

P22000092644

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

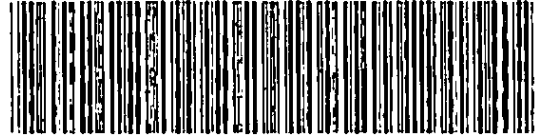
Special Instructions to Filing Officer:

OK to file.
per
Darlene

of 12/29/2022

Office Use Only

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SECRETARY OF STATE
TALLAHASSEE, FL

2022 DEC 28 PM 3:37

FILED

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2022 DEC 21 PM 1:58

ef



Attorneys and Counselors at Law
123 South Calhoun Street
P.O. Box 391 32302
Tallahassee, FL 32301
P: (850) 224-9115
F: (850) 222-7560
ausley.com

December 29, 2022

VIA HAND DELIVERY

Secretary of State
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: **TECO Gas Operations, Inc.**

Dear Madam/Sir:

As per your letter of December 22, 2022 (attached), enclosed for filing are the corrected original and one copy of the Articles of Merger for the above-referenced corporation. These are being filed in response to Letter No. 222A00028727, dated December 22, 2022.

When the certified copy is ready, I will arrange for someone to pick it up. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff Wahlen".

J. Jeffrey Wahlen

JJW/bml
Enclosures

2022 DEC 29 11:54



Attorneys and Counselors at Law
123 South Calhoun Street
P.O. Box 391 32302
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F: (850) 222-7560
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December 21, 2022

VIA HAND DELIVERY

Secretary of State
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: **TECO Gas Operations, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Merger for the above-referenced corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

☒ \$78.75
Filing Fee &
Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy &
Certificate of Status

I would appreciate your contacting me at 425-5465 or nestes@ausley.com when the certified copy is ready, and I will arrange for someone to pick it up. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads 'Nancy Estes'.

Nancy Estes
Legal Assistant

JJW/nc
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2022

AUSLEY MCMULLEN
123 SOUTH CALHOUN STREET
TALLAHASSEE, FL 32301

SUBJECT: TECO GAS OPERATIONS, INC.
Ref. Number: P22000092644

We have received your document for TECO GAS OPERATIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 222A00028727

RECEIVED
2022 DEC 28 PM 2:28
TALLAHASSEE, FL 32301

ARTICLES OF MERGER
OF
TECO PIPELINE HOLDING COMPANY, LLC
(a Florida limited liability company)
INTO
TECO GAS OPERATIONS, INC.
(a Florida corporation)

FILED
2022 DEC 28 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with sections 607.1105 and 605.1025, Florida Statutes.

FIRST: TECO Pipeline Holding Company, LLC ("TPH"), a Florida limited liability company, will be merged with and into TECO Gas Operations, Inc. ("TGO"), a Florida corporation, and TGO will be the surviving entity.

SECOND: The attached Agreement and Plan of Merger dated as of December 20, 2022 pursuant to which TPH will be merged with and into TGO was adopted by the board of directors and the sole member of TPH on December 20, 2022 and by the board of directors and the sole shareholder of TGO on December 20, 2022.

THIRD: All of the outstanding membership interests of TPH will be cancelled. The outstanding capital stock of TGO will not be affected by the merger.

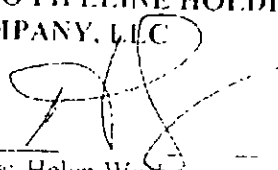
FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Organization or the Bylaws of TGO.

FIFTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

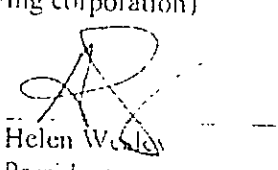
SIXTH: The merger shall become effective as of January 1, 2023.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of TPH and TGO by their respective authorized representatives as of the 21 day of December, 2022.

**TECO PIPELINE HOLDING
COMPANY, LLC**

By: 
Name: Helen Westley
Its: President

TECO GAS OPERATIONS, INC.
(Surviving corporation)

By: 
Name: Helen Westley
Its: President

AGREEMENT AND PLAN OF MERGER_

BETWEEN

TECO GAS OPERATIONS, INC.

AND

TECO PIPELINE HOLDING COMPANY, LLC

Dated as of December 1, 2022

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of December 1, 2022 is between **TECO GAS OPERATIONS, INC.** (the "Buyer"), a Florida corporation, and **TECO PIPELINE HOLDING COMPANY, LLC** (the "Seller"), a Florida limited liability company. The parties desire to effect the acquisition of the Seller by the Buyer through a merger of the Seller into the Buyer on the terms and conditions hereof. This Agreement is intended to be a "plan of reorganization" within the meaning of §368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

Accordingly, in consideration of good and valuation consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1 – THE MERGER

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the Florida Business Corporation Act, as amended (the "FBCA") and the Florida Revised Limited Liability Company Act ("FRLCA") the Buyer shall be merged with and into the Seller (the "Merger"). The Merger shall occur at the Effective Time (as defined herein). Following the Merger, the Buyer shall continue as the surviving corporation (the "Surviving Corporation") and the separate corporate existence of the Seller shall cease.

1.2 Effective Time. As soon as practicable after satisfaction or waiver of all conditions to the Merger, the parties shall cause articles of merger (the "Articles of Merger") to be filed in accordance with Section 607.1105 of the FBCA and Section 605.1025 of the FRLCA and shall take all such further actions as may be required by law to make the Merger effective. The Merger shall be effective at such time as the Articles of Merger are filed with the Florida Department of State in accordance with the FBCA or at such later time as is specified in the Articles of Merger (the "Effective Time").

1.3 Effects of the Merger. The Merger shall have the effects set forth in Section 607.1106 of the FBCA and Section 605.1026 of the FRLCA.

1.4 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Buyer, in each case as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the Effective Time.

1.5 Directors and Officers. The officers of the Buyer immediately prior to the Effective Time shall be the officers of the Surviving Corporation immediately after the Effective Time, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation. Immediately after the Effective Time the Board of Directors of Buyer shall be increased to 11 and shall be: Scott Balfour, Ana Marie Codina Barlick, Jacqueline Bradley, Patrick Geraghty, Pamela Iorio, Rhea Law, Daniel Muldoon, Ralph Tedesco, Rasesh Thakkar, Will Weatherford, and Helen Wesley each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

1.6 Treatment of Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the Buyer or the Seller, all outstanding membership interests of the Seller shall be cancelled and the outstanding capital stock of the Buyer shall remain outstanding and unchanged.

1.7 Closing of Seller Transfer Books. At the Effective Time, the membership interest transfer books of the Seller shall be closed and no transfer of membership interests of the Seller shall thereafter be made. If, after the Effective Time, certificates representing membership interests of the Seller are presented to the Surviving Corporation, they shall be cancelled.

SECTION 2 – MISCELLANEOUS

2.1 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, written or oral, with respect thereto.

2.2 Governing Law. This Agreement is governed by the laws of the State of Florida without regard to its conflict of law principles.

2.3 Binding Effect; No Assignment. This Agreement is binding upon and shall inure to the benefit of the parties and their respective successors and permitted assigns. This Agreement is not assignable without the prior written consent of the other party hereto.

2.4 Section Headings. The table of contents and headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

2.5 Counterparts. This Agreement may be executed in two (2) or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one (1) and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement under seal as of the
date first stated above.

TECO GAS OPERATIONS, INC.

By: 

Name: Helen Wesley

Its: President

**TECO PIPELINE HOLDING
COMPANY, L.L.C.**

By: 

Name: Helen Wesley

Its: President