

165770

100002474641--3

Articles of merger

filed 12-27-93, effective 12-31-93

8pgs.

CORPORATION
INFORMATION
SERVICES INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
FAX 904-222-0393



165770

80-342-8085

RECEIVED

DEC 27 4 11 PM '93

DIVISION OF CORPORATE

ACCOUNT NO. : 072100000032

REFERENCE : 321460 6843A

AUTHORIZATION :

COST LIMIT : \$122.50

ORDER DATE : December 27, 1993

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ORDER TIME : 9:47 AM

ORDER NO. : 321460

CUSTOMER NO: 6843A

CUSTOMER: David Knight, Esq
Hill Ward & Henderson
P. O. Box 2231
Tampa, FL 33602

EFFECTIVE DATE
12/21/93

ARTICLES OF MERGER

CH2M CALIFORNIA, INC.

INTO

CH2M HILL, INC.

FILED
DEC 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: *mgc*

csc networks



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

ARTICLES OF MERGER
Merger Sheet

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MERGING:

CH2M HILL CALIFORNIA, INC., a California corp. not qualified in Florida

INTO

CH2M HILL, INC., a Florida corporation, 165770

File date: December 27, 1993, effective December 31, 1993

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 122.50

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CR2E042

ARTICLES OF MERGER
OF CH2M HILL CALIFORNIA, INC.
WITH AND INTO CH2M HILL, INC.

EFFECTIVE DATE
12/31/93

FILED
93 DEC 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are filed pursuant to Fla. Stat. § 607.1105 & 607.1107 and Cal. Corp. Code § 1108 by CH2M HILL, INC., a Florida corporation ("Inc."), the surviving corporation in the merger of CH2M HILL CALIFORNIA, INC., a California corporation ("California"), with and into Inc. (the "Merger").

1. Plan of Merger. The plan of merger (the "Plan") is attached hereto as Exhibit A and is incorporated herein by reference.

2. Approval of Merger. Shareholder approval of the Merger was required. The shareholder vote was as follows:

(a) California:

(1) 10,000 shares of common stock were outstanding and entitled to vote on the Plan.

(2) On December 22, 1993, 10,000 shares of common stock were voted in favor of the Plan and no shares were voted against the Plan.

(b) Inc.:

(1) 39,795 shares of common stock were outstanding and entitled to vote on the Plan.

(2) On December 22, 1993, 39,795 shares of common stock were voted in favor of the Plan and no shares were voted against the Plan.

3. Effective Date. The merger shall be effective as of the close of business on December 31, 1993.

Dated: December 23, 1993. CH2M HILL, INC.

By: Craig T. Zelen
Craig T. Zelen, President

CH2M HILL CALIFORNIA, INC.

By: Craig T. Zelen
Craig T. Zelen, President

12/27/93

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CH2M HILL-CORP

CH2M HILL-CORP

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AGREEMENT AND PLAN OF MERGER

The following shall constitute the Agreement and Plan of Merger (the "Agreement") of:

CH2M HILL, INC.,
a Florida corporation,

CH2M HILL NORTHWEST, INC.,
an Oregon corporation,

CH2M HILL CENTRAL, INC.,
an Oregon corporation,

CH2M HILL CALIFORNIA, INC.,
a California corporation,

1. **Merger.** Pursuant to the laws of the States of Florida, Oregon and California, and subject to and in accordance with the terms and conditions of this Agreement, CH2M HILL NORTHWEST, INC., CH2M HILL CENTRAL, INC. and CH2M HILL CALIFORNIA, INC. (collectively, the "Merging Corporations") each shall be merged with and into CH2M HILL, INC. ("INC"), which shall be the surviving corporation. The outstanding shares of capital stock of each of the Merging Corporations shall be converted into shares of the capital stock of INC, all as described in Section 4, in transactions intended to qualify as a tax-free reorganization under Section 368(a)(1)(A), Section 368 (a)(1)(D) and/or Section 332 of the Internal Revenue Code of 1986, as amended.

2. **Execution and Filing of Articles of Merger.** The Merging Corporations and INC shall execute Articles of Merger, which, together with any other instruments necessary to effect the merger of the Merging Corporations with and into INC (the "Merger"), shall be filed with the Secretary of State of the States of Florida, Oregon, and California. The Merger shall take effect at 11:59 p.m. on December 31, 1993 (the "Effective Time").

3. **Effect of Merger.** At the Effective Time, each of the Merging Corporations shall be merged with and into INC in the manner and with the effect provided by the Florida Business Corporation Act, the Oregon Business Corporation Act, the and California General Corporation Law all as amended; the separate corporate existences of each of the Merging Corporations shall cease; and thereupon the Merging Corporations and INC shall be a single corporation subject to the Articles of

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Incorporation and Bylaws of INC. The directors and officers of INC shall continue to serve as the directors and officers of the surviving corporation, in accordance with the Articles of Incorporation and Bylaws of INC. The outstanding shares of capital stock of the Merging Corporations shall be converted into shares of the capital stock of INC on the basis, terms and conditions described in Section 4.

4. Conversion of Shares. At the Effective Time, each share of Common Stock of the Merging Corporations issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without action by the holders thereof, be converted automatically into one fully paid and nonassessable share of Common Stock of INC.

5. Subsequent Actions. If, at any time after the Effective Time, INC. shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in INC its right, title and interest in or to any of the rights, properties and assets of any of the Merging Corporations acquired or to be acquired by INC in connection with the Merger, or otherwise to carry out this Agreement, the officers and directors of INC are hereby authorized to execute and deliver, in the name and on behalf of any one of the Merging Corporations, as the case may be, all such deeds, bills of sale, assignments and assurances, and to take and do, in the name and on behalf of any one of the Merging Corporations, as the case may be, any other actions and things that may be necessary or desirable to vest, perfect or confirm all right, title and interest in and to those rights, properties and assets in INC or otherwise to carry out this Agreement.

6. General.

6.1 Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto and supercedes all prior agreements and understandings, oral and written, among the parties hereto with respect to the subject matter hereof.

6.2 Assignment. This Agreement shall not be assignable by any of the parties hereto without the prior written consent of the other parties.

6.3 Counterparts. For the convenience of the parties hereto, this Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same instrument.

6.4 Choice of Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida regardless of the laws that might otherwise govern under applicable principles of conflicts of law, except that

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the provisions relating to the Merger shall also be governed by the merger provisions of the laws of the States of Oregon and California.

IN WITNESS WHEREOF, this Agreement has been executed and delivered by the authorized officers of the parties hereto on the 17th day of December, 1993.

CHEM HILL, INC.

By: Craig T. Zelen

Craig T. Zelen, President

By: M. L. Fisher

McLane Fisher, Secretary

CHEM HILL NORTHWEST, INC.

By: Craig T. Zelen

Craig T. Zelen, President

By: M. L. Fisher

McLane Fisher, Secretary

CHEM HILL CENTRAL, INC.

By: Craig T. Zelen

Craig T. Zelen, President

By: M. L. Fisher

McLane Fisher, Secretary

12/27/03 09:33 2303 220 5100

CHEM HILL-CORP

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CHEM HILL CALIFORNIA, INC.

By:

Craig T. Zelen
Craig T. Zelen, President

By:

McLane Fisher
McLane Fisher, Secretary