



AGREEMENT OF MERGER  
BETWEEN  
ASHTABULA PROPANE CORP.  
CAL GAS CORPORATION  
CAL GAS-CLEAN AIR CENTER, INC.  
CAL GAS ENERGY, INC.  
CAL GAS-MIDWEST, INC.  
CAL GAS-NORTHWEST, INC.  
CAL GAS-ROCKY MOUNTAINS, INC.  
CAL GAS-WEST, INC.  
ELYRIA PROPANE CORP.  
FUELGAS CORP.  
PACIFIC GAS EQUIPMENT COMPANY  
PROCARB CORP.  
PROPANE LEASING CORP.  
PROPANE STAND-BY & STORAGE CORPORATION  
SERVAGAS CORP.  
TANK LEASE CORPORATION  
TRANSPORT SUPPLY, INC.  
AND  
CAL GAS-EAST, INC.

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
**DEC 31 1982**  
MUNCH FONG EL, Secretary of State  
By **BILL HOLDEN**  
Deputy

This Agreement of Merger is entered into between CAL GAS-EAST, INC., a California corporation (herein "Surviving Corporation") and ASHTABULA PROPANE CORP., an Ohio corporation, CAL GAS CORPORATION, a Delaware corporation, CAL GAS-CLEAN AIR CENTER, INC., a California corporation, CAL GAS ENERGY, INC. an Oklahoma corporation, CAL GAS-MIDWEST, INC. a California corporation, CAL GAS-NORTHWEST, INC., a California corporation, CAL GAS-ROCKY MOUNTAINS, INC., a California corporation, CAL GAS-WEST, INC., a California corporation, ELYRIA PROPANE CORP., an Ohio corporation, FUELGAS CORP., an Ohio corporation, PACIFIC GAS EQUIPMENT COMPANY, a California corporation, PROCARB CORP., an Ohio corporation, PROPANE LEASING CORP., an Ohio corporation, PROPANE STAND-BY & STORAGE CORPORATION,

Lincoln County

an Ohio corporation, SERVAGAS CORP., an Ohio corporation, TANK LEASE CORPORATION, a California corporation and TRANSPORT SUPPLY, INC. an Ohio corporation (herein "Merging Corporations").

1. Merging Corporations shall be merged into Surviving Corporation.
2. Each outstanding share of Surviving Corporation shall remain outstanding.
3. The outstanding shares of Merging Corporations shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.
4. Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger is as prescribed by law.
6. Surviving Corporation shall change its name by amending Article One of its Articles of Incorporation to read as follows:  
  
"The name of the corporation shall be CAL GAS CORPORATION."
7. This agreement of merger shall become effective December 31, 1982.

Lincoln County

IN WITNESS WHEREOF the parties have executed this Agreement on this 10<sup>th</sup> day of ~~March~~ <sup>November</sup> 1982.

CAL GAS EAST, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

ASHTABULA PROPANE CORP.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CAL GAS CORPORATION

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CAL GAS CLEAN AIR CENTER, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CAL GAS ENERGY, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

Lincoln County

CAL GAS-NORTHWEST, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CAL GAS-NORTHWEST, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CAL GAS-ROCKY MOUNTAINS, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CAL GAS-WEST, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

ELYRIA PROPANE CORP.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

FUEL GAS CORP.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

Lincoln County

PACIFIC GAS EQUIPMENT COMPANY

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

PROPANE CORP.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

PROPANE LEASING CORP.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

PROPANE STAND-BY & STORAGE  
CORPORATION

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

SERVAGAS CORP.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

TANK LEASE CORPORATION

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

TRANSPORT SUPPLY, INC.

By J. R. McLeod  
J. R. McLeod, President

By D. A. Gault  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-East, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary




CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER


J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Ashtabula Propane Corp., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/01/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas Corporation, a Delaware corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,250,169.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/72

  
J. R. McLeod, President

  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Clean Air Center, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 5,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary


CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

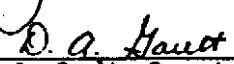
J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas Energy, Inc., an Oklahoma corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 50,000 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Midwest, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 6,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

Lincoln County

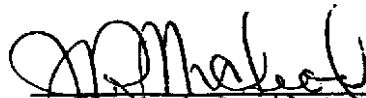
CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER


J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Northwest, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 4,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

Lincoln County

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Rocky Mountains, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 9,500.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

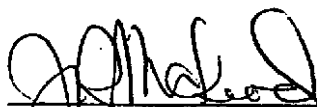
CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER


J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-West, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 4,000 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary



Lincoln County

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Elyria Propane Corp., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary,  
respectively, of Fuelgas Corp., an Ohio corporation.

2. The Agreement of Merger in the form attached was  
duly approved by the board of directors and shareholders of  
the corporation.

3. The shareholder approval was by the holders of 100%  
of the outstanding shares of the corporation.

4. There is only one class of shares and the number of  
shares outstanding is 200.

We further declare under penalty of perjury under the laws  
of the State of California that the matters set forth in  
this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
J. R. McLeod, President

  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Pacific Gas Equipment Company, a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 2,205 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the vice president and the secretary, respectively, of ProCarb Corp., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
J. R. McLeod, Vice President

  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary,  
respectively, of Propane Leasing Corp., an Ohio corporation.

2. The Agreement of Merger in the form attached was  
duly approved by the board of directors and shareholders of  
the corporation.

3. The shareholder approval was by the holders of 100%  
of the outstanding shares of the corporation.

4. There is only one class of shares and the number of  
shares outstanding is 200.

We further declare under penalty of perjury under the laws  
of the State of California that the matters set forth in  
this certificate are true and correct of our own knowledge.

Date: 12/10/72

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary


CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

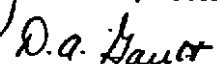
J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Propane Stand-By & Storage Corporation, an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER


J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Servagas Corp., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary,  
respectively, of Tank Lease Corporation, a California  
corporation.

2. The Agreement of Merger in the form attached was  
duly approved by the board of directors and shareholders of  
the corporation.

3. The shareholder approval was by the holders of 100%  
of the outstanding shares of the corporation.

4. There is only one class of shares and the number of  
shares outstanding is 17,000 .

We further declare under penalty of perjury under the laws  
of the State of California that the matters set forth in  
this certificate are true and correct of our own knowledge.

Date: 12/10/82

  
\_\_\_\_\_  
J. R. McLeod, President

  
\_\_\_\_\_  
D. A. Gault, Secretary



CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the vice president and the secretary, respectively, of Transport Supply, Inc., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82  
No. 77758

FILED AND RECORDED AT REQUEST OF  
CAL GAS CORP.  
MAY 9, 1983  
AT 5 MINUTES PAST 2 O'CLOCK  
P.M. IN BOOK 54 OF OFFICIAL  
RECORDS, PAGE 607 LINCOLN  
COUNTY, NEVADA.  
Quinn Aches  
COUNTY RECORDER

J. R. McLeod  
J. R. McLeod, Vice President  
D. A. Gault  
D. A. Gault, Secretary