

From:

05/22/2018 16:25

#046 P.001/006

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

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MAY 23 2018

MERGER OR SHARE EXCHANGE

NVS, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

From:

05/22/2018 16:25

#046 P.002/006

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NVS, Inc.	Delaware	F10000001138 ✓

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lochman Engineering Incorporated	Florida	687241 ✓

FILED
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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)

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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:

<u>Name</u>	<u>Jurisdiction</u>
NV5, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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;

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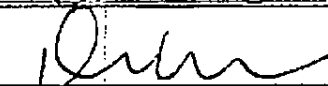
(Attach additional sheets if necessary)

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Fifth: SIGNATURES FOR EACH CORPORATION

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