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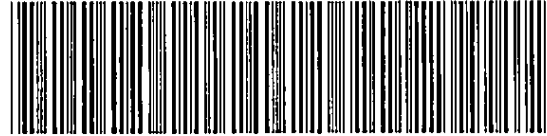
(Business Entity Name)

(Document Number)

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MERGER

1. **PAGEONE CONSULTANTS, INC.**

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

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>
NV5, Inc.	Delaware	4791631

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PageOne Consultants, Inc.	Florida	P93000063478



Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing.

Fifth: The Plan of Merger was adopted by the Board of Directors and Shareholders of the surviving corporation on March 9, 2020.

Sixth: The Plan of Merger was adopted by the Board of Directors and Shareholders of the merging corporation by joint written consent on March 9, 2020.

Seventh: Signature for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer of Director</u>	<u>Typed or Printed Name of Individual and Title</u>
NV5, Inc., a Delaware corporation		Richard Tong, Executive Vice President
PageOne Consultants, Inc., a Florida corporation		Richard Tong, Executive Vice President

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20 MAR 13 4:10:05
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

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>	<u>Document Number</u>
NV5, Inc. (" NV5 ")	Delaware	4791631

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PageOne Consultants, Inc. (" PageOne ")	Florida	P93000063478

Third: The terms and condition for the merger are as follows:

a) Merger and Effective Time. Effective upon the date of filing, PageOne shall be merged with and into NV5 and NV5 shall be the surviving corporation of the Merger (the "Surviving Corporation").

b) Effect of Merger. At the Effective Time, the Constituent Corporations shall merge into the Surviving Corporation and the separate existence of the Constituent Corporations shall cease. The effect of the Merger shall be as provided in the Florida Revised Statutes and the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, all rights, powers, privileges, obligations and duties of PageOne shall become the rights, powers, privileges, obligations and duties of the Surviving Corporation..

c) Governing Documents. The Certificate of Incorporation of NV5 and the Bylaws of NV5, as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation until sooner terminated or changed as permitted by the provisions of Delaware General Corporation Law, as amended..

d) Directors and Officers. At the Effective Time, the directors and the officers of the Surviving Corporation shall be the incumbent directors and officers of NV5 all of whom shall hold their directorships and officerships until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Certificate of Incorporation or Bylaws of the Surviving Corporation.

e) Conversion of Securities and Consideration. At the Effective Time, by virtue of the Merger and in consideration therefor, and without any action on the part of the Constituent Corporations or any stockholder thereof, (i) each share of PageOne's Common Stock shall be cancelled, and (ii) each share of NV5's Common Stock shall remain unchanged in the hands of the holder thereof as an outstanding share of the Surviving Corporation.

f) **Representations of PageOne.** PageOne represents and warrants to NV5 that as of the date of this Agreement and as of the Effective Time (a) it is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, (b) it has all requisite corporate power and authority to enter into and perform its obligations under this Agreement and Plan of Merger and to execute the Florida Articles of Merger and to perform its obligations hereunder, (c) this Agreement has been duly executed and delivered by PageOne, and has been authorized by all necessary corporate action, and constitutes the legal, valid and binding obligations of PageOne, enforceable in accordance with its terms, and (d) the execution, delivery and performance of this Agreement does not conflict with any provision of the Articles of Incorporation or Bylaws of PageOne.

g) **Representations of NV5.** NV5 represents and warrants to PageOne that as of the date of this Agreement and as of the Effective Time (a) it is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, (b) it has all requisite corporate power and authority to enter into and perform its obligations under this Agreement and to perform its obligations hereunder, (c) this Agreement has been duly executed and delivered by NV5, and has been authorized by all necessary corporate action, and constitutes the legal, valid and binding obligations of NV5, enforceable in accordance with its terms, and (d) the execution, delivery and performance of this Agreement does not conflict with any provision of the Certificate of Incorporation or Bylaws of NV5.

h) **Entire Agreement.** This Agreement sets forth the entire agreement and understanding among the parties as to the subject matter hereof and merges and supersedes all prior discussions, agreements and understandings of every kind and nature among them.

i) **Severability.** If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law, or public policy, all other provisions of this Agreement shall nevertheless remain in full force and effect.

j) **Termination and Abandonment.** Prior to the Effective Time, this Agreement may be terminated and the Merger abandoned by the Board of Directors of PageOne or the Board of Directors of NV5.

k) **Amendment.** Prior to the Effective Time, this Agreement may be amended, modified or supplemented by the Board of Directors of PageOne or the Board of Directors of NV5.

l) **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to principles of conflicts of law.



m) **Headings.** The headings contained in this Agreement are for convenience of reference only, shall not be deemed to be a part of this Agreement and shall not be referred to in connection with the construction or interpretation of this Agreement.

n) **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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:

After the Effective Date, each share of common stock of PageOne which is outstanding on the Effective Date, and all rights in respect thereof, shall cease to exist and any certificates representing such shares shall be cancelled. All of the shares of PageOne held in the treasury of the PageOne shall cease to exist as at the Effective Date and any certificates representing such shares shall be cancelled. As of the Effective Date, each share of common stock of NV5 which is outstanding on the Effective Date, and all rights in respect thereof, shall remain unchanged in the hands of the holder thereof as an outstanding share of the Surviving Corporation and any certificates representing such shares shall thereafter represent a like number of shares of the common stock of Surviving Corporation.

Fifth: Signature for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer of Director</u>	<u>Typed or Printed Name of Individual and Title</u>
NV5, Inc., a Delaware corporation		Richard Tong, Executive Vice President
PageOne Consultants, Inc., a Florida corporation		Richard Tong, Executive Vice President

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