

J42336

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000204973 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: --
Division of Corporations
Fax Number : (850) 205-0380

EFFECTIVE DATE
10/1/02

From:
Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

FILED
02 SEP 27 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 SEP 27 PM 2:03
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Kentucky River Coal Corporation

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Handwritten signatures and initials, including "Merge" and "9/27", and a circled number "5".

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA KENTUCKY TIMBERLANDS, INC., a Florida corporation document
number J42336

INTO

KENTUCKY RIVER COAL CORPORATION, a Virginia entity not qualified in
Florida.

File date: September 27, 2002, effective October 1, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
FLORIDA KENTUCKY TIMBERLANDS, INC.,
A FLORIDA CORPORATION,
INTO AND WITH
KENTUCKY RIVER COAL CORPORATION,
A VIRGINIA CORPORATION

H02000204973

FILED
02 SEP 27 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10/01/02

The following Articles of Merger are submitted in accordance with Section 607.1103 Florida Statutes:

FIRST: The surviving corporation is Kentucky River Coal Corporation, a Virginia corporation (the "Surviving Corporation").

SECOND: The merging corporation is Florida Kentucky Timberlands, Inc., a Florida corporation and a wholly-owned subsidiary of the Surviving Corporation (the "Merging Corporation").

THIRD: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A. Pursuant to the Plan of Merger, Merging Corporation will be merged with and into Surviving Corporation and Surviving Corporation shall be the surviving corporation (the "Merger").

FOURTH: The Merger shall be effective at 12:01 a.m. on October 1, 2002.

FIFTH: The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation in accordance with the laws of the Commonwealth of Virginia on August 29, 2002, and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on August 29, 2002, and shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 26th day of SEPTEMBER, 2002.

FLORIDA KENTUCKY TIMBERLANDS, INC.,
a Florida corporation

KENTUCKY RIVER COAL CORPORATION,
a Virginia corporation

By: Fred N. Parker

Fred N. Parker, President

By: Fred N. Parker

Fred N. Parker, President

H02000204973

H02000204973

AGREEMENT AND PLAN OF MERGER
OF
FLORIDA KENTUCKY TIMBERLANDS, INC., A FLORIDA CORPORATION,
AND
KENTUCKY RIVER COAL CORPORATION, A VIRGINIA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), is entered into this 29th day of August, 2002, by and between FLORIDA KENTUCKY TIMBERLANDS, INC., a Florida corporation ("FKT"), and KENTUCKY RIVER COAL CORPORATION, a Virginia corporation ("KRCC").

BACKGROUND

- A. FKT is a wholly-owned subsidiary of KRCC.
- B. The Board of Directors of FKT and the Board of Directors of KRCC have determined that it is in the best interests of the shareholders of FKT and the shareholders of KRCC, respectively, that, pursuant to Section 607.1107, Florida Statutes, and Section 13.1-716, Code of Virginia, FKT be merged with and into KRCC, which shall be the surviving corporation (KRCC in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
- C. The authorized capital stock of FKT consists of ten thousand (10,000) shares of Common Stock, par value \$1.00 ("FKT Common Stock"), of which certain shares are issued and outstanding. All of the issued and outstanding shares of FKT Common Stock are held by KRCC.
- D. The authorized capital stock of KRCC consists of one hundred thousand (100,000) shares of Common Stock, par value \$25.00 ("KRCC Common Stock"), of which certain shares are issued and outstanding.
- E. The Board of Directors of FKT and the Board of Directors of KRCC have approved the merger described above upon the terms and conditions hereinafter set forth and have approved this Agreement.

TERMS OF AGREEMENT AND PLAN OF MERGER

In consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the Virginia Stock Corporation Act that FKT shall be, at the Effective Date (as defined herein), merged (the "Merger") into a single corporation existing under the laws of the State of Florida, to wit, KRCC, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

SECTION 1
FILINGS; EFFECTS OF MERGER

- 1.1 Filing of Articles of Merger; Effective Date. If this Agreement has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded with the Secretary of State of the State of Florida in accordance with Section 607.1101 et seq., Florida Statutes, and Articles of Merger shall be filed and recorded with the State Corporation

H02000204973

H02000204973

Commission of Virginia in accordance with Section 13.1-720, Code of Virginia. The Merger shall become effective at 12:01 a.m. on September 1, 2002, which date is referred to herein as the "Effective Date."

1.2 Certain Effects of Merger. On the Effective Date, the separate existence of FKT shall cease, and FKT shall be merged with and into KRCC which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of FKT; and all and singular, the rights, privileges, powers and franchises of FKT, and all property, real, personal, and mixed, and all debts due to FKT on whatever account, as well for stock subscriptions and all other things in action or belonging to FKT, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter be effectually the property of the Surviving Corporation as if it was FKT, and the title to any real estate vested by deed or otherwise, under the laws of the Commonwealth of Virginia or the State of Florida or any other jurisdiction, in FKT, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of FKT shall be preserved unimpaired, and all debts, liabilities, and duties of FKT shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of FKT, or the corresponding officers of the Surviving Corporation, may, in the name of FKT, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of FKT and to otherwise carry out the purposes of this Agreement.

SECTION 2 ATTRIBUTES OF SURVIVING CORPORATION

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall continue to be: Kentucky River Coal Corporation.

2.2 Articles of Incorporation. The Articles of Incorporation of KRCC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed, amended or restated as provided by law.

2.3 Bylaws. The Bylaws of KRCC, as in effect immediately before the Effective Date, shall from and after the Effective Date be and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

SECTION 3 STATUS AND CONVERSION OF SECURITIES

The manner and basis of converting shares of the capital stock of FKT and the nature and amount of securities of KRCC which the holders of FKT Common Stock are to receive in exchange for such shares are as follows:

3.1 FKT Common Stock. Each of the issued and outstanding shares of FKT Common Stock which shall be issued and outstanding immediately before the Effective Date, shall by virtue of the Merger and without any action on the part of FKT or KRCC be cancelled at the Effective Date.

H02000204973