

LO1000012186

Requester's Name
Progress Energy
Address
P.O. Box 1551
City/State/Zip
Raleigh NC 27602
Phone #
7/20

AJH

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) _____ (Document #) _____
2. _____
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3. _____
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
01 JUL 20 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

CEREDO LIQUID TERMINAL, INC., a Florida Corporation, P00000030177

,

into

**KANAWHA LIQUID TERMINAL, LLC which changed its name to CEREDO
LIQUID TERMINAL, LLC, a Florida entity L01000012186**

File date: July 20, 2001 , effective July 31, 2001

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER
OF
CEREDO LIQUID TERMINAL, INC.
AND
KANAWHA LIQUID TERMINAL, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned entities hereby submit these Articles of Merger pursuant to Sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Corporation Act") and Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "Company Act"), and certify that:

1. Ceredo Liquid Terminal, Inc., a Florida corporation ("CLT") shall be merged with and into Kanawha Liquid Terminal, LLC, a Florida limited liability company ("LLC" and together with CLT, sometimes referred to herein as the "Constituent Entities"), and Kanawha Liquid Terminal, LLC shall be the surviving entity (the "Surviving Entity").

2. The Plan of Merger (as hereinafter defined) pursuant to which CLT shall be merged with and into the Surviving Entity (the "Merger"), was approved by CLT in accordance with the applicable provisions of Chapter 607 of the Corporation Act and by LLC in accordance with the applicable provisions of Chapter 608 of the Company Act.

3. The Merger shall become effective on July 31, 2001 (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

PLAN OF MERGER

Section 1. The Parties. Ceredo Liquid Terminal, Inc., a Florida corporation ("CLT") shall be merged with and into Kanawha Liquid Terminal, LLC, a Florida limited liability company ("LLC"), and Kanawha Liquid Terminal, LLC shall be the surviving entity (the "Surviving Entity").

Section 2. Terms and Conditions of Merger.

(a) The Merger (as hereinafter defined) shall become effective on July 31, 2001 (the "Effective Date").

(b) As of the Effective Date, CLT will be merged with and into LLC which will be the Surviving Entity and which will continue to exist pursuant to the provisions of the

Company Act (the "Merger"). The separate corporate existence of CLT shall cease in accordance with the provisions of the Corporation Act and the Company Act.

(c) From and after the Effective Date, the Articles of Organization of LLC, as in effect immediately prior to the Effective Date, shall remain and be the Articles of Organization of LLC, until amended pursuant to the provisions of the Company Act.

(d) From and after the Effective Date, the Operating Agreement of LLC, as in effect immediately prior to the Effective Date, shall remain and be the Operating Agreement of LLC until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Company Act.

(e) From and after the Effective Date, LLC shall continue to be member managed.

(f) From and after the Effective Date, the holders of all classes of stock of CLT shall be entitled only to the rights provided for in this Plan of Merger.

Section 3. Manner and Basis of Converting Shares. Upon the Effective Date, by virtue of the Merger and without further action by or on behalf of the holders thereof, each issued and outstanding share of the common stock, par value \$1.00 per share, of CLT shall be deemed converted into membership interests representing 0.1 percent of the ownership interests in LLC (1,000 CLT shares issued and outstanding = 100% of ownership interests in LLC).

Section 4. Amendment to Articles of Organization. Article I of the Articles of Organization of LLC are hereby amended as follows:

"The name of the limited liability company is Ceredo Liquid Terminal, LLC (the "Company")."

Section 5. Other Provisions.

(a) Authorization. The Boards of Directors and the proper officers of CLT and the sole member of LLC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

(b) Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to conflicts of laws principles thereunder.

[SIGNATURES CONTINUED ON NEXT PAGE]

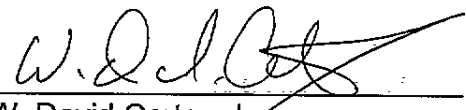
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of CLT and LLC as of the 18th day of July, 2001.

CEREDO LIQUID TERMINAL, INC.

By: 
W. David Carter, Jr.
Chief Executive Officer

KANAWHA LIQUID TERMINAL, LLC

By: Kanawha River Terminals, Inc.
its sole member

By: 
W. David Carter, Jr.
Chief Executive Officer