

# FO2000005082

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(City/State/Zip/Phone #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 APR -2 PM 11:47

*Per 9  
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APR 08 2015

T. LEMIEUX

# CLARK♦NEXSEN

March, 28, 2014

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

Attn: Division of Corporations

Clark, Nexsen, Owen, Barbieri & Gibson PC, Document no. F02000005082; the name has changed to Clark Nexsen, Inc. on March 21, 2014.

We have changed from a Professional Corporation to a General Corporation.

The enclosed documents will confirm the legal name change made with the Virginia State Corporation Commission.

Please feel free to contact me should you have questions.

Sincerely,



Thomas T. Winborne  
Executive Vice President, CEO

6160 KEMPSVILLE CIRCLE, SUITE 200, NORFOLK, VIRGINIA 23502

757.455.5800 FAX 757.455.5638 [WWW.CLARKNEXSEN.COM](http://WWW.CLARKNEXSEN.COM)

NORFOLK RICHMOND ROANOKE CHARLOTTE RALEIGH ASHEVILLE WASHINGTON,DC MACON BRUNSWICK ATLANTA AUSTIN

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Clark, Nexsen, Owen, Barbieri & Gibson PC  
Name of Corporation

**DOCUMENT NUMBER:** F02000005082

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas T. Winborne

Name of Contact Person

Clark Nexsen, Inc.

Firm/Company

6160 Kempsville Cir. Ste. 200A

Address

Norfolk, VA 23502

City/State and Zip Code

twinborne@clarknexsen.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas Winborne

Name of Contact Person

at ( 757 ) 455-5800

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee.  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F02000005082

(Document number of corporation (if known))

1. Clark Nexsen Owen Barbieri & Gibson, P.C

(Name of corporation as it appears on the records of the Department of State)

2. Virginia

(Incorporated under laws of)

3. October 7, 2002

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 21, 2014

5. Clark Nexsen, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Thomas T. Winborne

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Thomas T. Winborne

(Typed or printed name of person signing)

Exec. VP/ CEO

(Title of person signing)

FILED  
SECRETARY OF STATE  
14 APR 29 PM 11:17



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 21, 2014

The State Corporation Commission has found the accompanying articles submitted on behalf of

Clark Nexsen, Inc. (formerly CLARK, NEXSEN, OWEN, BARBIERI &  
GIBSON, P.C. )

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective March 21, 2014.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith Williams Jagdmann". The signature is written in a cursive, flowing style.

Judith Williams Jagdmann  
Commissioner

**ARTICLES OF AMENDMENT NUMBER NINE  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CLARK, NEXSEN, OWEN, BARBIERI & GIBSON, P.C.  
(Conversion to Clark Nexsen, Inc.)**

The undersigned, on behalf of the Corporation set forth below, pursuant to Section 13.1-710 of the Code of Virginia, state as follows:

**ONE**

The name of the Corporation immediately prior to the Effective Time of the amendments is Clark, Nexsen, Owen, Barbieri & Gibson, P.C.

The Corporation's Articles of Incorporation were filed November 15, 1978. It was formed as a professional corporation pursuant to Title 13.1, Chapter 7 of the Code of Virginia. The Corporation's initial name was Clark, Nexsen & Owen, P.C.

Thereafter, the following amendments to the articles of incorporation were filed:

Articles of Amendment [Number One], entitled "Articles of Amendment," dated March 5, 1979;

Articles of Amendment [Number Two], entitled "Articles of Amendment Number One," dated March 17, 1990;

Articles of Amendment [Number Three], entitled "Articles of Amendment Number Two," dated March 1, 1997;

Articles of Amendment [Number Four], entitled "Articles of Amendment Number Three," dated March 20, 1999;

Articles of Amendment [Number Five], entitled "Articles of Amendment Number Four," dated March 18, 2000;

Articles of Amendment [Number Six], entitled "Articles of Amendment Number Five," dated January 3, 2003;

Articles of Amendment [Number Seven], entitled "Articles of Amendment Number Six," dated October 5, 2004; and

Articles of Amendment [Number Eight], entitled "Articles of Amendment Number Five (Revised 9/12/08)," dated September 12, 2008.

## **TWO**

The following amendments to the Corporation's Articles of Incorporation have been adopted, effective as of the Effective Time:

A. Pursuant to Section 13.1-552 of the Code of Virginia, the Corporation is converted from a professional corporation organized under Chapter 7 of Title 13.1 of the Code of Virginia to a corporation organized under Chapter 9 of Title 13.1 of the Code of Virginia.

B. The name of the Corporation is changed to Clark Nexsen, Inc.

C. The Corporation may engage in all businesses heretofore permitted by the Articles of Incorporation and prior amendments, and may additionally engage in the businesses of (i) construction, general contracting, and construction management, (ii) restoration, (iii) project management, (iv) field and consulting services related to any business permitted hereby, and (v) all businesses and activities ancillary or related to any business permitted hereby.

D. The Corporation may own stock or other equity interests in any entity engaged in any business permitted hereby.

## **THREE**

The number and classification of authorized shares of stock of the Corporation shall remain unchanged following the foregoing amendments. All shares of stock of the Corporation and certificates representing such shares that were issued and outstanding immediately prior to the Effective Time shall automatically be deemed to be the issued and outstanding shares of stock of the Corporation as of the Effective Time. The Board of Directors may, at its option, call for the surrender of existing certificates for cancellation and reissuance in the Corporation's new name. From and after the Effective Time, stock certificates shall be issued in the Corporation's new name.

## **FOUR**

The effective date and time of the amendments set forth herein (the "Effective Time") is 12:01 a.m. on the later of (i) March 20, 2014, or (ii) the effective date noted in the certificate of amendment to be issued by the State Corporation Commission in connection herewith.

## **FIVE**

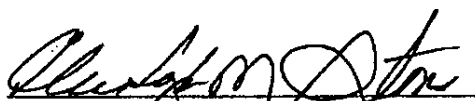
The amendments set forth herein were authorized by a vote of the shareholders on February 21, 2014, with shareholders holding more than two-thirds (2/3) of the issued and outstanding shares of the Corporation voting in favor of such authorization.



The undersigned Chief Executive Officer and President of the Corporation certify on behalf of the Corporation that the foregoing statements are true and correct:

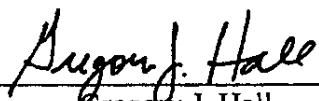


Thomas T. Winborne,  
Chief Executive Officer



Christopher M. Stone,  
President

Attest:



Gregory J. Hall,  
Secretary

SCC ID: 0190175-0

4833-9131-2921, v. 1

# Commonwealth of Virginia



## State Corporation Commission

### *CERTIFICATE OF GOOD STANDING*

*I Certify the Following from the Records of the Commission:*

That Clark Nexsen, Inc. is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is November 27, 1978;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:*  
*March 26, 2014*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission