

313573

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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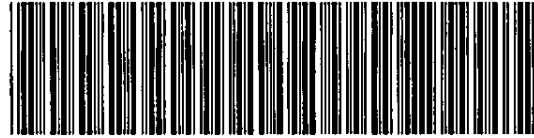
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amend/Restate
MAR 26 2014

R. WHITE

FILED
14 MAR 26 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Sent via Federal Express No. 798236867327

March 17, 2014

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: FILE NO. 313573 - Orion Marine Construction, Inc.
Filing of Amended & Restated Articles of Incorporation;
Request for Certified Copies and Good Standing Certificate
Request for Certificate of Authentication/Apostille

Dear Secretary:

Enclosed for filing is Orion Marine Construction, Inc.'s ("Orion") Amended and Restated Articles of Incorporation. Please file in the usual manner and provide a certified copy thereof.

Please also issue a Certificate of Status for the above referenced entity. A check in the amount of \$52.50 is enclosed herewith which includes the fees for said filing, certified copy and issuance of a certificate of status.

Furthermore, once the above filing has been completed, we request the Florida Secretary of State to Authenticate said Amended and Restated Articles of Incorporation, as Orion will be submitting such documentation to the country of **Honduras**. A check in the amount of \$10.00 is separately enclosed herewith to cover the fees associated with said Authentication.

Once finalized please return all documents to our office in the enclosed self-address FedEx Slip and Envelope. Should you have any questions, please do not hesitate to call (713-852-6532 or 6531) or email (mperry@orionmarinegroup.com).

You immediate attention to this matter is greatly appreciated.

Kindest regards,

Michelle Perry
Enclosures

FILED

AMENDED AND RESTATED

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ARTICLE OF INCORPORATION

(Adopted February 9, 1967; Amended August 16, 2002; January 12, 2005 and August 15, 2011; and
Merger was file December 31, 2011 and Amended and Restated March 14, 2014)

OF

ORION MARINE CONSTRUCTION, INC.

(Formerly Misener Marine Construction, Inc., and Inter-Bay Marine Construction, Co.)
a Florida corporation

Orion Marine Construction, Inc., a corporation organized and existing under the Laws of the State of Florida pursuant to Chapter 607 and 621 of the Florida Statutes ("F.S.") hereby certifies as follows:

1. That the name of the corporation is Orion Marine Construction, Inc., (the "Corporation") and that the Corporation was originally incorporated pursuant to the F.S. on February 8, 1967 under the name Inter-Bay Marine Construction Co. An Articles of Amendment was filed on August 16, 2002, changing the name to Misener Marine Construction, Inc. Furthermore on January 12, 2005, the Corporation filed another Articles of Amendment changing in its entirety "Article III. Capital Stock". On August 15, 2011 the Corporation filed Articles of Amendment changing its name again to Orion Marine Construction, Inc. and changing its principal office and place of business address. Finally, effective December 31, 2011 a certificate of merger was filed leaving Orion Marine Construction, Inc. as the surviving entity to the merger of the following entities: King Fisher Marine Service, LP; KFMSGP, LLC; KFMSLP, LLC; Orion Dredging Services, LLC; Seagull Services, LLC & T. LaQuay Dredging, LLC (fka T.W. LaQuay Dredging, LLC).

2. Pursuant to Chapter 607 and 621 of the F.S., this Amended and Restated Articles of Incorporation restates, integrates and further amends the provisions of the Articles of Incorporation of the Corporation.

3. The text of the Articles of Incorporation of the Corporation is hereby restated in its entirety to read as follows:

ARTICLE I. NAME

The name of this corporation is ORION MARINE CONSTRUCTION, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business and the objects and purposes purposed to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To carry on and to conduct a marine contracting business, including therein the designing, constructing, enlarging, repairing, removing, or otherwise engaging in any

work upon seawalls, piers, docks, waterworks and other like structures, and to extend and receive any contracts or assignments of contracts therefore, or relation thereto, or connected therewith, and to furnish the building materials and supplies connected therewith; and to deal in all necessary machinery, fixtures, plants, shops, buildings, apparatus, tools and equipment necessary to carry on said business.

2. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular, lands, leaseholds, shares of stock, mortgages, bonds and other securities.
3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of building, dwellings, stores, offices or other structures or erections.
4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.
5. To engage in and to carry on any and all kinds of commissary, commission and mercantile business.
6. To lend money on bonds or other evidence of indebtedness secured by mortgage on real or personal property or to lend money and make advances from time to time on bonds secured by mortgages for future advances upon real or personal property or any interest therein.
7. To issue debenture bonds or other evidences of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; to borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.
8. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds and other obligations.
9. The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have the power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights in the State of Florida, an in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

10. The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida now or hereafter in effect or impliedly by reasonable construction of the said laws.

ARTICLE III. CAPITAL STOCK

1. **Authorized Shares.** The total number of shares of stock that this Corporation shall have authority to issue is six thousand five hundred fifty (6,550), consisting of fifty (50) shares of common stock, all of which are without par value (the "**Common Stock**"), and six thousand five hundred (6,500) shares of preferred stock, all of which are without par value (the "**Preferred Stock**").
2. **Common Stock.** The holders of Common Stock shall be entitled to one (1) vote for each share of Common Stock at all meetings of the stockholders. Cumulative voting shall not be permitted. Subject only to the rights of the Preferred Stock set forth below, the holders of Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution pro rata in accordance with the number of shares of Common Stock held by each such holder.
3. **Preferred Stock.** Except to the extent prohibited by the Florida Business Corporation Act, the Preferred Stock shall have no right to vote. In the event of the dissolution of the Corporation, the holders of the Preferred Stock shall be entitled to receive, prior and in preference to any payment or distribution and setting apart for payment or distribution of any of the net assets of the Corporation to the holders of the Common Stock, an amount (the "**Liquidation Preference**") for each share of Preferred Stock then held by them equal to the sum of \$1,000.00 (as adjusted for any stock splits, stock dividends, recapitalizations, combinations, or similar transactions with respect to such shares after the filing date of this Certificate) plus the total amount of the Invoice Premium paid by GPA to the Corporation up to the date of such dissolution (less the sum of (x) the total amount of the Invoice Premium that has been paid by the Corporation to any holder of Preferred Stock pursuant to the Redemption Agreement and (y) the aggregate redemption price paid for any shares of Preferred Stock at any time redeemed by the Corporation pursuant to this Section 3 of Article III, to the extent such redemption price exceeds \$1,000 per share of Preferred Stock). As used herein, "**Redemption Agreement**" means that certain Preferred Stock Purchase and Redemption Agreement, dated as of January 2005, between the Corporation and the initial holder of shares of Preferred Stock; "**Invoice Premium**" and "**GPA**" have the meanings given to them in the Redemption Agreement; and "**GPA Settlement Date**" shall mean the date of receipt by the Corporation of the total Invoice Premium from GPA or, if earlier, the date upon which the Corporation and GPA enter into a binding agreement, or a court of competent jurisdiction enters a judgment, settling the amount of the Invoice Premium to be paid to the Corporation by GPA. At any time, or from time to time, following the GPA Settlement Date, the Corporation may redeem all or any portion (including any fractional share) of the

then outstanding shares of Preferred Stock by giving written notice by first class mail, postage prepaid, to each holder (as of the close of business on the business day next preceding the date on which notice is given) of Preferred Stock, at the address of such holder last shown on the records of the Corporation, specifying (i) the Corporation's election to redeem all or such portion of the Preferred Stock, (ii) the date fixed by the Corporation for such redemption (each, a "**Redemption Date**"), (iii) the aggregate number of shares of Preferred Stock to be redeemed from all holders on such Redemption Date (iv) the number of shares to be redeemed from such holder on such Redemption Date and (v) the place at which payment may be obtained and calling upon such holder to surrender to the Corporation in a manner and at the place designated, its certificate or certificates representing the shares of Preferred Stock to be redeemed on such Redemption Date (the "**Redemption Notice**"). Any such redemption shall be made on a pro rata basis among the holders of the Preferred Stock in proportion to the number of shares of the Preferred Stock then held by each of them. The Corporation shall effect each such redemption by paying cash for each share of Preferred Stock redeemed on such Redemption Date equal to the Liquidation Preference for such share as of the Redemption Date. On or after the Redemption Date, each holder of Preferred Stock to be redeemed on such Redemption Date shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and upon the surrender of such certificate or certificates the redemption price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner of the certificate or certificates and each surrendered certificate shall be cancelled. If fewer than the total number of shares of Preferred Stock represented by any certificate are redeemed, a new certificate representing the number of unredeemed shares of Preferred Stock shall be issued to the holder of such shares without cost to such holder within a reasonable time after surrender of the certificate representing the redeemed shares. Except as specifically set forth above or in the Redemption Agreement or as specifically required by the Florida Business Corporation Act, the Preferred Stock shall have no rights, preferences, or privileges, including without limitation no rights to dividends or distributions.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business under the authority of these Amended and Restated Articles of Incorporation shall be the sum of Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The principal office and place of business shall be at 12000 Aerospace Avenue, Suite 300, Houston, TX 77034, with the right to have and to establish offices, conduct its business and promote its objects within any part of the State of Florida, or in any state, District of Columbia, the territories and colonies of the United States and in foreign countries, as the directors may designate.

ARTICLE VII. DIRECTORS

The management and control of this Corporation shall be vested in a Board of not less than one (1) director and not more than seven (7) directors. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation and the Board of Directors thereof. The Board of Directors shall be elected by the stockholders of the Corporation at each annual meeting to be held at the principal office of the Corporation on the third Thursday in February of each year. The names and post office addresses of the Board of Director(s), who subject to the provisions of the Amended and Restated Articles of Incorporation, Bylaws, and the laws of Florida, shall hold office until their successors are elected and have qualified are as follows:

J. Michael Pearson
12000 Aerospace Ave, Suite 300
Houston, TX 77034

ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees which to the Board may seem expedient. The same person may hold more than one office except the offices of President and Secretary. The officers who are to conduct the business of the Corporation and serve as such until the next annual election of officers shall be as follows:

Name	Office
J. Michael Pearson	Chief Executive Officer
Mark R. Stauffer	Chairman & President,
Peter R. Buchler	Executive Vice President, Chief Administrative Officer, General Counsel, Secretary
James L. Rose	Executive Vice President, Operations
Waymon L. Boyd	Vice Chairman
Robert W. Lewis	Senior Vice President,

Wayne A. Boyd	Construction Operations, Gulf Coast, Assistant Secretary Executive Vice President, Dredge Operation
Curtis K. Huggins	Vice President, Portable Dredge Operation
David G. Thornton	Senior Vice President, Construction Operations, Atlantic & Caribbean
Christopher J. DeAlmeida	Vice President, Chief Financial Officer & Treasurer
Cory C. Butz	Vice President, Construction Operations, Florida & Caribbean
Albert Perez, Jr. "AJ"	Vice President, Project Controls
John W. Whalen	Vice President, Facilities & Logistics, Atlantic & Caribbean
Bruce A. Mickle	Vice President, Dredge Operations, Texas
Donald W. "Wayne" Roberts	Vice President, Estimating
John A. Yaksh	Assistant Secretary
Laurie A. Simpson	Assistant Secretary
Melissa A. Gilbert	Assistant Secretary
Alana "Elena" F. LaQuay	Assistant Secretary
Michelle A. Perry	Assistant Secretary

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Amended and Restated Articles of Incorporation and a statement of the number of shares of stock subscribed to by each are as follows:

Orion Construction, LP	50 Shares
12000 Aerospace Ave, Suite 300	
Houston, TX 77034	

ARTICLE X. LOSS OF STOCK CERTIFICATE

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board of Directors of such loss or destruction,

and upon the giving of satisfactory security, by bond or otherwise, as may be approved by the Board of Directors. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XI. SEAL

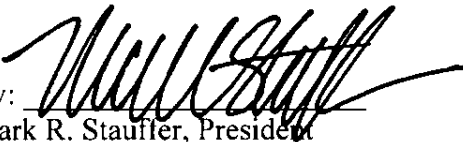
The seal of this Corporation shall be a circular impression bearing in the center thereof the words and figures, to-wit: "SEAL 1967" and around the circumference thereof the words, to-wit: "ORION MARINE CONSTRUCTION, INC."

ARTICLE XII AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned, as the sole Stockholder of the Corporation, does hereby subscribe and acknowledge the execution of the same on this 14th day of March, 2014.

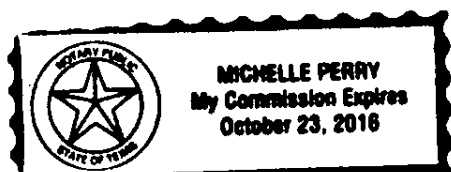
Orion Construction, LP;
the Stockholder

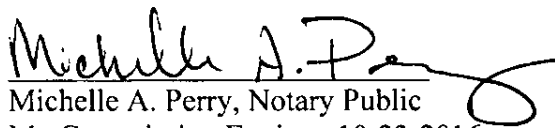
By: 
Mark R. Stauffer, President

STATE OF TEXAS)
)
COUNTY OF HARRIS)

Before me, a Notary Public in and for the State and County aforesaid, duly commissioned and acting, this day appeared Mark R. Stauffer, President of Orion Construction, LP, to me well known, who acknowledged the foregoing to be his true and correct signature and that he executed the foregoing Amended and Restated Articles of Incorporation of Orion Marine Construction, Inc., for the uses and purposes therein set forth.

WITNESS my hand and official seal at Houston, said county and State, on this 14th day of March 2014.




Michelle A. Perry, Notary Public
My Commission Expires: 10-23-2016