

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

Gate Precast Company

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ARTICLES OF MERGER
OF
GATE ASPHALT CO.
INTO
GATE PRECAST COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
78

Pursuant to the provisions of Sections 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Gate Asphalt Co., a Florida corporation, into Gate Precast Company, 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 Asphalt Co. into Gate Precast Company. Gate Precast Company shall be the surviving corporation.

2. The effective date of this merger shall be 11:59 p.m. on December 5, 2014 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

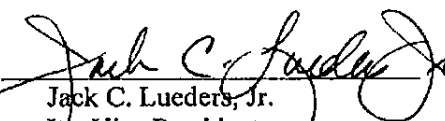
3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted by the Boards of Directors of Gate Precast Company and Gate Asphalt Co., respectively, by resolutions dated December 4, 2014 and by Gate Petroleum Company, a Florida corporation, the sole shareholder of Gate Precast Company and Gate Asphalt Co., respectively, by resolutions dated December 4, 2014.

IN WITNESS WHEREOF, Gate Asphalt Co. and Gate Precast Company have caused these Articles of Merger to be signed in their corporate names as of the 4th day of December, 2014.

GATE ASPHALT CO.

By: 
T. Mitchell Rhodes
Its: President

GATE PRECAST COMPANY

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

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 4th day of December, 2014, pursuant to Section 607.1101, Florida Statutes, for the merger of GATE ASPHALT CO., a Florida corporation, into GATE PRECAST COMPANY, a Florida corporation. Gate Precast Company is to be the surviving corporation.

BACKGROUND

- a) Gate Precast Company is a Florida corporation. All of the issued and outstanding shares of capital stock of Gate Precast Company are owned by Gate Petroleum Company, a Florida corporation.
- b) Gate Asphalt Co. is a Florida corporation. All of the issued and outstanding shares of capital stock of Gate Asphalt Co. are owned by Gate Petroleum Company.
- c) Economies of operation and savings in administrative expenses can be achieved by merging Gate Precast Company and Gate Asphalt Co. 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 Asphalt Co. shall be merged into Gate Precast Company (the "Merger") and the separate corporate existence of Gate Asphalt Co. shall cease and Gate Precast Company (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (Gate Precast Company and Gate Asphalt Co. are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:59 p.m. on December 5, 2014 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 Gate Precast Company 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 Gate Precast Company in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

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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 Asphalt Co. shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of Gate Precast Company and Gate Asphalt Co. who dissent from the merger of Gate Asphalt Co. into Gate Precast Company 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 Gate Precast Company and Gate Asphalt Co., 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 Gate Precast Company or Gate Asphalt Co. 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 Gate Precast Company or Gate Asphalt Co. followed by written notice to the president of the other corporation party to the Merger.

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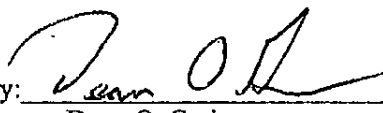
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CERTIFICATION


Gate Precast Company hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of Gate Precast Company on the 4th day of December, 2014.

GATE PRECAST COMPANY

By: 
Dean O. Gwin
Its President

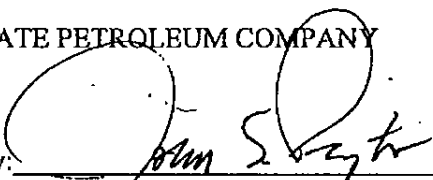
Gate Asphalt Co. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of Gate Asphalt Co. on the 4th day of December, 2014.

GATE ASPHALT CO.

By: 
T. Mitchell Rhodes
Its 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 Gate Precast Company and Gate Asphalt Co. on the 4th day of December, 2014.

GATE PETROLEUM COMPANY

By: 
John S. Peyton
Its President

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