

P150ULLSL629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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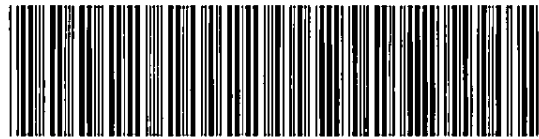
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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17 SEP 5 AM 12:00 2017 SEP -5 PM 2:53

SEP 06 2017

J McNAIR

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

2017 SEP -5 PM 2:53

ACCOUNT NO. : I20000000195

REFERENCE : 794354 7389410

AUTHORIZATION :

[Signature]

COST LIMIT : \$ ~~60.00~~ 70.00

ORDER DATE : September 1, 2017

ORDER TIME : 9:05 AM

ORDER NO. : 794354-010

CUSTOMER NO: 7389410

ARTICLES OF MERGER

GN FUELING CO

INTO

GRIEG CO.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 607.1109 of the Florida Business Corporation Act.

FIRST:

The name and jurisdiction of the surviving corporation:

Grieg Co.	Delaware	File No. 6511467
(following the effective time of the merger. GN Fueling Co)		

SECOND:

The name and jurisdiction of each merging corporation:

GN Fueling Co	Florida	Doc. No. P15000080629
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THIRD:

The laws of the state or country under which each corporation that is a party to this merger is incorporated permits such merger.

FOURTH:

The Plan of Merger is attached.

FIFTH:

The merger shall become effective on the date and time that these Articles of Merger are filed with the Florida Department of State, Division of Corporations.

SIXTH:

The Plan of Merger was adopted by the stockholder of the surviving corporation on August 16, 2017.

SEVENTH:

The Plan of Merger was adopted by the stockholder of the merging corporation on August 16, 2017.

EIGHTH:

The surviving corporation's registered office address in its home state is as follows: 251 Little Falls Drive, Wilmington, New Castle County, Delaware, 19808.

NINTH:

It is agreed that, upon the merger becoming effective, the surviving corporation:

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RECEIVED
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE, FLORIDA

a. Appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the merging Florida corporation; and

b. Agrees to promptly pay to the dissenting shareholders of the merging Florida corporation the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

TENTH:

The undersigned corporations have caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated above are true and correct.

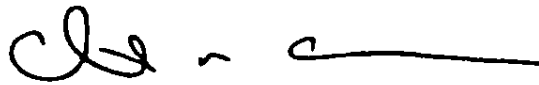
Dated: August 31, 2017

GN FUELING CO

By: 
Brandon Timirsky, Chief Executive Officer

Dated: August 31, 2017

GRIEG CO.

By: 
Christopher Aubuchon, Ph.D., President

PLAN OF MERGER

FIRST:

The name and jurisdiction of the surviving corporation ("**Merger Sub**"):

Grieg Co.	Delaware	File No. 6511467
(following the effective time of the merger. GN Fueling Co)		

SECOND:

The name and jurisdiction of each merging corporation (the "**Company**"):

GN Fueling Co	Florida	Doc. No. P15000080629
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THIRD:

The terms and conditions of the merger are as follows:

- A. Merger: On the terms and subject to the conditions set forth in this Plan of Merger, and in accordance with the Florida Business Corporation Act (the "**FBCA**") and the Delaware General Corporation Law (the "**DGCL**"), at the time and on the date specified in the articles of merger (the "**Effective Time**"), (i) the Company will merge with and into the Merger Sub, and (ii) the separate corporate existence of the Company will cease and the Merger Sub will continue its corporate existence under the DGCL as the surviving corporation in the merger (sometimes referred to in this Plan of Merger as the "**Surviving Corporation**").
- B. Effects of the Merger: The effects and consequences of the merger shall be as set forth in this Plan of Merger, the FBCA, and the DGCL. Without limiting the generality of the foregoing, and subject thereto, from and after the Effective Time, all property, rights, privileges, immunities, powers, franchises, licenses and authority of the Company and the Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of each of the Company and the Merger Sub shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.
- C. Organizational Documents: At the Effective Time, (i) the certificate of incorporation of the Merger Sub as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation until thereafter amended in accordance with the terms thereof or as provided by applicable law, and (b) the by-laws of the Merger Sub as in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation until thereafter amended in accordance with the terms thereof, the certificate of incorporation of the Surviving Corporation, or as provided by applicable law; provided, however, in each case, that the name of the corporation set forth therein shall be changed to read as the name of the Company.
- D. Board of Directors and Officers: The directors and officers of the Merger Sub, in each case, immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors

have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation and by-laws of the Surviving Corporation.

- E. Shareholder Approval. The consummation of the merger is subject to the approval of this Plan of Merger and the Merger contemplated hereby by the shareholders of each of the Company and the Merger Sub.

FOURTH:

The manner and basis of 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 is as follows:

At the Effective Time, as a result of the merger and without any action on the part of any party thereto or their shareholders:

- A. Cancellation of Certain Company Common Stock: Shares of Company common stock (the "Shares") that are owned by the Company or the Merger Sub (as treasury stock or otherwise) or any of their respective direct or indirect wholly owned subsidiaries shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.
- B. Conversion of Company Common Stock: Each Share issued and outstanding immediately prior to the Effective Time (other than Shares to be cancelled and retired in accordance with the paragraph above) shall be converted into the right to receive a certain amount in cash per share to be determined immediately prior to the Effective Time and a certain amount in the form of a Subscription Agreement for Future Equity to be determined immediately prior to the Effective Time, in each case without interest, together with any amounts that may become payable in respect of such Share in the future from an indemnification holdback fund to be determined and any post-closing adjustments to be determined following the Effective Time.
- C. Conversion of Merger Sub Capital Stock. Each share of common stock of the Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one newly issued, fully paid, and non-assessable share of common stock of the Surviving Corporation.

The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows: Not applicable; no such rights are outstanding.