

**CORPORATE
ACCESS,
INC.**

L-020000013777

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

10/9/02 *Glinda*

☐ **CERTIFIED COPY**

☐ **CUS**

☒ **PHOTO COPY**

☒ **FILING**

Merger LLC

1.) **Like Energy, LLC**
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

per Glinda 10/9/02

*correct title of document
to "Articles" of Merger*

02 OCT - 9 PM 4:38
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AM 10:45

APPROVED
AND
FILED

400008283984--2
-10/09/02--01002--022
*****50.00 *****50.00

SPECIAL INSTRUCTIONS

10-9-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIKE ENERGY, LLC, A FLORIDA ENTITY, L02000013777

INTO

LIKE ENERGY, LLC, A NON-QUALIFIED DELAWARE ENTITY,
qualified in Florida.

entity not

02 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

File date: October 9, 2002

Corporate Specialist: Trevor Brumbley

Articles - OF MERGER
of
LIKE ENERGY, LLC
(a Florida limited liability company)
with and into
LIKE ENERGY, LLC
(a Delaware limited liability company)

Pursuant to Chapter 608, Florida Statutes (the "Florida Act"), and Title 6, Chapter 18, Delaware Laws (the "Delaware Act"), **LIKE ENERGY, LLC**, a Delaware limited liability company (the "Surviving Company"), and **LIKE ENERGY, LLC**, a Florida limited liability company (the "Merging Company"), do hereby adopt the following **Articles** of Merger for the purposes of merging the entities into one Delaware limited liability company:

1. **Merging Company.** The name and street address of the principal office, jurisdiction of organization, and entity type for the Merging Company are as follows:

<u>COMPANY</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
LIKE Energy, LLC 5905 Breckinridge Pkwy. Suite F Tampa, Florida 33610	Florida	limited liability company L020000013777

2. **Surviving Company.** The name and street address of the principal office, jurisdiction of organization, and entity type for the Surviving Company are as follows:

<u>COMPANY</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
LIKE Energy, LLC 5905 Breckinridge Pkwy. Suite F Tampa, Florida 33610	Delaware	limited liability company

3. **Plan of Merger.**

(a) The Agreement and Plan of Merger, attached hereto as **Exhibit A** (the "Plan of Merger"), meets the requirements of Section 608.438, Florida Statutes, and was approved and adopted by the Merging Company by unanimous written consent of its members and manager in accordance with the applicable provisions of the Florida Act and the Merging Company's operating agreement.

02 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

(b) The Plan of Merger meets the requirements of the Delaware Act, and was approved and adopted by the Surviving Company by unanimous written consent of its members and manager in accordance with the applicable provisions of the Delaware Act.

4. **Effective Date.** The Effective Date of the Merger shall be the later of the date this Certificate of Merger is filed with the Department of State of the State of Florida and the date the Certificate of Merger is filed with the Secretary of State of the State of Delaware.

5. **Merger Permitted.** The merger is permitted under the respective laws of Delaware and Florida and is not prohibited by the operating agreement or by the articles of organization of the Merging Company or Certificate of Formation of the Surviving Company.

6. **Certificate of Merger.** This Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

7. **Service of Process.** For service of process, the registered offices of the Surviving Company are:

- (a) In Florida: J. Michael Powell, Register Agent
5905 Breckinridge Parkway, Suite F
Tampa, Florida 33610

Pursuant to Section 608.4382(1)(g), Florida Statutes, the Surviving Company also shall be deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members that are party to the Merger.

- (b) In Delaware: National Registered Agents, Inc.
(Commercial Registered Office Provider)
9 East Loockerman Street
Dover, Delaware 19901

8. **Payment to Dissenting Members.** The Surviving Company has agreed to promptly pay to the dissenting members of each limited liability company the amount, if any, to which such dissenting member are entitled under Section 608.4384, Florida Statutes.

02 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Certificate of Merger
LIKE Energy, LLC (Florida)
LIKE Energy, LLC (Delaware)
Page 3

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger
this 3rd day of October, 2002.

LIKE ENERGY, LLC,
a Florida limited liability company

By: 
J. Michael Powell, Manager

(the "Merging Company")

LIKE ENERGY, LLC,
a Delaware limited liability company

By: 
J. Michael Powell, Manager

(the "Surviving Company")

158408
2684.023379

APPROVED
AND
FILED
02 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

Agreement and Plan of Merger

[ATTACHED]

APPROVED
AND
FILED

OCT -9 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

158408

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 3rd day of October, 2002, by and among LIKE ENERGY, LLC, a Florida limited liability company ("LIKE Florida") and LIKE ENERGY, LLC, a Delaware limited liability company ("LIKE Delaware").

WITNESSETH:

WHEREAS, the parties hereto desire to effect a merger in compliance with the Delaware Limited Liability Company Act (Title 6, Subtitle II, Ch. 18, Del. Code Ann.) (the "Delaware Act") and the Florida Limited Liability Company Act (Sections 608.401–608.703, Fla. Stat.) (the "Florida Act"), pursuant to which LIKE Florida will merge with and into LIKE Delaware (the "Merger"), with LIKE Delaware being the entity surviving the Merger. (LIKE Florida may also be referred to herein as the "Merging Company" and LIKE Delaware may also be referred to herein as the "Surviving Company"); and

WHEREAS, the Managers and Members of LIKE Florida and of LIKE Delaware have each determined that it is advisable and for the mutual benefit of their respective companies and members that the Merger occur and have approved this Agreement and Plan of Merger (the "Agreement").

NOW, THEREFORE, in consideration of these premises and the respective mutual promises contained herein, the parties agree as follows:

1. Merger.

(a) The Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as hereinafter defined):

(i) LIKE Florida, as the Merging Company, shall be merged with and into LIKE Delaware, whereupon the separate existence of LIKE Florida shall cease and LIKE Delaware, as the Surviving Company, shall continue its corporate existence under the laws of the State of Delaware;

(ii) The Certificate of Formation of LIKE Delaware and the Board of Managers of the Surviving Company shall continue without change and be the Certificate of Formation and Board of Managers of the Surviving Company. The name and address of the Sole Manager of the Surviving Company is as follows:

J. Michael Powell
LIKE Energy, LLC
5905 Breckinridge Pkwy.
Suite F
Tampa, Florida 33610;

02 OCT -9 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

(iii) The Operating Agreement of the Merging Company shall become the Operating Agreement of the Surviving Company; and

(iv) The Surviving Company shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of LIKE Delaware and LIKE Florida from and after the Effective Time, pursuant to the provisions of the Delaware Act.

(b) **Conversion of Membership Interests.** At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each one percent (1%) of the percentage membership interests of LIKE Florida shall be converted into and become one-half of one percent (0.5%) of the percentage membership interests of LIKE Delaware, and each one percent (1%) of the percentage membership interests of LIKE Delaware shall be converted into and become one-half of one percent (0.5%) of the percentage membership interests of LIKE Delaware

(c) **Filing of Merger Documents.** As soon as practicable after the execution hereof, LIKE Florida and LIKE Delaware will deliver for filing a duly executed Certificate of Merger with the Florida Department of State and with the Delaware Secretary of State, and will take such other and further actions as may be required by the respective provisions of the Florida Act and the Delaware Act to make the Merger effective as soon as possible. The Merger shall be effective as of the later of the date on which the Certificate of Merger is filed with the Department of State of the State of Florida and the date the Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "Effective Time").

2. **The Closing.** The consummation of the Merger (the "Closing") shall take place at the offices of LIKE Delaware (or such other place as the parties may agree) simultaneously with or as soon as practicable following the execution hereof (the "Closing Date").

3. **Representations and Warranties of LIKE Florida.** LIKE Florida hereby represents and warrants to LIKE Delaware the following:

(a) **Organization and Authority.** LIKE Florida is a limited liability company duly organized, validly existing and in good standing under the laws of Florida, has all requisite corporate power and authority to carry on its business as it is now being conducted and to own the properties and assets owned by it.

(b) **Authority Relative to this Agreement.** LIKE Florida has the requisite power and authority to enter into and perform this Agreement, and the execution, delivery and performance of this Agreement and the execution of additional documents and the taking of all necessary actions necessary or appropriate to consummate the transaction contemplated in this Agreement have been duly authorized by the Managers and Members of LIKE Florida. No further corporate authorization is necessary to consummate the transactions contemplated hereby.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT -9 PM 1:38

APPROVED
AND
FILED

(c) **Disclosure.** No representation or warranty made by LIKE Florida in this Agreement, in the schedules and exhibits hereto, or in connection with the consummation of the transactions contemplated hereby contains or will contain any untrue statement of a material fact or omits or will omit to state a material fact necessary to make the statements contained herein or therein not misleading.

4. **Representations and Warranties of LIKE Delaware.** LIKE Delaware hereby represents and warrants to LIKE Florida the following:

(a) **Organization and Authority.** LIKE Delaware is a limited liability company duly organized, validly existing and in good standing under the laws of Delaware and has all requisite corporate power and authority to carry on its business as it is now being conducted and to own the properties and assets owned by it.

(b) **Authority Relative to this Agreement.** LIKE Delaware has the requisite power and authority to enter into and perform this Agreement, and the execution, delivery and performance of this Agreement and the execution of additional documents and the taking of all necessary actions necessary or appropriate to consummate the transaction contemplated in this Agreement by LIKE Delaware, has been duly authorized by its Managers and Members. No further corporate authorization is necessary to consummate the transactions contemplated hereby.

(c) **Disclosure.** No representation or warranty made by LIKE Delaware in this Agreement, in the schedules and exhibits hereto, or in connection with the consummation of the transactions contemplated hereby contains or will contain any untrue statement of a material fact or omits or will omit to state a material fact necessary to make the statements contained herein or therein not misleading.

5. **Surviving Company's Undertaking Regarding Dissenters' Rights.** The Surviving Company shall promptly pay to the dissenting members of each party hereto such amounts, if any, to which such dissenting members are entitled under Section 608.4384, Florida Statutes.

6. **Miscellaneous.**

(a) **Survival of Representations, Warranties, Etc.** The representations and warranties of all parties contained in this Agreement and the schedules and exhibits hereto, shall survive the consummation of the Merger.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT -9 PM 1:38

APPROVED
AND
FILED

(b) **Entire Agreement; Amendment.** This Agreement and the schedules and exhibits hereto, and any written amendments thereof executed by the parties to this Agreement, constitutes the entire agreement, and supersedes all prior agreements and understandings, oral or written, among the parties to this Agreement. This Agreement may not be modified or otherwise amended except by an instrument in writing executed by the parties to this Agreement.

(c) **Further Assurances.** The parties to this Agreement will execute and deliver, or cause to be executed and delivered, such additional or further transfers, assignments, endorsements or other instruments as the parties or their counsel may reasonably request for the purpose of carrying out the transactions contemplated by this Agreement.

(d) **Waivers.** No course of dealing or any delay or failure on the part of any party hereto in exercising any right, power, privilege or remedy hereunder or under any other instrument given in connection with or pursuant to this Agreement shall impair any such right, power, privilege or remedy or be construed as a waiver of any breach, default or acquiescence relating thereto. No single or partial exercise of any such right, power, privilege or remedy shall be construed as a waiver, or preclude the further exercise, of any such right, power, privilege or remedy or the exercise of any other right, power, privilege or remedy. No waiver shall be valid against any party hereto unless made in writing and signed by the party against whom enforcement of such waiver is sought and then only to the extent expressly specified therein.

(e) **Governing Law.** This Agreement shall be construed and enforced under and in accordance with the laws of the State of Florida. Any litigation arising from a dispute hereunder shall be litigated solely in the Circuit Court of the State of Florida in Pinellas County, Florida, or in the Federal District Court for the Middle District of Florida, Tampa Division, and the parties hereto submit to the jurisdiction of such courts and agree that such courts shall be the sole situs of venue for the resolution of any such dispute through litigation.

(f) **Headings and Captions.** The titles or captions of paragraphs and subparagraphs contained in this Agreement are provided for convenience of reference only and shall not be considered a party hereof for purposes of interpreting or applying this Agreement, and, therefore, such titles or captions do not define, limit, extend, explain, or describe the scope or extent of this Agreement or any of its terms, provisions, representations, warranties, conditions, etc., in any manner or way whatsoever.

(g) **Binding Effect on Successors and Assigns.** This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors, personal representatives, heirs and assigns.

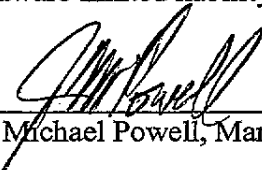
[INTENTIONALLY LEFT BLANK. SIGNATURES ON FOLLOWING PAGE.]

02 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

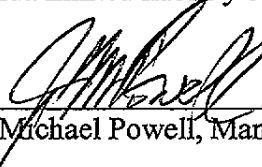
IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

LIKE ENERGY, LLC,
a Delaware limited liability company

By: 
J. Michael Powell, Manager

"LIKE Delaware"

LIKE ENERGY, LLC,
a Florida limited liability company

By: 
J. Michael Powell, Manager

"LIKE Florida"

158359

APPROVED
AND
FILED
02 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA