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Florida Department of State
Division of Corporations
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MAY 23 2018

MERGER OR SHARE EXCHANGE

NV5, Inc.

Certificate of Status	0
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Page Count	05
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TALLAHASSEE, FLORIDA

Merger

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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, Florida Statutes.

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

Name	Jurisdiction	Document Number (If known/ applicable)
NV5, Inc.	Delaware	F10000001138 ✓

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

Name	Jurisdiction	Document Number (If known/ applicable)
Lochrane Engineering Incorporated	Florida	687241 ✓

Third: The Plan of Merger is attached.

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

OR ___/___/___ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 May 22, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on __________ 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 May 22, 2018.

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

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
NV5, Inc.		Dickerson C. Wright, Chief Executive Officer
Lochrane Engineering Incorporated		Dickerson C. Wright, Chief Executive Officer

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
NV5, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction
Lochrane Engineering Incorporated	Florida

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

All the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and all debts, liabilities and duties of every kind and description of Lochrane Engineering Incorporated shall be transferred to, vested in, and devolve upon NV5, Inc. without further act or deed and all property, rights and all debts, liabilities and duties, and every other interest of the Lochrane Engineering Incorporated, shall be as effectively the property, debts, liabilities and duties of the NV5, Inc. as they were of Lochrane Engineering Incorporated; and be it further

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:

Each share of common stock of Lochrane Engineering Incorporated that shall be outstanding on the Effective Date, and all rights in respect thereof, shall forthwith be cancelled. All of the shares of Lochrane Engineering Incorporated stock that shall be held in the treasury of Lochrane Engineering Incorporated shall cease to exist and any certificates representing such shares shall be cancelled;

(Attach additional sheets if necessary)

Fifth: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer of Director	Typed or Printed Name of Individual and Title
Lochrane Engineering Incorporated		Dickerson C. Wright, Chief Executive Officer
NV5, Inc.		Dickerson C. Wright, Chief Executive Officer