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ARTICLES OF MERGER
OF
GATE BIOFUELS, INC.
INTO
PONTE VEDRA LODGE, INC.

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **GATE BIOFUELS, INC.**, a Florida corporation, into **PONTE VEDRA LODGE, INC.**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **GATE BIOFUELS, INC.** into **PONTE VEDRA LODGE, INC. PONTE VEDRA LODGE, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be 2:30 p.m. EDT on June 26, 2015 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1101, Florida Statutes, (i) by the Boards of Directors of **GATE BIOFUELS, INC.** and **PONTE VEDRA LODGE, INC.**, respectively, by written consent without a meeting dated June 26, 2015 and (ii) by **GATE PETROLEUM COMPANY**, the sole shareholder of **GATE BIOFUELS, INC.** and **PONTE VEDRA LODGE, INC.**, respectively, by written consent without a meeting dated June 26, 2015.

IN WITNESS WHEREOF, GATE BIOFUELS, INC. and **PONTE VEDRA LODGE, INC.** have caused these Articles of Merger to be signed in their corporate names as of the 26th day of June, 2015.

GATE BIOFUELS, INC.

By: _____
Jack C. Lueders, Jr.
Vice President

PONTE VEDRA LODGE, INC.

By: _____
Jack C. Lueders, Jr.
Vice President

EXHIBIT "A"

PLAN OF MERGER

(Attached)

PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 26th day of June, 2015, pursuant to Section 607.1101, Florida Statutes, for the merger of **GATE BIOFUELS, INC.**, a Florida corporation, into **PONTE VEDRA LODGE, INC.**, a Florida corporation. **PONTE VEDRA LODGE, INC.** is to be the surviving corporation.

BACKGROUND

(1) **PONTE VEDRA LODGE, INC.** is a Florida corporation. All of the issued and outstanding shares of capital stock of **PONTE VEDRA LODGE, INC.** are owned by **GATE PETROLEUM COMPANY.**

(2) **GATE BIOFUELS, INC.** is a Florida corporation. All of the issued and outstanding shares of capital stock of **GATE BIOFUELS, INC.** are owned by **GATE PETROLEUM COMPANY.**

(3) Economies of operation and savings in administrative expenses can be achieved by merging **PONTE VEDRA LODGE, INC.** and **GATE BIOFUELS, INC.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **GATE BIOFUELS, INC.** shall be merged into **PONTE VEDRA LODGE, INC.** (the "Merger") and the separate corporate existence of **GATE BIOFUELS, INC.** shall cease and **PONTE VEDRA LODGE, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**PONTE VEDRA LODGE, INC.** and **GATE BIOFUELS, INC.** are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 2:30 p.m. EDT on June 26, 2015 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **PONTE VEDRA LODGE, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of **PONTE VEDRA LODGE, INC.** in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of capital stock of **GATE BIOFUELS, INC.** shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of **PONTE VEDRA LODGE, INC.** and **GATE BIOFUELS, INC.** who dissent from the merger of **GATE BIOFUELS, INC.** into **PONTE VEDRA**

LODGE, INC. pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding the rights of dissenting shareholders, to be paid the fair value of their shares. By the signing of the Certification set forth below, **GATE PETROLEUM COMPANY,** as the sole shareholder of **PONTE VEDRA LODGE, INC.** and **GATE BIOFUELS, INC.**, respectively, hereby expressly waives all mailing and notification requirements with respect to such rights and waives any and all rights to dissent and be paid fair value for its shares.

7. *This Plan of Merger may be abandoned without approval of the shareholders of* **PONTE VEDRA LODGE, INC.** or **GATE BIOFUELS, INC.** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **PONTE VEDRA LODGE, INC.** or **GATE BIOFUELS, INC.** followed by written notice to the president of the other corporation party to the Merger.

[Intentionally left blank]

CERTIFICATION

PONTE VEDRA LODGE, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **PONTE VEDRA LODGE, INC.** on the 26th day of June, 2015.

PONTE VEDRA LODGE, INC.

By: _____
Jack C. Lueders, Jr.
Vice President

GATE BIOFUELS, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE BIOFUELS, INC.** on the 26th day of June, 2015.

GATE BIOFUELS, INC.

By: _____
Jack C. Lueders, Jr.
Vice President

GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by **the Board of Directors of GATE PETROLEUM COMPANY,** the sole shareholder of **PONTE VEDRA LODGE, INC.** and **GATE BIOFUELS, INC.** on the 26th day of June, 2015.

GATE PETROLEUM COMPANY

By: _____
Jack C. Lueders, Jr.
Vice President