

L120000038941

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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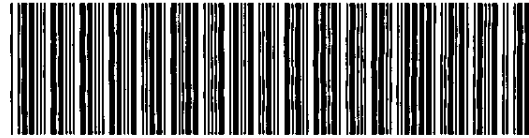
(Business Entity Name)

(Document Number)

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merger

11/18/13--01036--006 **55.00

FILED
2013 NOV 18 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
11/21/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RIVER VIEW COAL, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

TYSON SCHWERDTFEGER

Contact Person

ALLIANCE COAL, LLC

Firm/Company

1717 S. BOULDER AVE; SUITE 400

Address

TULSA, OK 74119

City, State and Zip Code

tyson.schwerdtfeger@arlp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TYSON SCHWERDTFEGER at (918) 295-7610

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
2013 NOV 18 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WAVERLY LAND CO., LLC	FLORIDA	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RIVER VIEW COAL, LLC	DELAWARE	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

RIVER VIEW COAL, LLC

1717 S. BOULDER AVE; SUITE 400

TULSA, OK 74119

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: RIVER VIEW COAL, LLC

1717 S. BOULDER AVE; SUITE 400

TULSA, OK 74119

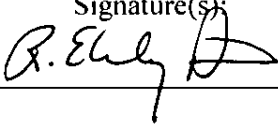
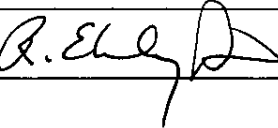
Mailing address: RIVER VIEW COAL, LLC

1717 S. BOULDER AVE; SUITE 400

TULSA, OK 74119

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RIVER VIEW COAL, LLC		R. EBERLEY DAVIS, SVP & GENERAL COUNSEL
WAVERLY LAND CO., LLC		R. EBERLEY DAVIS, SVP & GENERAL COUNSEL

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 14th day of November, 2013 (the "Effective Date"), by and between River View Coal, LLC, a Delaware limited liability company (the "Surviving Entity"), and Waverly Land Co., LLC, a Florida limited liability company (the "Merged Entity").

PREMISE

The Surviving Entity and the Merged Entity desire that the Merged Entity be merged with and into the Surviving Entity under and in accordance with the laws of the State of Delaware.

AGREEMENTS

NOW THEREFORE, in accordance with the Delaware Limited Liability Company Act and the Delaware General Corporate Law, the Surviving Entity and the Merged Entity hereby agree as follows:

1. The Merged Entity shall merge with and into the Surviving Entity under and in accordance with the laws of the State of Delaware and the Surviving Entity shall be the surviving limited liability company.
2. All of the property, rights, privileges, leases and patents of the Merged Entity are to be transferred to and become the property of the Surviving Entity. The members, managers and officers of the above named entities are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. All of the previously issued limited liability company interests in the Merged Entity will be cancelled as a result of the merger.
4. The Articles of Organization and other formation documents of the Surviving Entity shall not be amended as a result of this merger.
5. This Agreement and Plan of Merger has been approved by the sole member of the Merged Entity and by the sole member of the Surviving Entity.
6. The street address of the Surviving Entity, the surviving limited liability company, is 1717 South Boulder Avenue, Tulsa, Oklahoma 74119-4886.
7. After execution and delivery of this Agreement and Plan of Merger, the Merged Entity and the Surviving Entity shall execute and file a Certificate of Merger with the Secretary of State of Delaware in accordance with the laws of the State of Delaware and with the Secretary of State of Florida in accordance with the laws of the State of Florida.

8. This Agreement and Plan of Merger may be terminated or amended by written consent of the parties hereto.

IN WITNESS WHEREOF, the Merged Entity and the Surviving Entity have caused this Agreement and Plan of Merger to be executed and delivered by their duly authorized persons as of the date first above written.

RIVER VIEW COAL, LLC

a Delaware limited liability company

By: 

Name: R. Eberley Davis

Title: SVP, General Counsel & Secretary

WAVERLY LAND CO., LLC

a Florida limited liability company

By: 

Name: R. Eberley Davis

Title: SVP, General Counsel & Secretary