

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
PROGRESS VENTURES HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

Merge eff 1/1/14
ACW

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Duke Energy Corporate Services, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lisa Moore
Contact Person

Duke Energy Business Services LLC
Firm/Company

550 S. Tryon, Room 4576-1
Address

Charlotte, NC 28201
City/State and Zip Code

Lisa.moore@duke-energy.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rick Beach At (980) 373-9094
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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1/1/14

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Duke Energy Corporate Services, Inc.</u>	<u>Delaware</u>	<u>4567813</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Progress Ventures Holdings, Inc.</u>	<u>Florida</u>	<u>P10000000099</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2014 (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 13, 2013.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 13, 2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Nancy M. Wright, Asst. Corp. Sec.

Nancy M. Wright, Asst. Sec.

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
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PLAN AND AGREEMENT OF MERGER attached _____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

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:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, 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 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of the 13th day of December, 2013, by and between Duke Energy Corporate Services, Inc., a Delaware corporation (the "Surviving Corporation"), and Progress Ventures Holdings, Inc., a Florida corporation (the "Merged Corporation").

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. On January 1, 2014, at 12:02 A.M., or such later time as a certificate of merger is filed with the Secretary of State of Delaware (the "Effective Time of the Merger"), the Merged Corporation shall be merged with and into the Surviving Corporation pursuant to, and as permitted by Section 252 of the Delaware General Corporation Law (the "Merger"), the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall be the entity surviving the Merger, all in accordance with the terms and conditions of this Agreement.

2. Terms of the Merger. (a) The shares of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger, shall remain outstanding, and no change shall be effected therein by the Merger.

(b) All of the shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled as of the Effective Time of the Merger without further consideration.

3. Articles of Incorporation/Bylaws. The current Articles of Incorporation and Amended and Restated Bylaws of the Surviving Corporation shall be the Articles of Incorporation and bylaws of the entity surviving the Merger until amended or repealed.

4. Effect of the Merger. At the Effective Time of the Merger, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall possess all assets and property of every description of the Merged Corporation, and all liabilities belonging to the Merged Corporation, and the title to all real estate or other property owned by the Merged Corporation shall vest in the Surviving Corporation, without reversion or impairment, without further act or deed. Any proceeding pending against the Merged Corporation may be continued as if the Merger had not taken place, or the Surviving Foundation may be substituted in its place.

5. Amendment or Termination of Merger Agreement; Waiver of Conditions. Prior to the Effective Time of the Merger, the Merged Corporation

and the Surviving Corporation, by action of their respective directors or trustees, to the extent permitted by law, may amend, modify, supplement and interpret this Merger Agreement by mutual agreement.

6. Counterparts. This Agreement may be executed in counterparts, and when each party has signed at least one counterpart, the Agreement shall be deemed executed and in full force and effect as of the date first written above.

IN WITNESS WHEREOF, the undersigned have executed this Agreement effective as of the date first written above.

Duke Energy Corporate Services, Inc.

By Nancy M. Wright
Name: Nancy M. Wright
Title: Assistant Corporate Secretary

Progress Ventures Holdings, Inc.

By Nancy M. Wright
Name: Nancy M. Wright
Title: Assistant Secretary