

F990000006567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100249244081

RECEIVED
DEPARTMENT OF STATE
13 JUL -9 PM 1:49

FILED
13 JUL -9 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 718678 7157369
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$ 175.00

ORDER DATE : July 9, 2013
ORDER TIME : 12:36 PM
ORDER NO. : 718678-010
CUSTOMER NO: 7157369

ARTICLES OF MERGER

DIDADO ENTERPRISES, INC.;
J.W. DIDADO ELECTRIC, INC.;
DIDADO UTILITY COMPANY, INC.

INTO

PAR ELECTRICAL CONTRACTORS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

(Profit Corporations)

FILED

13 JUL -9 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PAR Electrical Contractors, Inc.	MO	F99000006567

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Didado Enterprises, Inc.	OH	N/A
J. W. Didado Electric, Inc.	OH	N/A
Didado Utility Company, Inc.	FL	P05000166026
A.G. Associates, Inc.	OH	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 9, 2013

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 9, 2013

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER
OF
DIDADO ENTERPRISES, INC.
(an Ohio corporation)
AND
J. W. DIDADO ELECTRIC, INC.
(an Ohio corporation)
AND
DIDADO UTILITY COMPANY, INC.
(a Florida corporation)
AND
A.G. ASSOCIATES, INC.
(an Ohio corporation)
AND
PAR ELECTRICAL CONTRACTORS, INC.
(a Missouri corporation)

This Agreement and Plan of Merger ("Agreement") is entered into on this 9th day of July, 2013, by and among Didado Enterprises, Inc., an Ohio corporation, J. W. Didado Electric, Inc., an Ohio corporation, Didado Utility Company, Inc., a Florida corporation, A.G. Associates, Inc., an Ohio corporation (each a "Merging Corporation" and collectively, the "Merging Corporations"), and PAR Electrical Contractors, Inc., a Missouri corporation ("Surviving Corporation"), each of which is a wholly-owned subsidiary of Quanta Services, Inc., a Delaware corporation.

ARTICLE I
PLAN OF MERGER

1.01. A plan of merger under the provisions of Section 351.458 of The General and Business Corporation Law of Missouri, Section 1701.79 of the Ohio Revised Code, Section 607.1108 of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code is adopted as follows:

- (a) At the Effective Time (as defined below), each Merging Corporation will be merged with and into Surviving Corporation (the "Merger"), to do business in accordance with and be governed by the laws of the State of Missouri; and
- (b) Surviving Corporation's name will be PAR Electrical Contractors, Inc.

1.02. The effective time of the Merger shall be upon the filing of the articles of merger and certificate of merger, as applicable, with the Secretaries of State of the States of Missouri, Ohio and Florida (the "Effective Time").

**ARTICLE II
TERMS AND CONDITIONS**

2.01. At the Effective Time, the existence of Merging Corporations as distinct entities will cease. Thereafter, Surviving Corporation will succeed to the rights, title, and interest in and to all assets and property owned by Merging Corporations, without reversion or impairment, without any further act, and without any transfer or assignment having occurred, but subject to any liens or other encumbrances upon such assets and property. Surviving Corporation will also be subject to all the debts and obligations of Merging Corporations as the primary obligor, except as otherwise provided by law or contract, and only Surviving Corporation will be liable for such debts or obligations.

2.02. Surviving Corporation will carry on business with the assets of the parties to the Merger as in existence immediately prior to the Merger.

**ARTICLE III
CONVERTING SHARES**

3.01. Upon the Effective Time, all the shares of capital stock of Merging Corporations and any rights to acquire such shares will be canceled without consideration and no shares of common stock of Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under this Agreement. The issued and outstanding shares of Surviving Corporation immediately prior to the Effective Time shall not be converted or exchanged in any manner, but each such share shall be identical outstanding share at and immediately after the Effective Time.

**ARTICLE IV
OFFICERS**

4.01. All persons who at the Effective Time are executive or administrative officers of Surviving Corporation shall continue to act in such capacity until the sole member determines otherwise.

**ARTICLE V
MISCELLANEOUS**

5.01. Surviving Corporation's Articles of Incorporation, as existing at the Effective Time, will continue in full force until amended in accordance with the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation.

5.02. Surviving Corporation's Bylaws, as existing at the Effective Time, will continue in full force until altered, amended or repealed in accordance with the provisions of the Certificate of Incorporation and Bylaws of Surviving Corporation or as provided by law.

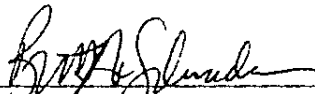
5.03. The location of the principal office of Surviving Corporation will be 4770 N. Belleview Ave., Ste. 300, Kansas City, Missouri 64116-2188.

5.04. Surviving Corporation consents to be sued and served with process in the State of Ohio and the State of Florida and the irrevocable appointments of the Secretaries of State of the State of Ohio and the State of Florida as its agent to accept services of process in any proceeding in the State of Ohio or the State of Florida, as applicable, to enforce against Surviving Corporation any obligation of Merging Companies or rights of dissenting shareholders.


[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

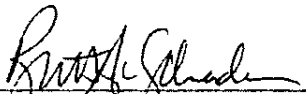
DIDADO ELECTRIC ENTERPRISES, INC.
an Ohio corporation

By: 
Name: Brett A. Schrader
Title: Vice President

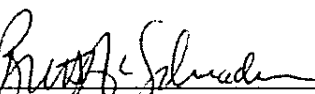
J. W. DIDADO ELECTRIC, INC.
an Ohio corporation

By: 
Name: Brett A. Schrader
Title: Vice President

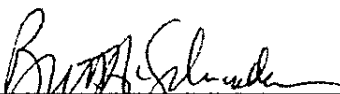
DIDADO UTILITY COMPANY, INC.
a Florida corporation

By: 
Name: Brett A. Schrader
Title: Vice President

A.G. ASSOCIATES, INC.
an Ohio corporation

By: 
Name: Brett A. Schrader
Title: Vice President

PAR ELECTRICAL CONTRACTORS, INC.
a Missouri corporation

By: 
Name: Brett A. Schrader
Title: Vice President