

F12000004832

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

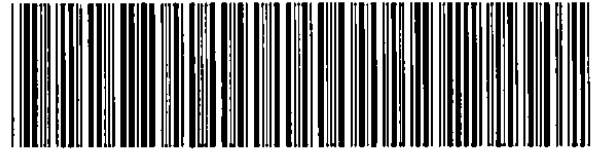
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only




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RECEIVED
2020 DEC 15 PM 2:10
OFFICE
TALLAHASSEE, FLORIDA

2020 DEC 15 AM 8:00
Filing Office

DEC 2 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 520552 7480088
AUTHORIZATION : 
COST LIMIT : \$ 35.00

ORDER DATE : November 18, 2020
ORDER TIME : 11:55 AM
ORDER NO. : 520552-230
CUSTOMER NO: 7480088

FOREIGN FILINGS

NAME: BOWMAN CONSULTING GROUP,
LTD

XX___ CORPORATE
___ LIMITED PARTNERSHIP
___ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
XX PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62968

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2020

CSC

2020 DEC 21
RESUBMIT
Please give original
submission date as file date

SUBJECT: BOWMAN CONSULTING GROUP, LTD., INC.
Ref. Number: F12000004832

We have received your document for BOWMAN CONSULTING GROUP, LTD., INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

You need to submit Certificate of Good standing from Delaware.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 920A00025437

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)

F12000004832

(Document number of corporation (if known))

1. Bowman Consulting Group, Ltd., Inc.

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

2. Virginia

(Incorporated under laws of)

3. 11/30/2012

(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? _____

5. _____
(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.

Delaware

(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

RECEIVED 11/30/12

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. 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.



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

Gary P. Bowman

(Typed or printed name of person signing)

President and Chief Executive Officer

(Title of person signing)

FILING FEE \$35.00

**ARTICLES OF INCORPORATION SURRENDER OF
BOWMAN CONSULTING GROUP, LTD.**

The undersigned, on behalf of the corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:


1. The name of the corporation is Bowman Consulting Group, Ltd.
2. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
 - A. The jurisdiction in which the corporation is to be domesticated is Delaware.
 - B. Upon its domestication in the foregoing jurisdiction, the name of the corporation will be Bowman Consulting Group Ltd.
 - C. The plan of domestication is attached hereto as Exhibit A.
3. These articles of incorporation surrender are being filed in connection with the domestication of the corporation as a foreign corporation to be incorporated under the laws of Delaware and the corporation is surrendering its charter under the laws of Virginia.
4. The plan of domestication was submitted to the shareholders by the board of directors in accordance with the provisions of Title 13.1, Chapter 9 of the Code of Virginia, and (include (1) and (2)):
 - (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of domestication were:

Designation	Number of outstanding shares	Number of votes
Common Stock	178,389	178,389
 - (2) The total number of votes cast for and against the plan of domestication by each voting group entitled to vote separately on the plan of domestication was:

Voting group	Total votes FOR	Total votes AGAINST
Common Stock	145,916	0
 - (3) The number cast for the plan of domestication by each voting group was sufficient for approval by that voting group.
5. The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was incorporated under the laws of Virginia.

6. The corporation's mailing address to which the clerk may mail a copy of any process served on the clerk as the corporation's agent is 12355 Sunrise Valley Drive, Suite 520, Reston, Virginia 20191.
7. The corporation hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the corporation.

Executed in the name of the corporation by:



Gary P. Bowman
Chief Executive Officer
November 11, 2020

SCC ID no: 04481982

EXHIBIT A

Plan of Domestication

(see attached)

PLAN OF DOMESTICATION
OF
BOWMAN CONSULTING GROUP LTD., A VIRGINIA CORPORATION

THIS PLAN OF DOMESTICATION (this "Plan") of Bowman Consulting Group, Ltd., a Virginia corporation currently located at 12355 Sunrise Valley Drive, Suite 520, Reston, Virginia 20191, is set forth herein.

1. Introduction.

Bowman Consulting Group, Ltd., a Virginia corporation (the "Corporation") is a corporation engaged in the business of providing professional engineering, land surveying, environmental, and related consulting services. The Corporation has seventy-five (75) shareholders and One Hundred Seventy-Eight Thousand Three Hundred Eighty-Nine (178,389) shares issued and outstanding.

The Corporation's Board of Directors has determined that it would be advantageous to change the domicile of the Corporation from Virginia to Delaware.

This Plan is being adopted to set forth the procedures pursuant to which the Corporation will change its domicile to Delaware. The process set forth in this Plan is referred to generally as the "Domestication."

2. Domestication in Delaware. The Corporation will re-domesticate from Virginia to Delaware through the following process:

- (a) The Corporation's Board of Directors will adopt this Plan of Domestication;
- (b) The Corporation's Shareholders ("Shareholders") will adopt this Plan of Domestication;
- (c) The Corporation will adopt Bylaws to conform with Delaware law;
- (d) The Corporation will adopt a Certificate of Incorporation to conform with Delaware law;
- (e) The Corporation will file with the Secretary of State of the State of Delaware a Certificate of Incorporation.

3. Discontinuance in Virginia. The Corporation will file with the Secretary of State of the State of Virginia an Articles of Surrender pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia. The Corporation shall take all other actions necessary or appropriate to discontinue the regulation of the Corporation pursuant to the laws of Virginia and the existence of the Corporation as a Virginia corporation governed by the laws of Virginia.

4. Intended Effect of the Transactions. The Domestication is intended to have the outcomes and effects provided for the domestication of a business entity under the laws of the State of Delaware, including but not limited to the following outcomes and effects:

(a) The Corporation shall be governed by the laws of the State of Delaware, including but not limited to the Delaware General Corporation Law.

(b) Title to all real and personal property, both tangible and intangible, of the Corporation shall remain in the Corporation without reversion or impairment.

(c) All the debts, liabilities, and other obligations of the Corporation shall remain the obligations of the Corporation.

(d) Any action or proceeding pending against the Corporation shall be continued against the Corporation as if the Domestication had not occurred.

(e) All contracts and agreements to which the Corporation is a party shall continue unimpaired and unaffected by the Domestication.

(f) The Domestication is not to be effected pursuant to a merger or consolidation.

(g) The Domestication be carried out in such a manner as to qualify as a reorganization withing the meaning of Internal Revenue Code Section 368(a)(1)(F), Treasury Regulations issued thereunder, and competent authority interpreting the same.

(h) Each share of the Corporation's common stock, par value \$0.10 per share that is outstanding shall be converted to one share of common stock, par value \$0.10 per share of the Delaware Corporation, and each shareholder of the Corporation be issued one or more stock certificate(s) representing their shares of the Delaware Corporation, which certificate(s) shall be for the equivalent number of shares held by such shareholder in the Virginia Corporation immediately prior to the re-incorporation

5. Approval by the Corporation's Board of Directors. The Board of Directors of the Corporation shall approve this Plan by resolution duly adopted prior to the carrying out of the Plan.

6. Approval by Shareholders. The Shareholders shall approve this Plan at a Special Meeting of Shareholders to be held on November 10, 2010, duly called for the purpose of approving and carrying out the Plan.

7. Effective Date and Time. The Domestication shall be effective upon the filing of the Certificate of Incorporation with the Secretary of State of the State of Delaware.

8. Amendment of Plan of Domestication. This Plan of Domestication may be amended by the Board of Directors at any time prior to the approval of the Plan of Domestication by the Shareholders.

9. Authority and Responsibility of the Corporation's Officers.

Each officer of the Corporation is hereby authorized and directed to: (a) execute and deliver, for and on behalf of the Corporation, any and all documents, instruments, agreements, certifications, writings, or affidavits that any of such officers shall deem necessary or appropriate to effect the foregoing resolutions and (b) take such other actions that any of such officers shall deem necessary or appropriate to effect this Plan, including the amendment of this Plan of Domestication in accordance with Section 8 hereof.

[signatures appear on following page]

DATED as of November 10, 2020.

Bowman Consulting Group, Ltd.,
a Virginia corporation

A handwritten signature in black ink, appearing to be "G. Bowman", is written over a horizontal line.

Name: Gary P. Bowman
Title: President and Chief Executive Officer

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, NOVEMBER 17, 2020

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

BOWMAN CONSULTING GROUP, LTD.

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

CERTIFICATE OF INCORPORATION SURRENDER

be issued and admitted to record with the articles of incorporation surrender in the Office of
the Clerk of the Commission, effective November 17, 2020.

STATE CORPORATION COMMISSION

By 

Jehmal T. Hudson
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing are true and correct copies of business entity documents on file in the Office of the Clerk of the Commission related to BOWMAN CONSULTING GROUP, LTD., a Virginia corporation.

Nothing more is hereby certified.



Signed and Sealed at Richmond on this Date:

December 10, 2020

A handwritten signature in cursive script, reading "Bernard J. Logan".

Bernard J. Logan, Interim Clerk of the Commission

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOWMAN CONSULTING GROUP LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOWMAN CONSULTING GROUP LTD." WAS INCORPORATED ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



Jeffrey W. Bullock, Secretary of State

4133386 8300

SR# 20208587297

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204258663

Date: 12-08-20