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MERGER OR SHARE EXCHANGE

Chemical Leaman Corporation

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Art. of Merger

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**PLAN AND ARTICLES OF MERGER
OF
CHEMICAL LEAMAN CORPORATION, a Florida corporation
AND
CHEMICAL LEAMAN CORPORATION, a Pennsylvania corporation**

The following Plan and Articles Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act and Section 1926 of the Pennsylvania Business Corporation Law of 1988.

1. **Parties to the Merger.** This Plan and Articles of Merger shall be filed with the States of Florida and Pennsylvania and become effective on later of the dates this Plan and Articles of Merger is filed with the state of Florida or Pennsylvania (the "Effective Date"), and at such time Chemical Leaman Corporation, a Florida corporation ("Leaman Florida") with its registered office at: c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301, shall be merged (hereinafter, the "Merger") with and into Chemical Leaman Corporation, a Pennsylvania corporation (the "Surviving Corporation") with its registered office at: c/o Corporation Service Company, Dauphin County, PA, and Surviving Corporation will continue its existence as the surviving corporation.

2. **Approval of Merger.** The Merger and this Plan and Articles of Merger were duly unanimously approved, authorized and adopted by the Shareholders and Board of Directors of Leaman Florida, on June 24, 2013, in accordance with the Florida Business Corporation Act and Leaman Florida's articles of incorporation and bylaws. The Merger and this Plan and Articles of Merger were duly unanimously approved, authorized and adopted by the Shareholders and Board of Directors of the Surviving Corporation, on June 24, 2013, in accordance with the Pennsylvania Business Corporation Law of 1988 and the Surviving Corporation's articles of incorporation and bylaws.

3. **Conversion of Capital Stock.**

a. **Common Stock of Leaman Florida.** On the Effective Date, each outstanding share of common stock of Leaman Florida shall be converted by operation of law and without any action by the holders of such shares into the right to receive one share of common stock of the Surviving Corporation. Leaman Florida does not have any other classes or series of capital stock outstanding, nor does there exist any options, warrants or other rights to acquire any capital stock of Leaman Florida.

b. **Common Stock of the Surviving Corporation.** On the Effective Date, all of the shares of common stock of the Surviving Corporation issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unaffected by the Merger. The Surviving Corporation does not have any other classes or series of capital stock outstanding, nor do there exist any options, warrants or other rights to acquire any capital stock of the Surviving Corporation.

4. **Articles of Incorporation and Bylaws.** After the Merger, the Articles of Incorporation (without amendment) and Bylaws of the Surviving Corporation as in effect

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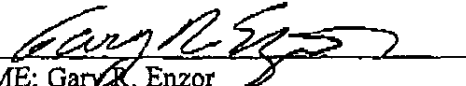
immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

5. **Board of Directors and Officers.** The Board of Directors and officers of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Board of Directors and officers of the Surviving Corporation until their successors are elected and qualified or their earlier death or resignation.


6. **Effect of the Merger.** Upon the Merger becoming effective: (i) the separate existence of Leaman Florida shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to Leaman Florida shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of Leaman Florida, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Leaman Florida shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of Leaman Florida shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of Leaman Florida shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan and Articles of Merger.

Dated: June 24, 2013

CHEMICAL LEAMAN CORPORATION,
a Florida corporation

By: 
NAME: Gary R. Enzor
TITLE: President and Chief Executive Officer

CHEMICAL LEAMAN CORPORATION,
a Pennsylvania corporation

By: 
NAME: Gary R. Enzor
TITLE: President and Chief Executive Officer

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