

L18000098678

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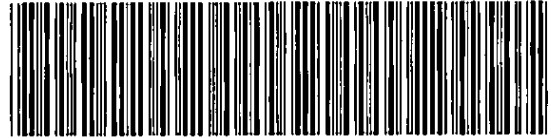
(Business Entity Name)

(Document Number)

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
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Account#: I20000000088

Date: 5/21/2018

Name: Merritt Knickle

Reference #: D318038

Entity Name: INFRASTRUCTURE ENGINEERS, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF FILING EVIDENCE

Authorized Amount: \$90

Signature: WAX

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① CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
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② EUROPEAN HQ
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③ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Infrastructure Engineers, LLC

The enclosed Articles of Merger and fees are submitted for filing and for a certified copy of the filing.

Please return all correspondence concerning this matter to:

Infrastructure Engineers, LLC
c/o Morningstar Law Group
ATTN: Grayson S. Hale
421 Fayetteville Street, Suite 530
Raleigh, NC 27601

For further information concerning this matter, please call Grayson S. Hale at (919) 590-0375.

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ARTICLES OF MERGER
OF
ATLANTIC ENGINEERING COMPANY, INC.
(a North Carolina Corporation)

WITH AND INTO
INFRASTRUCTURE ENGINEERS, LLC
(a Florida Limited Liability Company)

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DIVISION OF CORPORATE AFFAIRS
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These Articles of Merger are hereby filed with the Florida Department of State pursuant to section 605.1025, Florida Statutes.

1. The name of the merging corporation is Atlantic Engineering Company, Inc., a North Carolina corporation ("**Merging Entity**").

2. The name of the surviving limited liability company is Infrastructure Engineers, LLC, a Florida limited liability company (Document Number L18000098678) ("**Surviving Entity**").

3. The merger was approved by Surviving Entity in accordance with sections 605.1021-605.1026, Florida Statutes and by Merging Entity under applicable North Carolina law.

4. Surviving Entity agrees to pay any shareholders of Merging Entity with appraisal rights the amounts to which such shareholders are entitled under applicable law.

5. The holders of greater than eighty percent (80%) of the outstanding capital stock of Merging Entity are, and will be immediately following the merger, the holders of greater than eighty percent (80%) of the outstanding membership interests of Surviving Entity. Merging Entity was incorporated on October 30, 1945 and was authorized by its Articles of Incorporation at all times to engage in the business of engineering. Accordingly, pursuant to Section 55B-15(a)(1) of the North Carolina Professional Corporation Act (the "**North Carolina Professional Corporation Act**"), Merging Entity was exempt from the North Carolina Professional Corporation Act and Surviving Entity, as the successor entity in a merger that satisfies the requirements of Section 55B-15(a)(1) of the North Carolina Professional Corporation Act, is likewise exempt from the North Carolina Professional Corporation Act (as it applies to a foreign limited liability company seeking to do business in North Carolina), each as confirmed in a legal opinion from the North Carolina Board of Examiners for Engineers and Surveyors.

6. Article V of the Articles of Organization of Surviving Entity is hereby amended as follows:

"The purpose the Limited Liability Company shall be to engage in the practice of professional engineering and such other lawful business as may be transacted by a limited liability company."

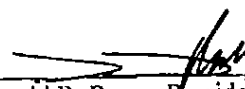
7. The merger shall become effective as of May 25, 2018.

[Signature Page Follows]

These Articles of Merger are executed this 21st day of May, 2018.

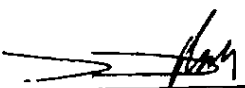
MERGING ENTITY:

ATLANTIC ENGINEERING COMPANY, INC.

By: 
David R. Reser, President

SURVIVING ENTITY:

INFRASTRUCTURE ENGINEERS, LLC

By: 
David R. Reser, Chief Executive Officer