

L94000000475

A.T. Massey Coal Company, Inc.



We serve with energy

November 24, 1998

Post Office Box 26765
Richmond, Virginia 23261
4 North Fourth Street
Richmond, Virginia 23219
Tel (804) 788-1800
Fax (804) 788-1870

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Mackinaw Mining, L.C. Merger

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-11/25/98--01063--002
*****297.50 *****297.50

Dear Sir:

Enclosed please find the Articles of Merger and Plan of Merger merging Mackinaw Mining, L.C., a Florida limited liability company, into Boone East Development Co., a West Virginia Corporation, with Boone East Development Co. being the surviving entity.

Also enclosed find a check in the amount of \$297.50. This is to cover the filing fee of \$87.50 and the fee for four (4) certified copies of the merger documents. I have enclosed an airbill and envelope for your convenience in returning the documents to me via overnight courier.

We wish the merger to become effective November 30, 1998. If there are any problems or if you need further information, you may contact the undersigned at (804) 788-1879.

Sincerely,

Jeanne Woo

Jeanne H. Woo
Legal Assistant - Corporate

Name	
Availability	
Document Examiner	DCC
Updated enclosures	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MACKINAW MINNING, L.C., A FLORIDA LIMITED LIABILITY COMPANY
,

INTO

BOONE EAST DEVELOPMENT CO., entity not qualified in Florida.

File date: November 25, 1998, effective November 30, 1998

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes, and Section 31B-9-905 of the West Virginia Code.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mackinaw Mining, L.C. 300 Kanawha Blvd. E., Suite 400 Charleston, WV 25301	Florida	Limited Liability Company

Florida Document/Registration Number L94000000475

FEIN Number: 58-2146790

Articles of Organization filed: September 16, 1994

Authority to do business in West Virginia granted September 21, 1995

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Boone East Development Co. 1020B Grosscup Avenue Dunbar, WV 25064	West Virginia	Corporation

Florida Document/Registration Number: Not Applicable

FEIN Number: 55-1717715

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and Section 31B-9-904 of the West Virginia Code, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes and Section 31B-9-904 of the West Virginia Code.

FOURTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders or members of each domestic corporation and limited liability company that is a party to the merger. Further, the surviving entity may be served with process in the State of West Virginia and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of the merging entity, and for the enforcement, as provided in Article 31B of the West Virginia Code, of the right of members of the merging entity to receive payment for their interest against the surviving entity.

FIFTH: The surviving entity agrees to pay the dissenting shareholders, and members of each domestic corporation and limited liability company that is a party to the merger the amount, if

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any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective as of November 30, 1998.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURES FOR EACH PARTY

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Mackinaw Mining, L.C.	Boone East Development Co., Manager By: <u>R. Freal Miz</u> Its: President	R. Freal Miz
Boone East Development Co.	By: <u>R. Freal Miz</u> Its: President	R. Freal Miz

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202 of the Florida Statutes and Section 31B-9-904 of the West Virginia Code, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201 of the Florida Statutes and Section 31B-9-904 of the West Virginia Code.

FIRST: The exact name, address and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mackinaw Mining, L.C. 300 Kanawha Blvd. E., Suite 400 Charleston, WV 25301	Florida limited liability company qualified to do business in West Virginia.

SECOND: The exact name, address and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Boone East Development Co. 1020B Grosscup Avenue Dunbar, WV 25064	West Virginia corporation

THIRD: The terms and conditions of the merger are as follows:

In accordance with the laws of the State of Florida and the State of West Virginia, Mackinaw Mining, L.C. ("Mackinaw"), a Florida limited liability company, shall be merged into Boone East Development Co. ("Boone East"), a West Virginia corporation, which shall be the surviving entity. Such merger shall take place and be effective as of 11:59 p.m. on November 30, 1998 (the "Merger Date").

A. The manner and basis for converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Effective on the Merger Date, all members of Mackinaw will convey their units evidencing their right, title and interest in Mackinaw to Boone East. Contemporaneously, Mackinaw will be merged into Boone East with Boone East being the surviving entity, and all units of Mackinaw shall be cancelled. Further, on the Merger Date, the name, existence and organization of Mackinaw shall cease, and all of its purposes, powers and objects, and all of its rights, assets and obligations shall pass to and vest in Boone East, the surviving entity, without any conveyance or transfer, except such confirmatory deed or deeds as may be required by applicable provisions of West Virginia law. Boone East shall continue to be governed by the laws of West Virginia and shall succeed to all rights, assets, liabilities and obligations of Mackinaw in accordance with West Virginia law. Boone East shall continue to use its present name, and the Articles of Incorporation and By-Laws of Boone East, as in effect immediately

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prior to the Merger Date, shall continue to be the Articles of Incorporation and By-Laws of Boone East until they shall hereafter be duly altered, amended or repealed.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names(s) and address(es) of the manager(s) are as follows:

Not Applicable.

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Boone East may be served with process in the State of West Virginia and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of Mackinaw, and for the enforcement, as provided in Article 31B of the West Virginia Code, of the right of members of Mackinaw to receive payment for their interest against Boone East.

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