

# PD2000133828

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.**

((H02000241926 3)))

**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

From: Account Name : TECO ENERGY, INC.  
Account Number : 076424001012  
Phone : (813)228-1431  
Fax Number : (813)228-1328

EFFECTIVE DATE  
12/31/02

FILED  
02 DEC 30 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

### TECO COALBED METHANE FLORIDA, INC.

RECEIVED  
02 DEC 30 AM 11:04  
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

12/30/02  
merger  
zf

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TECO COALBED METHANE, INC., A NONQUALIFIED ALABAMA CORP.

INTO

**TECO COALBED METHANE FLORIDA, INC.**, a Florida entity, P02000133828

File date: December 30, 2002, effective December 31, 2002

Corporate Specialist: Susan Payne

EFFECTIVE DATE  
12/31/02

FILED  
02 DEC 30 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H02000241926 3)))

**ARTICLES OF MERGER  
OF  
TECO COALBED METHANE, INC., AN ALABAMA CORPORATION,  
INTO  
TECO COALBED METHANE FLORIDA, INC., A FLORIDA CORPORATION**

Pursuant to the provisions Sections 10-2B-11.04, 11-2B-11.05 and 11-2B-1107, Code of Alabama, and Sections 607.1104, 607.1105 and 607.1107, Florida Statutes, the undersigned TECO Coalbed Methane Florida, Inc., a corporation incorporated under the laws of the State of Florida (hereinafter in these articles of merger sometimes referred to as the "Parent" or the "Surviving Corporation"), and the undersigned TECO Coalbed Methane, Inc., a corporation incorporated under the laws of the State of Alabama (hereinafter in these articles of merger sometimes referred to as the "Subsidiary" or the "Merging Corporation"), adopt the following Articles of Merger for the purpose of merging into the Parent its subsidiary, the Subsidiary:

**FIRST:** The Parent is incorporated under the laws of the State of Florida and the laws of such jurisdiction permit such a merger. The articles of incorporation of the Subsidiary were filed in Montgomery County, Alabama. The Parent owns all of the issued and outstanding shares of the Subsidiary.

**SECOND:** The following Plan of Merger was adopted, on December 27, 2002, by the Parent, by its board of directors, in the manner prescribed by the laws of State of Florida, the jurisdiction under which the Parent is organized, and by the Subsidiary, by its board of directors, in the manner prescribed by the laws of State of Alabama, the jurisdiction under which the Subsidiary is organized, and approval of the Plan of Merger by shareholders of the Surviving Corporation was not required, and approval of the Plan of Merger by the shareholders of the Merging Corporation was not required:

**PLAN OF MERGER  
OF  
TECO COALBED METHANE, INC.  
INTO  
TECO COALBED METHANE FLORIDA, INC.**

1. The Merger. This Plan of Merger (the "Plan") provides for the merger (the "Merger") of TECO Coalbed Methane, Inc., a corporation incorporated under the laws of the State of Alabama (hereinafter in the Plan sometimes referred to as the "Subsidiary" or the "Merging Corporation"), with and into its parent corporation, TECO Coalbed Methane Florida, Inc., a corporation incorporated under the laws of the State of Florida (hereinafter in the Plan sometimes referred to as the "Parent" or the "Surviving Corporation").

2. The name of the Parent is TECO Coalbed Methane Florida, Inc., and the name of the Subsidiary is TECO Coalbed Methane, Inc.

((H02000241926 3)))

((H02000241926 3))

3. Consummation of the Merger; Effective Time. The Merger shall be consummated in accordance with the applicable laws of the State of Florida and the State of Alabama by the filing of the articles of merger with the Florida Department of State and the Secretary of State of Alabama on or before December 31, 2002, and the time when the Merger shall become effective (the "Effective Time") shall be the close of business on December 31, 2002.

4. Shares of the Subsidiary. At the Effective Time, each issued and outstanding share of the Merging Corporation shall be cancelled and cease to exist.

5. Merger. At the Effective Time, as provided in Section 11-2B-11.05 and 11-2B-11.06 of the Code of Alabama, and Section 607.1106, Florida Statutes, (a) the Merging Corporation shall be merged into the Surviving Corporation and the separate existence of the Merging Corporation shall cease; (b) The title to all real estate and other property, or any interest therein, owned by the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment; (c) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation; (d) Any claim existing or action or proceeding pending by or against the Merging Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation which ceased existence; and (e) Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the Merger.

6. Directors, Officers, Articles of Incorporation, Bylaws. (a) Until altered, amended, or repealed, the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall continue after the Effective Time as the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified, subject to earlier resignation or removal.

7. Florida Secretary of State Form Provisions. The following provisions of the Plan are for the merger form of the Florida Department of State:

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>TECO Coalbed Methane Florida, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>TECO Coalbed Methane, Inc.</u>	<u>Alabama</u>

((H02000241926 3))

The manner and basis of converting the shares of the Subsidiary or Parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

When the merger becomes effective each outstanding share of the Subsidiary shall be cancelled and cease to exist. If applicable, shareholders of the Subsidiary, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
TECO Coalbed Methane, Inc.	100	Common Stock	100


FOURTH: The Surviving Corporation, the sole shareholder of the Subsidiary, on December 27, 2002, waived in writing the mailing of the Plan of Merger set forth in Article Second.

FIFTH: The surviving corporation hereby: (a) irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any proceeding for the enforcement of any obligation of the undersigned domestic subsidiary corporation, the Subsidiary and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic subsidiary corporation against the Surviving Corporation; and (b) agrees that it will promptly pay to any dissenting shareholders of such domestic subsidiary corporation the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

((H02000241926 3))

Dated December 27, 2002.


TECO Coalbed Methane Florida, Inc.

By: 

Name: Roy K. Eustace

Its: President

TECO Coalbed Methane, Inc.

By: 

Name: Roy K. Eustace

Its: President