

G72454

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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

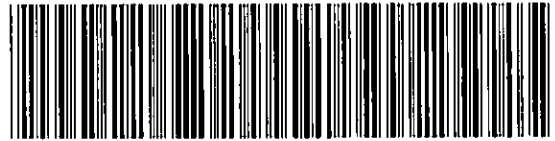
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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MAY 11 2022

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Geosyntec Consultants, Inc.
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lilia Martinez

Contact Person

Vinson & Elkins, LLP

Firm/Company

845 Texas Avenue, Suite 4700

Address

Houston, Texas 77002

City/State and Zip Code

lmartinez@velaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Drew Clements

Name of Contact Person

At (713) 758-3382

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Geosyntec Consultants, Inc.</u>	<u>Florida</u>	<u>Corporation</u>	<u>G72454</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>GSC Merger Sub I, Inc.</u>	<u>Florida</u>	<u>Corporation</u>	<u>P22000025790</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity:

- This entity exists before the merger and is a domestic filing entity.
- This entity exists before the merger and is not authorized to transact business in Florida.
- This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

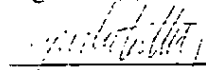
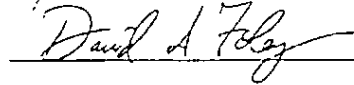
- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

12:01 a.m. Tallahassee Time on May 18, 2022.

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Geosyntec Consultants, Inc.		Jordan Rattray
GSC Merger Sub I, Inc.		David Foley
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEOSYNTEC CONSULTANTS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act of the State of Florida (the "**FBCA**"), Geosyntec Consultants, Inc., a Florida corporation, hereby amends and restates, in full, its Articles of Incorporation, and all amendments thereto, as set forth below:

**ARTICLE I
NAME**

The name of the corporation is Geosyntec Consultants, Inc. (the "**Corporation**").

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA. In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 900 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

**ARTICLE IV
REGISTERED AGENT**

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE V
CAPITALIZATION**

Section 5.1 **Authorized Capital Stock**. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue and have outstanding at any time is 10,000,000 shares of common stock, par value of \$0.0001 per share ("**Common Stock**").

Section 5.2 **Common Stock**. Except as otherwise required by law or this Amended and Restated Articles of Incorporation, the holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the shareholders on which the shareholders generally are entitled to vote.

**ARTICLE VI
BYLAWS**

In furtherance of, and not in limitation of, the powers conferred by the FBCA, the board of directors of the Corporation (the "**Board**") shall have the power and is expressly authorized to adopt, amend or repeal the bylaws of the Corporation (the "**Bylaws**").

**ARTICLE VII
BOARD OF DIRECTORS**

Section 7.1 **Board Powers**. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board.

Section 7.2 **Number, Election, Term**. The number of directors of the Corporation shall be as specified in, or determined in the manner provided in, the Bylaws. Unless and except to the extent that the Bylaws so provide, the election of directors need not be by written ballot.

**ARTICLE VIII
LIMITED LIABILITY; INDEMNIFICATION**

Section 8.1 **Limitation of Director Liability**. To the fullest extent permitted by the FBCA, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

Section 8.2 **Indemnification**. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Section 8.3 **Amendments to this Article VIII**. Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of the Corporation's articles of incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by these Amended and Restated Articles of Incorporation and the FBCA; and all rights, preferences and privileges of any nature conferred upon directors, shareholders, or any other persons by and pursuant to these Amended and Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article IX.

ARTICLE X
ARTICLE CONSOLIDATION

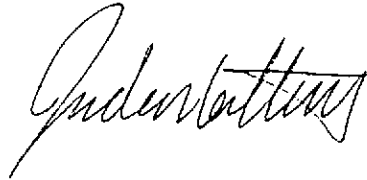
These Amended and Restated Articles of Incorporation consolidate all amendments of the Corporation into a single document.

These Amended and Restated Articles of Incorporation were adopted by the Board on April 20, 2022 without shareholder action, and shareholder action was not required.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, to be effective at 12:01 a.m. Tallahassee Time on May 18, 2022.

GEOSYNTEC CONSULTANTS, INC.

A handwritten signature in black ink, appearing to read "Jordan Rattray", written in a cursive style.

By: Jordan Rattray, General Counsel

CONSENT TO SERVE AS REGISTERED AGENT

Corporation Service Company hereby consents to serve as Registered Agent in the State of Florida for the following :
Geosyntec Consultants, Inc.

We understand that, as registered agent, it will be our responsibility to receive service of process on behalf of the Corporation; to forward mail to the Corporation; and to immediately notify the office of the Secretary of State if we resign as registered agent, or if we change our Registered Office address.

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee FL 32301

By:

Karen Rose
Karen Rose
Assist VP

Date : May 10, 2022