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*Merger*

R. WHITE

OCT 1 - 2018

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: 10/1/2018

Account#: 120000000088

Name: Merritt Walker

Reference #: 1001699

Entity Name: KINECT ENERGY, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Certified copy of filing evidence

Authorized Amount: \$78.75

Signature: JW

① CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40<sup>th</sup> ST, 10<sup>th</sup> FL  
NY, NY 10016  
800.221.0102  
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COGENCY GLOBAL (UK) LIMITED  
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③ ASIA PACIFIC HQ  
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2018 OCT -1 PM 2:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**ON-DEMAND ENERGY, L.P.**  
**a Pennsylvania limited partnership**  
**INTO**  
**KINECT ENERGY, INC.**  
**a Florida corporation**


The following Articles of Merger (these "Articles of Merger") are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1109, Florida Statutes.

- FIRST: The name, entity type and jurisdiction of the surviving corporation is: Kinect Energy, Inc., a Florida corporation (the "Surviving Company").
- SECOND: The name, entity type and jurisdiction of the merging company is: On-Demand Energy, L.P., a Pennsylvania limited partnership (the "Merged Entity").
- THIRD: A copy of the Plan of Merger (the "Plan") is attached hereto as Exhibit A.
- FOURTH: The merger of the Merged Entity with and into the Surviving Company shall become effective on the date and at the time that these Articles of Merger are filed with the Florida Department of State.
- FIFTH: The Plan was approved and adopted by the board of directors of the Surviving Company on October 1, 2018, in accordance with the requirements of Section 607.1108 of the Act. Pursuant to Sections 607.1108(5) and 607.1103(7) of the Act, approval of the Plan is not required by the shareholders of the Surviving Company.
- SIXTH: The Plan was unanimously approved and adopted by the general partner and the limited partner of the Merged Entity on October 1, 2018, in accordance with the applicable provisions of the Pennsylvania Corporations and Unincorporated Associations Statute.

*[Signature Page Follows]*


The undersigned have caused these Articles of Merger to be executed this 1st day of October, 2018.

KINECT ENERGY, INC.

By:   
Name: Amy A. Quintana  
Title: Assistant Secretary

ON-DEMAND ENERGY, L.P.

By: KINECT ENERGY, INC., its General Partner

By:   
Name: Amy A. Quintana  
Title: Assistant Secretary

**EXHIBIT A**

**PLAN OF MERGER**

## PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of October 1, 2018 is entered into by and between ON-DEMAND ENERGY, L.P., a Pennsylvania limited partnership (the "Merged Entity"), and KINECT ENERGY, INC., a Florida corporation (the "Surviving Company"). The Merged Entity and the Surviving Company are hereinafter sometimes referred to as the "Constituent Companies."

### WITNESSETH:

WHEREAS, the Merged Entity is a limited partnership duly organized and existing under the laws of the Commonwealth of Pennsylvania, and the Surviving Company is a corporation duly organized under the laws of the State of Florida; and

WHEREAS, the general and limited partners of the Merged Entity and the directors of the Surviving Company have determined that it would be in the best interest of each such company, for the Merged Entity to merge with and into the Surviving Company.

NOW THEREFORE, for the purpose of effecting the Merger (as defined below) and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements set forth herein, the Constituent Companies hereby agree as follows:

1. Merger. The Merged Entity shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger, Section 607.1108 of the Florida Business Corporation Act, as amended, and Sections 331-336 of the Pennsylvania Corporations and Unincorporated Associations Statute, as amended, and the Surviving Company shall continue its existence as the surviving corporation.

2. Effect of Merger. On the effective date of the Merger: (a) the Merged Entity and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Entity shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Entity which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Entity, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Companies shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Entity.

3. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. On the effective date of the Merger: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as the by-laws of the Surviving Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall be as follows:

Peter C. Brown – President and Director

Richard D. McMichael – Senior Vice President - Finance

R. Alexander Lake – Secretary

Amy A. Quintana – Assistant Secretary

4. Conversion of Shares.

4.1 On the effective date of the Merger, each partnership interest of the Merged Entity shall be cancelled, without any action on the part of the holders thereof.

4.2 On the effective date of the Merger, all shares of common stock of the Surviving Company issued and outstanding immediately prior to the effective date of the Merger, shall remain issued and outstanding.

5. Supplemental Action. If at any time after the effective date of the Merger, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers or directors of the Surviving Company, or at their request the persons who were officers and directors (or their equivalent) of the Merged Entity immediately prior to the Merger, whether past or remaining in office, shall have the authority to and shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

6. Filing with the Florida and Pennsylvania Secretary of State. The officers and directors of the Surviving Company and the officers and directors (or their equivalent) of the Merged Entity are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, certificates, statements, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for and make all appropriate filings with the Department of State of the State of Florida and the Commonwealth of Pennsylvania.

7. Termination. At any time prior to the filing of the Statement of Merger with the Secretary of State of the Commonwealth of Pennsylvania and the Articles of Merger with the Secretary of State of the State of Florida, this Plan of Merger may be terminated by the board of directors or general partner, as the case may be, of the Constituent Companies, notwithstanding the prior approval of this Plan of Merger by the board of directors, general partner, shareholders and partners, as the case may be, of the Constituent Companies.

8. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document. Fax or electronic signatures on this document shall have the same force and effect as original signatures.

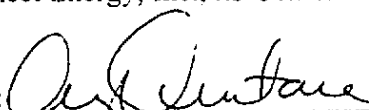


IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

**THE MERGED ENTITY:**

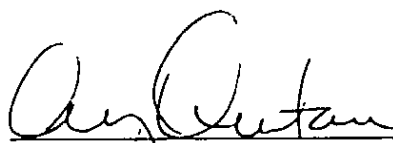
ON-DEMAND ENERGY, L.P.

By: Kinect Energy, Inc., its General Partner

By:   
Name: Amy A. Quintana  
Title: Assistant Secretary

**THE SURVIVING COMPANY:**

KINECT ENERGY, INC.

By:   
Name: Amy A. Quintana  
Title: Assistant Secretary