

STATE OF NEVADA



ROSS MILLER  
Secretary of State

SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Filing Acknowledgement

March 27, 2008

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**Filing Description**

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20080211170-02

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**Corporation Name**

**Resident Agent**

WEST CANYON ENERGY CORP.

EMPIRE STOCK TRANSFER INC.

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
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Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20080211170-02</b>
	Filing Date and Time <b>03/27/2008 10:30 AM</b>
	Entity Number <b>C19806-2004</b>

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(Pursuant to Nevada Revised Statutes Chapter 92A)  
(excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

West Canyon Energy Corp.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

PetroSouth Energy Corp.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

This form must be accompanied by appropriate fees.



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**2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 90):**

Attn:

c/o:

**3) (Choose one)**

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

**4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):**

**(a) Owner's approval was not required from**

**Name of merging entity, if applicable**

**Name of merging entity, if applicable**

**Name of merging entity, if applicable**

**Name of merging entity, if applicable**

**and, or;**

**Name of surviving entity, if applicable**



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(b) The plan was approved by the required consent of the owners of \*:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

**Name of merging entity, if applicable**

**Name of merging entity, if applicable**

**Name of merging entity, if applicable**

**Name of merging entity, if applicable**

and, or;

**Name of surviving entity, if applicable**



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**5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:**

**6) Location of Plan of Merger (check a or b):**

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

**7) Effective date (optional)\*\*:**

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).



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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\* (if there are more than four merging entities, check box  and attach an 8 %" x 1 1 " blank sheet containing the required information for each additional entity.):

West Canyon Energy Corp.  
 Name of merging entity  
 Paul B. Quinn President 3/27/2008  
 Signature Title Date

Name of merging entity  
 \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

Name of merging entity  
 \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

Name of merging entity  
 \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

PetroSouth Energy Corp.  
 Name of surviving entity  
 Paul B. Quinn President 3/27/2008  
 Signature Title Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT dated as of March 27, 2008.

BETWEEN:

**WEST CANYON ENERGY CORP.**, a Nevada corporation,  
having its registered office at 6100 Neil Road, Suite 500, Reno,  
NV 89511

(“**WCEC**”)

AND:

**PetroSouth Energy Corp.**, a Nevada corporation, having its  
registered office at 7251 West Lake Mead Boulevard, Suite 300,  
Las Vegas, NV 89128

(“**PetroSouth**”)

WHEREAS:

- A. WCEC is the wholly-owned subsidiary of PetroSouth;
- B. The boards of directors of WCEC and PetroSouth deem it advisable and in the best interests of their respective companies and shareholders that WCEC be merged with and into PetroSouth, with PetroSouth remaining as the surviving corporation under the name “West Canyon Energy Corp.”;
- C. The board of directors of WCEC has approved the plan of merger embodied in this Agreement; and
- D. The board of directors of PetroSouth has approved the plan of merger embodied in this Agreement.

THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto do hereby agree to merge on the terms and conditions herein provided, as follows:

### **1. THE MERGER**

#### **1.1 The Merger**

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), WCEC shall be merged with and into PetroSouth in accordance with the applicable laws of the State of Nevada (the “**Merger**”). The separate existence of WCEC shall cease, and PetroSouth shall be the surviving corporation under the name “West Canyon Energy Corp.” (the “**Surviving Corporation**”) and shall be governed by the laws of the State of Nevada.



## **1.2 Effective Date**

The Merger shall become effective on the date and at the time (the “**Effective Date**”) that:

- (a) the Articles of Merger are accepted and declared effective by the Secretary of State of the State of Nevada; and
- (b) the requirements of the laws of the State of Nevada are satisfied.

## **1.3 Articles of Incorporation**

On the Effective Date, the Articles of Incorporation of PetroSouth, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation except that Article 1 of the Articles of Incorporation of PetroSouth, as the Surviving Corporation, shall be amended to state that the name of the corporation is “West Canyon Energy Corp.”

## **1.4 Bylaws**

On the Effective Date, the Bylaws of PetroSouth, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

## **1.5 Directors and Officers**

The directors and officers of PetroSouth immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## **2. CONVERSION OF SHARES**

### **2.1 Common Stock of PetroSouth**

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of common stock of PetroSouth, par value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be changed and converted into one fully paid and non-assessable share of the common stock of the Surviving Corporation, par value of \$0.001 per share (the “**Survivor Stock**”).

### **2.2 Common Stock of WCEC**

Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of WCEC, par value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be cancelled.

### **2.3 Exchange of Certificates**

Each person who becomes entitled to receive any Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation a certificate or certificates representing the number of Survivor Stock to which such person is entitled as provided herein.

## **3. EFFECT OF THE MERGER**

### **3.1 Rights, Privileges, etc.**

On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of WCEC and PetroSouth; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of WCEC and PetroSouth on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed, title to any real estate, or any interest therein vested in WCEC or PetroSouth, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of WCEC and PetroSouth shall be preserved unimpaired, and all liens upon the property of WCEC or PetroSouth shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

### **3.2 Further Assurances**

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of WCEC or PetroSouth such deeds and other instruments, and there shall be taken or caused to be taken by it such further other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of WCEC and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of WCEC or PetroSouth or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

## **4. GENERAL**

### **4.1 Abandonment**

Notwithstanding any approval of the Merger or this Agreement by the shareholders of WCEC or PetroSouth or both, this Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by mutual written agreement of WCEC and PetroSouth.

**4.2 Amendment**

At any time prior to the Effective Date, this Agreement may be amended or modified by mutual written agreement of both WCEC and PetroSouth.

**4.3 Governing Law**

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Nevada.

**4.4 Counterparts**

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

**4.5 Electronic Means**

Delivery of an executed copy of this Agreement by electronic facsimile transmission or other means of electronic communication capable of producing a printed copy will be deemed to be execution and delivery of this Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date set forth above.

**WEST CANYON ENERGY CORP.**

Per: *Fred B. Zajacki*  
Authorized Signatory

**PETROSOUTH ENERGY CORP.**

Per: *Fred B. Zajacki*  
Authorized Signatory