

165770

CT CORPORATION SYSTEM

FILED

01 AUG 31 PM 4:32

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rogers Golden and Halpern, Inc./ Jack E. Leisch &

Associates, Inc. Merging into: CH2M Hill, Inc. (Surviving)

000004565990--1
-08/31/01--01056--007
****218.75 ****218.75

000004565990--1
-08/31/01--01056--006
****105.00 ****105.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> FCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		<i>Certificates Re-Merge</i>
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/31/01

Order#: 3797238

EFFECTIVE DATE
9-1-01

Ref#: _____

Amount: \$ _____

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 AUG 31 PM 1:22

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 2001

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CH2M HILL, INC.
Ref. Number: 165770

We have received your document for CH2M HILL, INC. and your check(s) totaling \$323.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

10: Doug Spittler
Document Specialist

Letter Number: 401A00049701

From: *Mentaine*
2001 SEP -6 4:35
TO AGENCY
SUFFICIENCY OF FILING

** Please back-date
this filing to
8-31-01 **

*Thanks
A million*

*4:30
9-6-01*
*Need
13 - C.C. ?
12 Certificates Re-Mailed*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 10, 2001

CT CORPORATION SYSTEM
ATTN: MELANIE
TALLAHASSEE, FL

SUBJECT: CH2M HILL, INC.
Ref. Number: 165770

We have received your document for CH2M HILL, INC. and your check(s) totaling \$218.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the third page of the articles of merger, Rogers Golden and Halpern, Inc. is listed as a Florida corporation. It is listed as a Pennsylvania corporation everywhere else. Please correct this mistake on all of the copies. Thank You

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spiller
Document Specialist

Letter Number: 101A00050718

From: Melanie
** Please brief date*
Alin to 8-31-01
Melanie

TO THE KNOWLEDGE
SUFFICIENCY OF FILING

2001 SEP 10 PM 3:35

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

Rogers Golden and Halpern, Inc., a Pennsylvania corporation not qualified in Florida

Jack E. Leisch & Associates, Inc., an Illinois corporation not qualified in Florida

INTO

CH2M HILL, INC., a Florida entity, 165770

File date: August 31, 2001, effective September 1, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CH2M Hill, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Rogers Golden and Halpern, Inc.	Pennsylvania
Jack E. Leisch & Associates, Inc.	Illinois

Third: The Plan of Merger is attached.

EFFECTIVE DATE
9-1-01

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

OR 09/01/01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 8-27-01 and shareholder approval was not required.

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

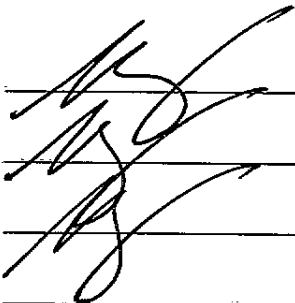
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 8-27-01 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
01 AUG 31 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
CH2M Hill, Inc.		Michael D. Kennedy, President
Rogers Golden And Halpern,		Michael D. Kennedy, President
Jack E. Leisch & Associates,		Michael D. Kennedy, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>CH2M Hill, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Rogers Golden And Halpern, Inc.</u>	<u>Pennsylvania</u>
<u>Jack E. Leisch & Associates, Inc.</u>	<u>Illinois</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

See Agreement and Plan of Merger that is attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The outstanding shares of capital stock of Jack E. Leisch & Associates, Inc. and Rogers Golden and Halpern, Inc. shall be cancelled at the effective date of the merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

AGREEMENT AND PLAN OF MERGER

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

CH2M HILL, INC.,
a Florida corporation,

JACK E. LEISCH & ASSOCIATES, INC.,
an Illinois corporation,

ROGERS GOLDEN AND HALPERN, INC.
a Pennsylvania corporation,


1. Merger. Pursuant to the laws of the States of Florida, Illinois and Pennsylvania, and subject to and in accordance with the terms and conditions of this Agreement, JACK E. LEISCH & ASSOCIATES, INC., and ROGERS GOLDEN AND HALPERN, 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 cancelled at effective date of Merger.
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, Illinois and Pennsylvania. The Merger shall take effect on September 1, 2001 (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 Illinois Business Corporation Act, and Pennsylvania Business 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 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 cancelled.
4. 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.


5. General.

- 5.1 Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto and supersedes all prior agreements and understandings, oral and written, among the parties hereto with respect to the subject matter hereof.
- 5.2 Assignment. This Agreement shall not be assignable by any of the parties hereto without the prior written consent of the other parties.
- 5.3 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.
- 5.4 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 the provisions relating to the Merger shall also be governed by the merger provisions of the laws of the States of Illinois and Pennsylvania.

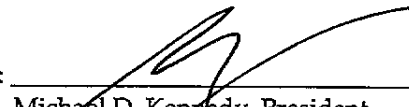
IN WITNESS WHEREOF, this Agreement has been executed and delivered by the authorized officers of the parties hereto on the 1st day of September, 2001.

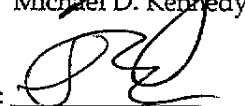
CH2M HILL, INC

By: 
Michael D. Kennedy, President

By: 
Elizabeth A. McAdams, Assist, Secretary

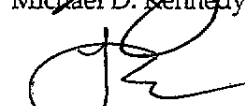
JACK E. LEISCH & ASSOCIATES, INC.

By: 
Michael D. Kennedy, President

By: 
Elizabeth A. McAdams, Assist. Secretary

ROGERS GOLDEN AND HALPERN, INC.

By: 
Michael D. Kennedy, President

By: 
Elizabeth A. McAdams, Assist. Secretary