

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)214-8442

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
IBI GROUP ENGINEERING SERVICES(USA)INC.**

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$35.00

2023 APR 26 PM 10:18

Electronic Filing Menu    Corporate Filing Menu

Help

**NOT FOR PROFIT CORPORATION  
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

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

F18000003244

(Document Number of Corporation (If known))

1. IBI GROUP ENGINEERING SERVICES(USA)INC.

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

2. Ohio

(Incorporated under laws of)

3. 07/16/2018

(Date authorized to conduct affairs in Florida)

**SECTION II**

**(4-8 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? April 21, 2023

**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.

5. Arcadis Engineering Services (USA) Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. 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.

/s/ Joseph Panholzer

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

Joseph Panholzer

(Typed or printed name of the person signing)

Attorney-in-Fact

(Title of person signing)

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE

*I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.*



*Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 26th day of April, A.D. 2023.*

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:

202311600766



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
04/24/2023	202311401562	AMENDMENT TO ARTICLES (AMD)	50.00	100.00	0.00	0.00

### Receipt

This is not a bill. Please do not remit payment.

NSI  
145 BAKER ST.  
ATTN: MARINA REEL  
MARION, OH 43302

## STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose  
905965

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**ARCADIS ENGINEERING SERVICES (USA) INC.**

and, that said business records show the filing and recording of:

Document(s)  
**AMENDMENT TO ARTICLES**

Document No(s):  
**202311401562**

Effective Date: 04/21/2023



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
24th day of April, A.D. 2023.

*Frank LaRose*  
Ohio Secretary of State

Form 540 Prescribed by



Toll Free: 877.707.3453 | Central Ohio: 614.466.0910

OHioBUS.gov | business@OHioBUS.gov

File online or for more information: OHioBUSonlineCentral.gov

RECEIVED

**Certificate of Amendment**  
**(For-Profit, Domestic Corporation)**  
**Filing Fee: \$50**  
**Form Must Be Typed**

APR 21 2023

SECRETARY OF STATE

## Check appropriate box:

- ☒ Amendment to existing Articles of Incorporation (125-AMDS)  
☐ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto

## Complete the following information:

Name of Corporation IBI GROUP ENGINEERING SERVICES (USA) INC.

Charter Number 905965

## Check one box below and provide information as required:

- ☐ The articles are hereby amended by the Incorporators. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received

- ☒ The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B) 1701.70(B)(e)  
 (In this space insert the number 1 through 10 to provide basis for adoption.)

- ☒ The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71

- ☐ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72

**If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.**

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

**A copy of the resolution of amendment is attached to this document.**

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.**

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

/s/ Joseph Panholzer

Signature

Joseph Panholzer, Special Secretary

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**IBI GROUP ENGINEERING SERVICES (USA) INC.**  
**JOINT WRITTEN RESOLUTION OF**  
**THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER**

The undersigned, being all of the members of the Board of Directors (the "Board") and sole shareholder (the "Shareholder") of IBI Group Engineering Services (USA) Inc., an Ohio corporation (the "Company"), acting pursuant to the *Ohio Revised Code General Corporation Law*, take the following actions and adopt the following resolutions by written consent.

**Name Change**

WHEREAS, the Board and Shareholder have determined that it is advisable and in the best interests of the Company for it to change its name to "Arcadis Engineering Services (USA) Inc." effective April 20, 2023 and to amend its Articles of Incorporation to reflect this change (the "Articles Amendment").

WHEREAS, the Board and the Shareholder have been presented with the proposed Articles Amendment and have determined that it is advisable and in the best interests of the Company to authorize and approve the Articles Amendment.

RESOLVED, that the Board authorizes and approves the Articles Amendment and recommends that the Company's Shareholder authorizes and approves the Articles Amendment.

FURTHER RESOLVED, that the Board has submitted a proposal for the Articles Amendment to the Shareholder.

FURTHER RESOLVED, that the Shareholder authorizes and approves the Articles Amendment.

FURTHER RESOLVED, that any member of the Board or officer of the Company, and any person or persons designated and authorized to so act by any member of the Board or officer of the Company (the "Authorized Signatories"), be and each of them are, authorized, directed and empowered, in the name and on behalf of the Company, to execute, deliver and file the Articles Amendment and all other documents or certificates necessary or appropriate to consummate the Articles Amendment, with such changes, modifications and amendments thereto as the Authorized Signatories, and each of them, shall deem necessary or appropriate, the approval of which shall be conclusively established by the execution thereof, and to perform any and all further acts as any Authorized Signatory of the Company shall deem reasonably necessary or appropriate to consummate the Articles Amendment.

**General Resolutions**

RESOLVED, that the Authorized Signatories, and each of them, are authorized, directed and empowered, in the name of and on behalf of the Company to execute and deliver any and all other agreements, certificates and documents and/or perform any and all further acts as any such Authorized Signatories shall deem necessary or appropriate to effect the purpose and intent of the foregoing recitals and resolutions, and to consummate the transaction contemplated therein.


FURTHER RESOLVED, that any acts of any Authorized Signatory of the Company or of any person or persons designated and authorized to act by an Authorized Signatory of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Company.

FURTHER RESOLVED, that facsimile, PDF, electronic or photostatic copies of signatures to this written resolution shall be deemed to be originals and may be relied on to the same extent as the originals and this written resolution may be executed in one or more counterparts, each of which shall be deemed to constitute an original.

{Signature Page Follows}

IN WITNESS WHEREOF, the undersigned Board of Directors and Shareholder of IBI Group Engineering Services (USA) Inc. have executed this written resolution effective as of the date first set forth above.

**BOARD OF DIRECTORS**



Scott Stewart



Stephen Taylor

Patrick Finn

Christopher Jones

Jeffrey Koehn

Mike Murray

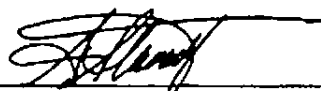
David Thom

Charles Beamish

Gregg R. Stouder

**SHAREHOLDER**

IBI GROUP (DELAWARE) INC.

By: 

Name: Scott Stewart



[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned Board of Directors and Shareholder of IBI Group Engineering Services (USA) Inc. have executed this written resolution effective as of the date first set forth above.

**BOARD OF DIRECTORS**

\_\_\_\_\_  
Scott Stewart

\_\_\_\_\_  
Stephen Taylor



\_\_\_\_\_  
Patrick Finn

\_\_\_\_\_  
Christopher Jones

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Jeffrey Koehn

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Mike Murray

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David Thom

\_\_\_\_\_  
Charles Beamish

\_\_\_\_\_  
Gregg R. Slouder

**SHAREHOLDER**

\_\_\_\_\_  
IBI GROUP (DELAWARE) INC.

By: \_\_\_\_\_

Name: Scott Stewart

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**BOARD OF DIRECTORS**

**SHAREHOLDER**

IBI GROUP (DELAWARE) INC.

\_\_\_\_\_  
Scott Stewart

By: \_\_\_\_\_

Name: Scott Stewart

\_\_\_\_\_  
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**BOARD OF DIRECTORS**

**SHAREHOLDER**

IBI GROUP (DELAWARE) INC.

\_\_\_\_\_  
Scott Stewart


By: \_\_\_\_\_

Name: Scott Stewart

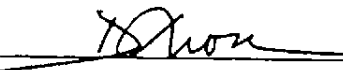
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Gregg R. Stouder

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**BOARD OF DIRECTORS**

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Gregg R. Stouder

**SHAREHOLDER**

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By: \_\_\_\_\_

Name: Scott Stewart

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**BOARD OF DIRECTORS**

**SHAREHOLDER**

IBI GROUP (DELAWARE) INC.

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*C. Beamish*

\_\_\_\_\_  
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**BOARD OF DIRECTORS**

**SHAREHOLDER**

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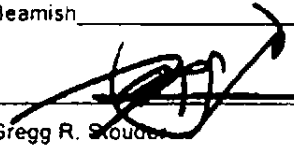
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