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U I CORPORATION SYSTEM
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Tallahassee, Fla. 32301 (904) 656-0290
City State Zip Phone

900001468109
-04/28/95--01002--045
*****70.00 *****70.00

900001468109
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*****52.50 *****52.50

CORPORATION(S) NAME

Public Gas Mergers Company

☒ Profit - Hts.
☒ NonProfit

☐ Foreign

☐ Limited Partnership
☐ Reinstatement

☒ Certified Copy

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report
☐ Resurrection

☐ Photo Copies

☐ Call if Problem
☐ Will Wait

☐ Merger

☐ Mark

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☐ Change of Name
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NANCY HENDRICKS APR 28 1995

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ARTICLES OF INCORPORATION
of
PUBLIC GAS MERGER COMPANY, INC

FILED
95 APR 23 1995
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

The undersigned incorporator, in order to form a corporation under the provisions of the Florida Business Corporation Act (the "Business Corporation Act"), certifies as follows:

1. Name. The name of the corporation that satisfies the requirements of Section 607.0401 is Public Gas Merger Company, Inc. (hereinafter called the "Corporation").

2. Address; Registered Agent. The address of the Corporation's registered office is 1200 South Pine Island Road, City of Plantation, Florida 33324; and its registered agent at such address is CT Corporation System. , the principal place of business is 2001 NW 107th Avenue, 2nd Floor Miami, FL 33172

3. Purposes. The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act .

4. Number of Shares. The total number of shares of capital stock of all classifications which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock of the par value of one dollar (\$1.00) each.

5. Name and Address of Incorporator. The name and mailing address of the incorporator are: Mary C. Wade, c/o Triarc Companies, Inc., 900 Third Avenue, 31st Floor, New York, New York 10022.

6. The number of directors constituting the initial Board of Directors of the Corporation is three

The name and the address of each initial person who is to serve as a member of the Board of Directors of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John L. Cohan	900 Third Avenue - 31st Floor New York, New York 10022
Joseph A. Levato	900 Third Avenue - 31st Floor New York, New York 10022
Brian L. Schorr	900 Third Avenue - 31st Floor New York, New York 10022

7. Adoption, Amendment and/or Repeal of By-Laws. The Board of Directors may from time to time (after adoption by the undersigned of the original by-laws of the Corporation) make, alter or repeal the by-laws of the Corporation (the "By-Laws"); provided, however, that any By-Laws made, amended or repealed by the Board of Directors may be amended or repealed, and any By-Laws may be made, by the stockholders of the Corporation.

8. Limitation of Liability of Directors. No director of the Corporation shall be held personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit. If the Business Corporation Act is amended after adoption of this paragraph to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation

existing at the time of such repeal or modification.

9. Indemnification.

9.1 To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not Directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board of Directors at any time specifies that such persons are entitled to the benefits of this Section 9.

9.2 The Corporation shall, from time to time, reimburse or advance to any Director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the Business Corporation Act, such expenses incurred by or on behalf of any Director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such Director or officer (or other person indemnified hereunder) to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such Director, officer or other person is not entitled to be indemnified

for such expenses.

9.3 The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 9 shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, these Articles of Incorporation, the By-Laws, any agreement, any vote of stockholders or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

9.4 The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 9 shall continue as to a person who has ceased to be a Director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

9.5 The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 9, the By-Laws or under Section 607.0850 of the Business Corporation Act or any other provision of law.

9.6 The provisions of this Section 9 shall be a contract between the Corporation, on the one hand, and each Director and officer who serves in such capacity at any time while this Section 9 is in effect and any other person indemnified hereunder, on the other hand, pursuant to which the Corporation and each such Director, officer, or other person intends to be legally bound. No repeal or modification of this Section 9 shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding

therefore or thereafter brought or threatened based in whole or in part upon any such state of facts.

9.7 The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Section 9 shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, its independent legal counsel and its stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

9.8 Any Director or officer of the Corporation serving in any capacity (a) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation or (b) any employee benefit plan of the Corporation or any corporation referred to in clause (a) shall be deemed to be doing so at the request of the Corporation.

9.9 Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Section 9 may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the

applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21st day of April, 1995.

Mary C. Wade

Mary C. Wade
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.:
CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED 4/27, 19 95

By: Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

P9500033359

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PUBLIC GAS MERGER COMPANY, INC., a Florida corporation P95000033359
PGC HOLDINGS, INC., a Delaware corporation

INTO

PUBLIC GAS COMPANY, a Florida corporation, 184120.

File date: June 15, 1995

Corporate Specialist: Susan Payne