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HOLLAND & KNIGHT  
 Requestor's Name  
 315 SOUTH CALHOUN STREET  
 Address  
 Tallahassee, Florida 32301  
 City/State/Zip Phone #  
 224-7000

FILED  
 98 MAY 29 PM 4:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 Office

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lake Huron Investment Corporation  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #) 200002541428  
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4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time Need Bagli 5/29 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 TALLAHASSEE, FL 32301

Merger  
 6-1-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAKE HURON INVESTMENT CORPORATION, a Florida corporation,  
P97000060213

INTO

**HECO HOLDING CORPORATION**, an Oregon corporation not qualified in  
Florida

File date: May 29, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
BETWEEN  
HECO HOLDING CORPORATION  
AND  
LAKE HURON INVESTMENT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 60.501 of the Oregon Business Corporation Act, HECO Holding Corporation, an Oregon corporation (the "Survivor") and Lake Huron Investment Corporation, a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor, which will be the surviving corporation (the "Merger").

**ARTICLE I**

The Agreement and Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto and made a part of these Articles of Merger as Exhibit "A."

**ARTICLE II**

The name of the surviving corporation is HECO Holding Corporation which, pursuant to the Agreement and Plan of Merger, will change its name on the effective date, as hereinafter provided, to Lake Huron Investment Corporation.

**ARTICLE III**

The effective date of the Merger shall be upon the later of the filing of these Articles of Merger with the Secretary of State of Florida and Articles of Merger with the Secretary of State of Oregon.

**ARTICLE IV**

The Agreement and Plan of Merger was adopted by the Survivor by the unanimous written consent of its Board of Directors on May 4, 1998 and by the affirmative vote of the holders of a majority of the Survivor's outstanding shares of common stock on May 28, 1998. The Agreement and Plan of Merger was adopted by the Merging Corporation by unanimous written consent of its Board of Directors on May 4, 1998 and by the written consent of its sole shareholder on May 4, 1998.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the \_\_ day of May, 1998.

HECO HOLDING CORPORATION, an Oregon  
corporation

By: John F. Lillicrop  
John F. Lillicrop, President

LAKE HURON INVESTMENT CORPORATION,  
a Florida corporation

By: \_\_\_\_\_  
Paul J. Plante, President

FROM

(WED) 5. 27 '98 14:23/ST. 14:21/NO. 4860322263 P 7

HECO HOLDING CORPORATION, an Oregon  
corporation

By: \_\_\_\_\_  
John F. Lillicrop

LAKE HURON INVESTMENT CORPORATION,  
a Florida corporation

By:   
Paul J. Plante, President

EXHIBIT "A"

PLAN OF MERGER

DATE: May 28, 1998.

PARTIES TO THE MERGER:

**HECO Holding Corporation**, an Oregon corporation (the "**Company**");

AND

**Lake Huron Investment Corporation**, a Florida corporation ("**Huron**").

BACKGROUND

A. The Boards of Directors of each of the Company and Huron have approved the merger of Huron with and into the Company (the "**Merger**") under the terms and conditions set forth herein.

B. After the Merger, the Company shall be the Surviving Corporation and it shall change its name to Lake Huron Investment Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto agree as follows:

PLAN

A. Definitions

The following capitalized terms used in this Plan of Merger shall have the meanings assigned to them as follows:

- (1) "Plan" shall mean this Plan of Merger.
- (2) "Effective Time" shall mean the date and time of the later to occur of the filing of articles of merger (with this Plan attached) with the Secretary of State of the State of Oregon and the filing of articles of merger with the Secretary of State of the State in Florida in accordance with the applicable provisions of Oregon and Florida law, respectively.
- (3) "Surviving Corporation" shall mean the corporation surviving after the Merger, as specified by the Plan.
- (4) "Company Common Stock" shall mean the Common Stock without par value of the Company.

(5) "Huron Common Stock" shall mean the Common Stock, par value \$.01 per share, of Huron.

(6) "Dissenters' Shares" shall mean shares of Company Common Stock which are held by holders who have effectively dissented from the Merger and perfected their dissenters' rights in accordance with Oregon law. "Dissenters' Shares" do not include shares held by dissenting shareholders who fail to perfect their dissenters' rights, who have effectively withdrawn their dissents, or who have lost their dissenters' rights by operation of law or otherwise.

#### B. Merger

1. Merger. Huron shall be merged with and into the Company, effective as of the Effective Time.

2. Surviving Corporation; Name. The Company shall be the Surviving Corporation and shall continue its corporate existence under the laws of the State of Oregon. The Surviving Corporation shall change its name to Lake Huron Investment Corporation.

3. Continuation of the Company's Business. At the Effective Time, any and all of the assets, rights, and privileges of the Company shall continue unaffected and unimpaired.

4. Vesting of Huron's Business in the Company. At the Effective Time, the separate existence of Huron shall cease and all of the assets, rights and privileges of Huron shall be vested in the Company.

#### C. Conversion of Capital Stock

As of the Effective Time, by virtue of the Merger and without any further action on the part of any holder of shares of the capital stock of the Company or Huron:

1. Company Common Stock. Each issued and outstanding share of Company Common Stock (excluding shares converted pursuant to Section C.2. below and Dissenters' Shares) shall be converted into the right to receive \$35.12 subject to certain escrow arrangements and closing expenses.

2. Huron Common Stock. Each issued and outstanding share of Huron Common Stock shall be converted into and become one fully paid and nonassessable share of common stock, without par value, of the Surviving Corporation.

3. "Dissenters' Shares". "Dissenters' Shares" shall not be converted into or exchangeable for the right to receive \$35.12 subject to certain escrow arrangements and Closing Expenses, but the holders thereof shall be entitled only to payment from the Surviving Corporation of the fair value of such shares in accordance with the laws of Oregon.

4. Stock Certificates.

(a) *The Company.* All shares of Company Common Stock (excluding shares converted pursuant to Section C.2. above and Dissenters' Shares) shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right, upon the surrender of such certificate, to receive the cash paid in consideration for such shares in accordance with the Plan.

(b) *Huron.* At the Effective Time, each stock certificate of Huron evidencing ownership of shares of Huron Common Stock shall be deemed, for all purposes, to evidence ownership of and to represent the number of shares of common stock of the Surviving Corporation into which such shares of Huron shall have been converted.

D. **Charter Documents - Directors and Officers**

1. Articles of Incorporation. At the Effective Time, the articles of incorporation of the Company as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation.

2. Bylaws. At the Effective Time, the bylaws of the Company as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation.

3. Directors and Officers. The directors and officers of the Surviving Corporation, from and after the Effective Time, shall be the current directors and officers of Huron until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal, in accordance with the Surviving Corporation's articles of incorporation and bylaws.

E. **Miscellaneous Provisions**

1. Counterparts. This Plan may be executed by each party upon a separate copy, and in such case one counterpart of this Plan shall consist of enough of such copies to reflect the signatures of all of the parties.

2. Successors. This Plan shall inure to the benefit of the parties and their respective successors and permitted assignees.



3. Choice of law. To the extent not pre-empted by any mandatorily applicable law of the State of Oregon, the terms and conditions of this Plan shall be construed and enforced in accordance with the laws of the State of Florida without regard to its principles of conflict of laws.

IN WITNESS WHEREOF, this Plan is hereby executed on behalf of each of the parties hereto.

**HECO HOLDING CORPORATION**

**LAKE HURON INVESTMENT  
CORPORATION**

By: \_\_\_\_\_  
John F. Lillicrop,  
President

By: \_\_\_\_\_  
Paul J. Plante,  
President

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