

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Merger or Share Exchange
Profit Corporation

*0013-1-

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The undersigned corporation pursuant to Section 79-4-11.02, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

⇒ Mississippi Valley Gas Company

2. Name of Corporation 2

⇒ Atmos Energy Corporation



3. Atmos Energy Corporation shall be the surviving corporation. The Plan of Merger was duly authorized by Atmos Energy Corporation by all action required by the laws under which Atmos Energy Corporation is organized and by its Articles of Incorporation.

4. The effective date is December 3, 2002.

5. In accordance with Section 79-4-11.06, no Plan of Merger need be filed with the Articles of Merger.

6. Mark appropriate box.

⇒ (a) Shareholder approval of the plan of merger or share exchange was not required.

OR

⇒ (b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast
⇒ Mississippi Valley Gas Co.	Common	1,000	1,000

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(ii) The Plan of Merger is not required to be approved by the shareholders of Atmos Energy Corporation pursuant to Section 79-4-11.04(g) of the Mississippi Business Corporation Act, Article 5.03 of the Texas Business Corporation Act and Section 13.1-718(g) of the Virginia Stock Corporation Act.

AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Table with 4 columns: Name of Corporation, Class, Total no. of votes cast FOR the Plan, Total no. of votes cast AGAINST the Plan. Row 1: Mississippi Valley Gas Co., Common, 1,000, 0.

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Table with 3 columns: Name of Corporation, Class, Total no. of undisputed votes cast FOR the Plan. Row 1: Empty boxes.

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

Mississippi Valley Gas Company

By: Signature

[Redacted Signature]

(Please keep writing within blocks)

Printed Name

Matthew L. Holleman, III

Title

President and CEO

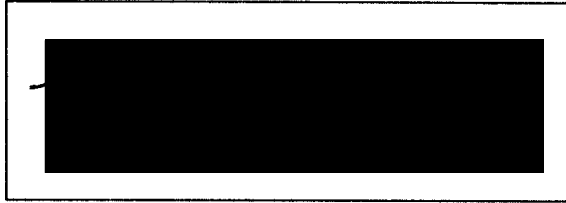
Articles of Merger or Share Exchange
Profit Corporation

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Name of Corporation 2

Atmos Energy Corporation

By: Signature



(Please keep writing within blocks)

Printed Name

Robert W. Best

Title

Chairman,
President and CEO

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lessor vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.

ARTICLES OF MERGER

DEC 03 2002

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act ("TBCA"), Mississippi Valley Gas Company, a Mississippi corporation ("Valley Gas"), and Atmos Energy Corporation, a Texas corporation ("Atmos Energy"), hereby execute the following Articles of Merger for the purpose of merging Valley Gas with and into Atmos Energy:

ARTICLE I

Atmos Energy and Valley Gas have entered into an agreement and plan of merger and reorganization dated as of September 21, 2001 (the "Plan of Merger"), pursuant to which Valley Gas will be merged with and into Atmos Energy, and Atmos Energy will be the surviving corporation incorporated under the laws of Texas (the "Surviving Corporation"). In connection with the Plan of Merger, Atmos Energy and Valley Gas hereby certify as to the following:

a. The name and state of incorporation of each corporation that is a party to the Plan of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Atmos Energy Corporation	Texas
Mississippi Valley Gas Company	Mississippi

b. The Plan of Merger has been approved in accordance with Part Five of the TBCA and has not been abandoned.

c. No amendments to or changes in the Articles of Incorporation of the Surviving Corporation are desired or will be required by law as a result of the merger of Valley Gas with and into Atmos Energy.

d. An executed Plan of Merger is on file at the principal place of business of Atmos Energy, at 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240.

e. A copy of the Plan of Merger will be furnished by Atmos Energy upon written request, without cost, to any shareholder of Atmos Energy.

ARTICLE II

The Plan of Merger is not required to be approved by the shareholders of Atmos Energy pursuant to Article 5.03 of the TBCA.

ARTICLE III

The number of outstanding shares of the only class of stock of Valley Gas entitled to vote on the Plan of Merger is as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class of Shares</u>
Mississippi Valley Gas Company	1,000	Common Stock, \$5.00 par value

ARTICLE IV

The number of outstanding shares of Valley Gas voted for and against the Plan of Merger are as follows:

<u>Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class of Shares</u>
Mississippi Valley Gas Company	1,000	-0-	Common Stock, \$5.00 par value

ARTICLE V

The Plan of Merger and the performance of its terms were duly authorized by Valley Gas and Atmos Energy by all actions required by the laws under which it was incorporated and by its constituent documents.

ARTICLE VI

Pursuant to Article 5.04C. of the TBCA, the Surviving Corporation shall be responsible for the payment of all fees and franchise taxes as required by law and the Surviving Corporation shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name and on its behalf by a duly authorized officer as of the 30 day of December, 2002.

ATMOS ENERGY CORPORATION,
a Texas corporation

By: 

Robert W. Best
Chairman, President and
Chief Executive Officer

MISSISSIPPI VALLEY GAS COMPANY,
a Mississippi corporation

By: 

Matthew L. Holleman, III
President and
Chief Executive Officer

ARTICLES OF MERGER FOR THE MERGER OF
MISSISSIPPI VALLEY GAS COMPANY INTO
ATMOS ENERGY CORPORATION

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The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ONE

Mississippi Valley Gas Company, a Mississippi corporation ("Mississippi Valley") will be merged into Atmos Energy Corporation, a Texas and Virginia corporation ("Atmos") pursuant to the plan of merger attached hereto as Exhibit A.

TWO

The plan of merger has been adopted by the Board of Directors of Atmos. Pursuant to Section 13.1-718G of the Virginia Stock Corporation Act, no action of the shareholders of Atmos, as the surviving corporation, is required because (i) the articles of incorporation of Atmos will not be changed in the merger, (ii) shareholders of Atmos immediately before the effective date of the merger will hold the same number of identical shares and (iii) the number of voting shares and the number of participating shares outstanding immediately after the merger, plus the number of voting shares and participating shares issuable as a result of the merger, either by the conversion of securities issued pursuant to the merger or the exercise of rights and warrants issued pursuant to the merger, will not, in either case, exceed by more than twenty percent the total number of voting shares or participating shares, as appropriate, of the surviving corporation outstanding immediately before the merger.

THREE

The Plan of Merger has been adopted by the Board of Directors and the shareholders of Mississippi Valley. The number of outstanding shares of the only class of stock of Mississippi Valley entitled to vote on the Plan of Merger is as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class of Shares</u>
Mississippi Valley	1,000	Common Stock

The number of outstanding shares of Mississippi Valley voted for and against the Plan of Merger are as follows:

<u>Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class of Shares</u>
Mississippi Valley	1000	-0-	Common Stock

FOUR

The merger of Mississippi Valley into Atmos is permitted by the State of Mississippi under whose law Mississippi Valley is incorporated. Mississippi Valley has complied the law of the State of Mississippi in effecting the merger.

The undersigned officers of Mississippi Valley and Atmos declare that the facts herein stated are true as of December 3, 2002.

ATMOS ENERGY CORPORATION,
a Texas and Virginia corporation

By: 

Robert W. Best
Chairman, President and
Chief Executive Officer

MISSISSIPPI VALLEY GAS COMPANY,
a Mississippi corporation

By: 

Matthew L. Holleman, III
President and
Chief Executive Officer

PLAN OF MERGER

This PLAN OF MERGER by and between Atmos Energy Corporation, a Texas and Virginia corporation ("Atmos" and a "Constituent Corporation"), and Mississippi Valley Gas Company, a Mississippi corporation (the "Company" and a "Constituent Corporation"), provides as follows:

ARTICLE I MERGER AND CLOSING

1.01 The Merger. At the Effective Time, as hereinafter defined, the Company shall be merged with and into Atmos (the "Merger") in accordance with the Mississippi Business Corporation Act (the "MBCA"), the Texas Business Corporation Act (the "TBCA") and the Virginia Stock Corporation Act (the "VSCA"), whereupon the separate existence of the Company shall cease and Atmos shall continue as the surviving corporation (the "Surviving Corporation"). The Merger is intended to qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder (the "Code"). Capitalized terms not otherwise defined in this Plan of Merger shall have the meanings ascribed to them in the reorganization agreement among Atmos, the Company and the Shareholders, dated as of September 21, 2001 (the "Reorganization Agreement").

1.02 Effective Time. The Merger shall become effective upon the last to occur of the following (the "Effective Time"): (i) the proper filing of the articles of merger as provided in Section 79-4-11.05 of the MBCA, (ii) the issuance of a certificate of merger by the Secretary of State of Texas, and (iii) the issuance of a certificate of merger by the State Corporation Commission of Virginia.

1.03 Articles of Incorporation and Bylaws of the Surviving Corporation. At the Effective Time, (i) the Articles of Incorporation of Atmos as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Articles of Incorporation, and (ii) the Bylaws of Atmos as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.

1.04 Directors and Officers of the Surviving Corporation. The directors of Atmos and the officers of Atmos immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation 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.

1.05 Effects of the Merger. Subject to the foregoing, the effects of the Merger shall be as provided in the applicable provisions of the MBCA, the TBCA and the VSCA.

ARTICLE II
EFFECT ON CAPITAL STOCK; EXCHANGE OF CERTIFICATES

2.01 Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of Atmos, the Company or any holder of any of the following securities:

(a) No Conversion of Atmos Common Stock. Each share of the common stock, no par value, of Atmos ("Atmos Common Stock") issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding Atmos Common Stock. Any Atmos Common Stock held in the treasury of Atmos immediately prior to the Effective Time shall continue to be held in the treasury of the Surviving Corporation at the Effective Time.

(b) Cancellation of Certain Shares of Company Common Stock. All shares of the common stock, par value \$5.00 per share, of the Company (the "Company Common Stock") that are owned by the Company as treasury stock shall be canceled and retired and shall cease to exist, and no stock of Atmos or other consideration shall be delivered in exchange therefor.

(c) Conversion of Company Common Stock. All of the issued and outstanding shares of Company Common Stock (other than shares to be canceled in accordance with Section 2.01(b)) shall be converted into the right to receive \$150,000,000, less the adjustments, if any, provided in Section 2.02 (as so adjusted, the "Merger Consideration"). The Merger Consideration shall be payable 50% in cash and 50% in a number of shares of Atmos Common Stock, determined by dividing 50% of the Merger Consideration by the Stock Value, rounded up to the nearest whole number. The Merger Consideration shall be allocated among the Shareholders and any Permitted Transferees in the manner provided in Section 2.03. For the purpose of the foregoing, the "Stock Value" means the average of the closing prices per share of the Atmos Common Stock as reported for New York Stock Exchange Composite Transactions for the 20 trading days ending on the date that is five trading days prior to the Closing Date (the "Average Price"); provided that if the Average Price is less than \$17.65, the Stock Value shall be \$17.65. All shares of Company Common Stock converted in accordance with this Section 2.01(c) shall no longer be outstanding and shall automatically be canceled 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 to receive the shares of Atmos Common Stock and cash to be issued or paid in consideration therefor, upon the surrender of such certificate, without interest.

2.02 Adjustments to Merger Consideration. The Merger Consideration shall be decreased by the following adjustments:

(a) the amount, if any, by which the aggregate amount of dividends or other distributions made on the Company Shares after September 30, 2000 through the Closing Date (which dividends are payable in arrears following the end of each fiscal quarter) exceeds the rate of \$500,000 with respect to each fiscal quarter (or with respect to the Company's first fiscal quarter, \$700,000) (with the dividend payable in respect of any portion of the fiscal quarter that includes the Closing Date being appropriately prorated);

(b) the amount, if any, by which the aggregate amount paid in satisfaction of claims with respect to the Clarksdale Lawsuit exceeds the Clarksdale Settlement Amount, if such claims are settled prior to the Closing Date; and

(c) the amount, if any, by which the amount paid by the Company prior to the Closing Date in satisfaction of any Flash Fire / Explosion Claims exceeds \$250,000 per occurrence (exclusive of any amount funded with proceeds from the Company's insurance policies listed in the Disclosure Schedule of the Reorganization Agreement or any Replacement Policy).

2.03 Exchange of Certificates. At the Effective Time, each Shareholder and Permitted Transferee shall be entitled to receive (i) a certificate or certificates representing such Shareholder's or Permitted Transferee's pro rata share of the aggregate number of shares of Atmos Common Stock to be issued by Atmos to the Shareholders and any Permitted Transferees pursuant to the terms of the Reorganization Agreement plus (ii) cash representing such Shareholder's or Permitted Transferee's pro rata share of the aggregate amount of cash to be paid by Atmos to the Shareholders and any Permitted Transferees pursuant to the terms of the Reorganization Agreement (the "Total Payable Cash"), reduced, in the case of each Shareholder or Permitted Transferee, by such Shareholder's or Permitted Transferee's pro rata share of the Escrow Funds (as defined below) to be deposited in escrow as set forth below. As soon as practicable on the Closing Date after the last to occur of (i) the proper filing of the Mississippi Articles of Merger with the Secretary of State of Mississippi, (ii) the proper filing of the Texas Articles of Merger with the Secretary of State of Texas, and (iii) the proper filing of the Virginia Articles of Merger with the State Corporation Commission of Virginia, cash included in the Total Payable Cash in an amount equal to \$10,000,000 (the "Escrow Funds") shall be delivered by Atmos to an escrow agent selected by Atmos and approved by the Shareholders (which approval shall not be unreasonably withheld or delayed) (the "Escrow Agent"). The Escrow Funds shall be held and administered by the Escrow Agent in accordance with the terms and conditions of an Escrow Agreement, and the Escrow Funds shall be treated for all purposes of this Plan of Merger as having been paid to the Shareholders and any Permitted Transferees.

2.04 Withholding Rights. Atmos shall be entitled to deduct and withhold from the Total Payable Cash otherwise payable pursuant to this Plan of Merger to the Shareholders and any Permitted Transferees such amounts as Atmos is required to deduct and withhold with respect to the making of such payment under the Code, or any provision of state or local tax law. To the extent that amounts are so withheld by Atmos, such withheld amounts shall be treated for all purposes of this Plan of Merger as having been paid to the Shareholders and any Permitted Transferees.

ARTICLE III MISCELLANEOUS

3.01 Effect on Reorganization Agreement. This Plan of Merger is in furtherance of, and not in limitation of, the terms and conditions of the Reorganization Agreement.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 3, 2002

The State Corporation Commission finds the accompanying articles submitted on behalf of

ATMOS ENERGY CORPORATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

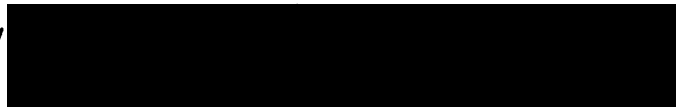
**MISSISSIPPI VALLEY GAS COMPANY (A MS CORPORATION
NOT QUALIFIED IN VA)**

is merged into **ATMOS ENERGY CORPORATION**, which continues to exist under the laws of **VIRGINIA** with the name **ATMOS ENERGY CORPORATION**. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on December 3, 2002.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger of Atmos Energy Corporation issued December 03, 2002.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
September 5, 2012*

Joel H. Peck, Clerk of the Commission