



**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

FILED  
 09 NOV - 5 PM 12: 33  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and Non-Profit Corporation in accordance with § 607.1109, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Acuera Corp. <i>LO3251</i>	Florida	Profit Corporation
Seminole Electric Cooperative, Inc. <i>790554</i>	Florida	Non-Profit Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Seminole Electric Cooperative, Inc.	Florida	Non-Profit Corporation

**THIRD:** The attached plan of merger was approved by each domestic Profit and Non-Profit Corporation that is party to the merger in accordance with the applicable provisions of Chapters 607 and 617 Florida Statutes.

**FOURTH:** The effective date of this merger is the date of filing of these Articles of Merger.

**FIFTH:** The Board of Directors and the sole shareholder of Acuera Corp. approved this merger on October 8, 2009 in accordance with the terms of § 607.1103, F.S. The Board of Directors and the members of Seminole Electric Cooperative, Inc. approved this merger on October 8, 2009 in accordance with the terms of § 617.1103, F.S. The number of votes cast for the merger by the shareholders of Acuera Corp. and the members of Seminole Electric Cooperative, Inc. was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Acuera Corp. and Seminole Electric Cooperative, Inc. as of the 8<sup>th</sup> day of October, 2009.

Acuera Corp.

By: *Timothy S. Woodbury*  
Timothy S. Woodbury  
Title: President

Legal  
Review  
*[Signature]*

Seminole Electric Cooperative, Inc.

By: *Robert W. Strickland*  
Robert W. Strickland  
Title: President

Legal  
Review  
*[Signature]*

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## PLAN OF MERGER

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TALLAHASSEE, FLORIDA

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Acuera Corp.	Florida	Profit Corporation
Seminole Electric Cooperative, Inc.	Florida	Non-Profit Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Seminole Electric Cooperative, Inc.	Florida	Non-Profit Corporation

**THIRD:** The terms and conditions of the merger are as follows:

Acuera Corp. will merge with and into Seminole Electric Cooperative, Inc. which owns all of the outstanding shares of all classes of stock of Acuera Corp. Seminole Electric Cooperative, Inc. will be the surviving entity in this merger and its Articles of Incorporation will not be changed or affected by this merger.

### **FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

As Seminole Electric Cooperative, Inc. owns all outstanding shares of Acuera Corp. such shares will be cancelled and terminated in the merger of the 100% owned subsidiary into its parent. The outstanding equity interests of the members of Seminole Electric Cooperative, Inc. will not be affected by the merger.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

As Seminole Electric Cooperative, Inc. owns all outstanding shares of Acuera Corp. all rights to acquire interests, shares, obligations or other securities of Acuera Corp. will be cancelled and terminated in the merger of the 100% owned subsidiary into its parent. All rights to acquire interests, shares obligations or other securities of Seminole Electric Cooperative, Inc. will not be affected by the merger.

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