

165770

Florida Department of State  
Division of Corporations  
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**\*RE-SUBMIT\***

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To: Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CH2M HILL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	0805
Estimated Charge	\$35.00

ATTN: Tina Roberts

12 DEC 11 PM 3:36

*Amended* 12-14-12

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*Restated*  
*Art.* DC



December 11, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CH2M HILL, INC.  
9191 S. JAMAICA ST.  
ATTN TAX DEPT  
DENVER, CO 80112US

SUBJECT: CH2M HILL, INC.  
REF: 165770

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6050.

Tina Roberts  
Regulatory Specialist II

FAX Aud. #: E12000289799  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CH2M HILL, INC.**

12 DEC 11 PM 3:35  
RECEIVED  
SECRETARY OF STATE  
CORPORATION DIVISION

CH2M HILL, Inc., a Florida corporation, pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

The name of the corporation (hereinafter referred to as the "Corporation") is: CH2M HILL, Inc. The principal office and mailing address of the Corporation is: 9191 South Jamaica Street, Englewood, CO 80112.

**ARTICLE II**

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324, and the name of its registered agent at that address is CT Corporation System.

**ARTICLE III**

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV**

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is 100,000 common shares, having a par value of \$1.00 per share ("Common Shares").

**ARTICLE V**

The number of directors of the Corporation hereafter shall be such number as from time to time fixed by, or fixed in the manner prescribed by, the bylaws of the Corporation; provided, however, that in no event shall the number of directors be less than one.

**ARTICLE VI**

In furtherance and not in limitation of the powers conferred upon it by law, the board of directors of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation to the extent permitted by law.

**ARTICLE VII**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the

extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

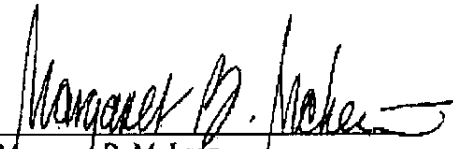
The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE VIII

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

The undersigned has signed these Amended and Restated Articles of Incorporation on December 4, 2012.

  
Margaret B. McLean,  
Secretary and Vice President

