State of Mississippi.

2. Surviving Corporation. DRI of Florida shall be merged into DRI of Mississippi, and DRI of Mississippi shall be the surviving corporation.

3. Management.

a. The Articles of Incorporation of DRI of Mississippi shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

b. The Bylaws of DRI of Mississippi shall be and remain the Bylaws of DRI of Mississippi until altered, amended or repealed.

c. The officers and directors of DRI of Mississippi in office on the effective date of the merger shall continue in office and shall constitute the officers and directors of DRI of Mississippi for the term elected until their respective successors shall be elected or appointed and qualified.

4. Rights, Privileges, Etc.

a. On the effective date of the merger, DRI of Mississippi shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of DRI of Florida; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action

and all and every other interest belonging to or due to DRI of Florida shall be deemed to be transferred to and vested in DRI of Mississippi without further act or deed, and the title to any property or any interest therein vested in DRI of Florida shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, DRI of Mississippi shall be deemed responsible and liable for all the liabilities and obligations of DRI of Florida and any claims existing by or against DRI of Florida may be prosecuted to judgment as if the merger had not taken place, or DRI of Mississippi may be substituted in place of DRI of Florida. The rights of creditors shall not be impaired by this merger. DRI of Mississippi shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of DRI of Florida.

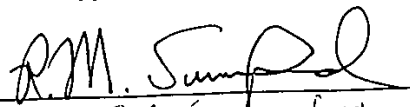
5. Conversion of Shares. ChemFirst Inc. presently owns all of the outstanding shares of stock of DRI of Florida and DRI of Mississippi. Upon the effective date of the merger, all of the outstanding shares of stock of DRI of Florida shall be surrendered and canceled. The shares of common stock of DRI of Mississippi, whether authorized or issued on the effective date of the merger shall not be converted, exchanged, or otherwise effected as a result of the merger and no new shares of the stock of DRI of Mississippi shall be issued by reason of this merger.

6. Subsequent Acts. If at any time DRI of Mississippi shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in DRI of Mississippi the title to any property or rights of DRI of Florida or to otherwise carry out the provisions hereof, the proper officers and directors of DRI of Florida as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in DRI of Mississippi and to otherwise carry out the provisions hereof.

7. Abandonment of Merger. At any time prior to the filing of the Articles of Merger with the Secretary of State of Mississippi and the Secretary of State of Florida, the proposed merger may be abandoned by DRI of Mississippi pursuant to this provision.

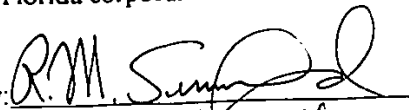
IN WITNESS WHEREOF, DRI of Mississippi and DRI of Florida have executed this  
Plan of Merger on the date first written above.

**DEW RESOURCES, INC.,**  
a Mississippi corporation

By:   
Print Name: R M Summerfield  
Its: President

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**DEW RESOURCES, INC.,**  
a Florida corporation

By:   
Print Name: R M Summerfield  
Its: President