

CT CORPORATION SYSTEM

CORPORATION(S) NAME

165770

CH2M Hill Communications Group, LLC

merging into:

CH2M Hill, Inc.

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   | <i>Effective 11-1-2001</i>                  |
| <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"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <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 \_\_\_\_\_

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Order#: 4871708

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Ref#: -10/26/01--01054--018  
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DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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*10-26-01*

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

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

CH2M HILL COMMUNICATIONS GROUP, LLC, A DELAWARE ENTITY

INTO

**CH2M HILL, INC.**, a Florida entity, 165770.

File date: October 26, 2001 , effective November 1, 2001

Corporate Specialist: Trevor Brumbley

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CH2M HILL COMMUNICATIONS GROUP, LLC 6060 South Willow Drive Greenwood Village, CO 80111	Delaware	Limited Liability Co.

Florida Document/Registration Number: M99000001714  
FEI Number: 84-1514783

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CH2M HILL, INC. 6060 South Willow Drive Greenwood Village, CO 80111	Florida	Corporation

Florida Document/Registration Number: 165770  
FEI Number: 84-1514783

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108, 608.438, and 617.1103, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, and 608, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

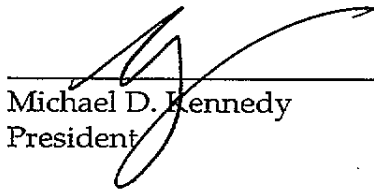
**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdiction and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**SIXTH:** The merger shall become effective as of: November 1, 2001.

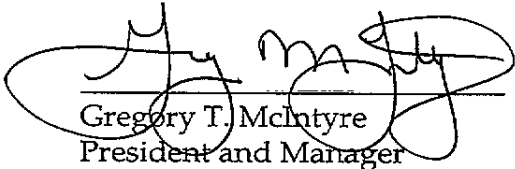
**SEVENTH:** The articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**EIGHTH: SIGNATURES FOR EACH PARTY:**

**CH2M HILL, INC.**

  
\_\_\_\_\_  
Michael D. Kennedy  
President

**CH2M HILL COMMUNICATIONS GROUP, LLC**

  
\_\_\_\_\_  
Gregory T. McIntyre  
President and Manager

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SUBMITTED TO  
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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,

and

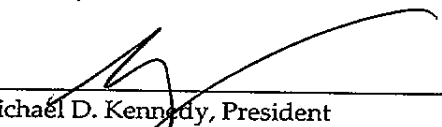
CH2M HILL Communications Group, LLC,  
A Delaware limited liability company.

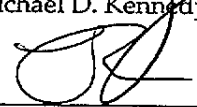
1. Merger. Pursuant to the laws of the States of Florida and Delaware, and subject to and in accordance with the terms and conditions of this Agreement, CH2M HILL COMMUNICATIONS GROUP, LLC (the "Merging Company") shall be merged with and into CH2M HILL, INC. ("INC"), which shall be the surviving corporation. The outstanding shares of capital stock of the Merging Company shall be cancelled at effective date of Merger.
2. Execution and Filing of Articles of Merger. The Merging Company and INC shall execute Articles of Merger, which, together with any other instruments necessary to effect the merger of the Merging Company with and into INC (the "Merger"), shall be filed with the Secretary of State of the States of Florida and Delaware. The Merger shall take effect at 12:00 a.m. on November 1, 2001 (the "Effective Time").
3. Effect of Merger. At the Effective Time, the Merging Company shall be merged with and into INC in the manner and with the effect provided by the Florida Business Corporation Act and the Delaware Limited Liability Company Act all as amended; the separate corporate existence of the Merging Company shall cease; and thereupon the Merging Company 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 Company 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 the Merging Company 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 the Merging Company, 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 the Merging Company, 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 Delaware.

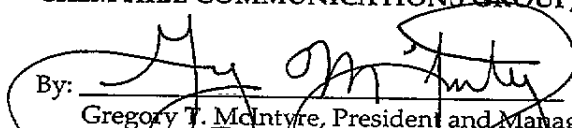
IN WITNESS WHEREOF, this Agreement has been executed and delivered by the authorized officers of the parties hereto on the 18<sup>th</sup> day of October, 2001.

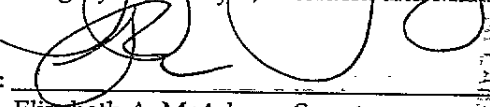
CH2M HILL, INC.

By:   
Michael D. Kennedy, President

By:   
Elizabeth A. McAdams, Assistant Secretary

CH2M HILL COMMUNICATIONS GROUP, LLC

By:   
Gregory T. McIntyre, President and Manager

By:   
Elizabeth A. McAdams, Secretary

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