

F20000004205

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

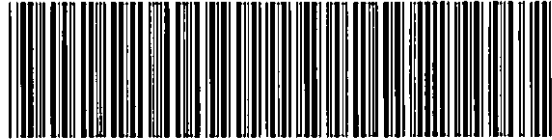
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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JUL 28 11:46

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2021 JUL 28 AM 11:46  
TALLAHASSEE, FLORIDA

JUL 28 2021

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

ACCOUNT NO. : I20000000195

REFERENCE : 923766 9482A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 22, 2021

ORDER TIME : 10:29 AM

ORDER NO. : 923766-010

CUSTOMER NO: 9482A

ARTICLES OF MERGER

BOLTON PEREZ & ASSOCIATES,  
INC.

INTO

COLLIERS ENGINEERING & DESIGN,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER OF  
**BOLTON PEREZ & ASSOCIATES, INC., a Florida corporation,**  
**with and into**  
**COLLIERS ENGINEERING & DESIGN, INC., a New Jersey corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Act"). **BOLTON PEREZ & ASSOCIATES, INC.**, a Florida corporation ("Acquisition Sub"), and **COLLIERS ENGINEERING & DESIGN, INC.**, a New Jersey corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Acquisition Sub with and into the Surviving Corporation.

1. The Acquisition Sub shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties, dated as of August 1, 2021 (the "Merger Agreement"). Pursuant to the merger, all of the shares of capital stock of the Acquisition Sub outstanding immediately prior to the merger shall be cancelled in exchange for the consideration referenced in the Merger Agreement.

2. The name of the surviving entity shall be "**COLLIERS ENGINEERING & DESIGN, INC.**"

3. The Plan of Merger, a copy of which is attached hereto and incorporated herein as Exhibit A, was properly approved, adopted, certified, executed and acknowledged by all directors and shareholders of Acquisition Sub and the Surviving Corporation in accordance with the Act.

4. The merger shall be effective as of August 1, 2021 upon the filing of these Articles of Merger with the office of the Secretary of State of Florida (the "Effective Date").

5. The executed Merger Agreement and the Certificate and Plan of Merger are on file on behalf of the Surviving Corporation at the offices of its Florida legal counsel, Cole, Scott & Kissane, P.A., 9150 South Dadeland Boulevard, Suite 1400, Miami, FL 33156, Attn: Paul A. Lester, Esq., and at its corporate offices at Corporate Headquarters, 331 Newman Springs Rd, Suite 203, Red Bank, N.J. 07710.

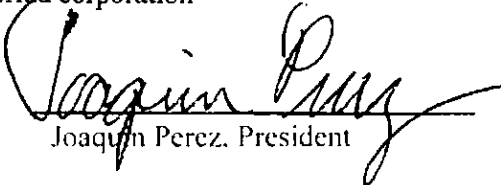
6. A copy of the Merger Agreement and Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Acquisition Sub or of the Surviving Corporation.

7. The Surviving Corporation agrees that it may be served with process in New Jersey or in Florida in any action, suit or proceeding for the enforcement of any obligation of the Acquisition Sub.

IN WITNESS WHEREOF, these Articles of Merger having been executed on behalf of the Acquisition Sub and the Surviving Corporation by their authorized representatives on August 1, 2021.

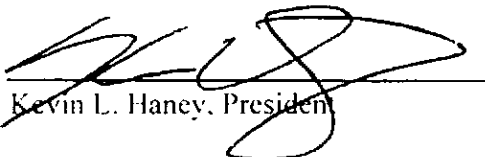
**BOLTON PEREZ & ASSOCIATES, INC.,**  
a Florida corporation

By:

  
Joaquin Perez, President

**COLLIERS ENGINEERING & DESIGN, INC.,**  
a New Jersey corporation

By:

  
Kevin L. Haney, President

## **EXHIBIT A TO ARTICLES OF MERGER**

### **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act, as amended (the "Act"), and provides as follows:

1. **Surviving Corporation.** COLLIERS ENGINEERING & DESIGN, INC., a New Jersey corporation (the "Surviving Corporation"), shall be the surviving corporation of a merger of BOLTON PEREZ & ASSOCIATES, INC., a Florida corporation, with and into the Surviving Corporation (the "Merger").

2. **Merging Corporation.** BOLTON PEREZ & ASSOCIATES, INC., a Florida corporation ("Acquisition Sub"), shall merge with and into the Surviving Corporation pursuant to the Merger.

3. **Terms and Conditions of the Merger.**

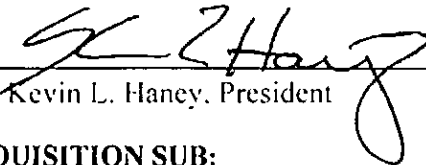
a. **Effective Time.** The Merger shall be effected as of, and the term "Effective Time" shall mean August 1, 2021, upon the filing of the Articles of Merger in the form attached hereto as Exhibit A is received for filing by the Secretary of State of Florida.

b. The Surviving Corporation shall continue its corporate existence and shall thereupon and thereafter possess all rights, privileges, powers and franchises of a public as well as a private nature of both the Surviving Corporation and the Acquisition Sub (collectively, the "Constituent Corporations"), and be subject to all the restrictions, disabilities and duties, and shall assume full responsibility for all claims, obligations and liabilities, of each of the Constituent Corporations. At the Effective Time of the Merger, all of the property, personal and mixed, tangible or intangible, and all of the franchises of each of the Constituent Corporations, and all debts due to any of the Constituent Corporations, on whatever account, shall be vested in the Surviving Corporation. A copy of the Articles of Incorporation for the Surviving Corporation are attached hereto and incorporated herein as Exhibit "B".

c. **Additional Undertakings.** Each of the Constituent Corporations and their stockholders, respectively, agree to use its, his or her best efforts to take all such action as may be necessary or appropriate to effectuate the Merger in accordance with the terms of the Agreement and Plan of Merger executed by the Constituent Corporations and other parties contemporaneously herewith (the "Merger Agreement"). If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Merger Agreement and to vest in the Surviving Corporation full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the Constituent Corporations, the officers of the Surviving Corporation are hereby fully authorized in the name of any of the Constituent Corporations or stockholders to take, and shall take, all such lawful and necessary action.

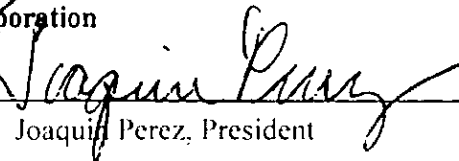
**SURVIVING CORPORATION:**

**Colliers Engineering & Design, Inc., a New  
Jersey corporation**

By:   
Kevin L. Haney, President

**ACQUISITION SUB:**

**Bolton Perez & Associates, Inc., a Florida  
corporation**

By:   
Joaquin Perez, President

**Exhibits**

**Exhibit A**

Articles of Merger

**Exhibit B**

Articles of Incorporation of Surviving Corporation

**EXHIBIT A**  
**ARTICLES OF MERGER OF**  
**BOLTON PEREZ & ASSOCIATES, INC., a Florida corporation,**  
**with and into**  
**COLLIERS ENGINEERING & DESIGN, INC., a New Jersey corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Act"). **BOLTON PEREZ & ASSOCIATES, INC.**, a Florida corporation ("Acquisition Sub"), and **COLLIERS ENGINEERING & DESIGN, INC.**, a New Jersey corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Acquisition Sub with and into the Surviving Corporation.

1. The Acquisition Sub shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties, dated as of August 1, 2021 (the "Merger Agreement"). Pursuant to the merger, all of the shares of capital stock of the Acquisition Sub outstanding immediately prior to the merger shall be cancelled in exchange for the consideration referenced in the Merger Agreement.

2. The name of the surviving entity shall be "**COLLIERS ENGINEERING & DESIGN, INC.**"

3. The Plan of Merger, a copy of which is attached hereto and incorporated herein as Exhibit A, was properly approved, adopted, certified, executed and acknowledged by all directors and shareholders of Acquisition Sub and the Surviving Corporation in accordance with the Act.

4. The merger shall be effective as of August 1, 2021 upon the filing of these Articles of Merger with the office of the Secretary of State of Florida (the "Effective Date").

5. The executed Merger Agreement and the Certificate and Plan of Merger are on file on behalf of the Surviving Corporation at the offices of its Florida legal counsel, Cole, Scott & Kissane, P.A., 9150 South Dadeland Boulevard, Suite 1400, Miami, FL 33156, Attn: Paul A. Lester, Esq., and at its corporate offices at Corporate Headquarters, 331 Newman Springs Rd, Suite 203, Red Bank, N.J. 07710.

6. A copy of the Merger Agreement and Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Acquisition Sub or of the Surviving Corporation.

7. The Surviving Corporation agrees that it may be served with process in New Jersey or in Florida in any action, suit or proceeding for the enforcement of any obligation of the Acquisition Sub.



**IN WITNESS WHEREOF**, these Articles of Merger having been executed on behalf of the Acquisition Sub and the Surviving Corporation by their authorized representatives on August 1, 2021.

**BOLTON PEREZ & ASSOCIATES, INC.,**  
a Florida corporation

By: \_\_\_\_\_  
Joaquin Perez, President

**COLLIERS ENGINEERING & DESIGN, INC.,**  
a New Jersey corporation

By: \_\_\_\_\_  
Kevin L. Haney, President

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### **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act, as amended (the "Act"), and provides as follows:

1. **Surviving Corporation.** COLLIERS ENGINEERING & DESIGN, INC., a New Jersey corporation (the "Surviving Corporation"), shall be the surviving corporation of a merger of BOLTON PEREZ & ASSOCIATES, INC., a Florida corporation, with and into the Surviving Corporation (the "Merger").

2. **Merging Corporation.** BOLTON PEREZ & ASSOCIATES, INC., a Florida corporation ("Acquisition Sub"), shall merge with and into the Surviving Corporation pursuant to the Merger.

3. **Terms and Conditions of the Merger.**

a. **Effective Time.** The Merger shall be effected as of, and the term "Effective Time" shall mean August 1, 2021, upon the filing of the Articles of Merger in the form attached hereto as Exhibit A is received for filing by the Secretary of State of Florida.

b. The Surviving Corporation shall continue its corporate existence and shall thereupon and thereafter possess all rights, privileges, powers and franchises of a public as well as a private nature of both the Surviving Corporation and the Acquisition Sub (collectively, the "Constituent Corporations"), and be subject to all the restrictions, disabilities and duties, and shall assume full responsibility for all claims, obligations and liabilities, of each of the Constituent Corporations. At the Effective Time of the Merger, all of the property, personal and mixed, tangible or intangible, and all of the franchises of each of the Constituent Corporations, and all debts due to any of the Constituent Corporations, on whatever account, shall be vested in the Surviving Corporation. A copy of the Articles of Incorporation for the Surviving Corporation are attached hereto and incorporated herein as Exhibit "B".

c. **Additional Undertakings.** Each of the Constituent Corporations and their stockholders, respectively, agree to use its, his or her best efforts to take all such action as may be necessary or appropriate to effectuate the Merger in accordance with the terms of the Agreement and Plan of Merger executed by the Constituent Corporations and other parties contemporaneously herewith (the "Merger Agreement"). If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Merger Agreement and to vest in the Surviving Corporation full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the Constituent Corporations, the officers of the Surviving Corporation are hereby fully authorized in the name of any of the Constituent Corporations or stockholders to take, and shall take, all such lawful and necessary action.

**SURVIVING CORPORATION:**

**Colliers Engineering & Design, Inc., a New  
Jersey corporation**

By: \_\_\_\_\_  
Kevin L. Haney, President

**ACQUISITION SUB:**

**Bolton Perez & Associates, Inc., a Florida  
corporation**

By: \_\_\_\_\_  
Joaquin Perez, President

### **Exhibits**

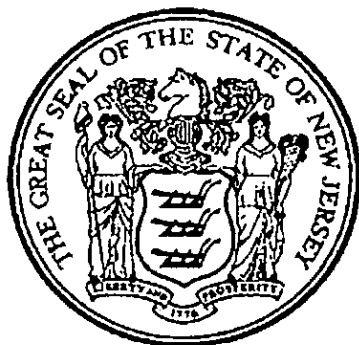
<u>Exhibit A</u>	Articles of Merger
<u>Exhibit B</u>	Articles of Incorporation of Surviving Corporation

EXHIBIT B

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)  
0100275246

MASER CONSULTING INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Restated Incorporation  
Filed in this office, July 13th, 2020  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*



Certificate Number: 142333820

Verify this certificate online at

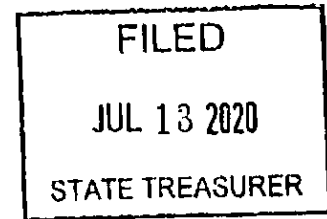
<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
13th day of August, 2020*

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio  
State Treasurer

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
MASER CONSULTING P.A.**



Maser Consulting P.A., a corporation organized under the laws of the State of New Jersey, pursuant to Section 14A:9-5 of the New Jersey Business Corporations Act, hereby (1) restates its Certificate of Incorporation to embody in one document its existing certificate, and (2) further amends its existing Certificate of Incorporation as set forth herein.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is Maser Consulting Inc. (the "Corporation").

**ARTICLE II  
PURPOSE OF CORPORATION**

The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized under the New Jersey Business Corporation Act.

**ARTICLE III  
BY-LAWS**

The By-laws of the Corporation may be altered, amended, repealed or adopted by the Corporation's Board of Directors.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock without par value.

**ARTICLE V  
BOARD OF DIRECTORS**

The current Board of Directors of the Corporation consists of five (5) directors and the name and address of each such director is:

Richard M. Maser  
331 Newman Springs Road, Suite 203  
Red Bank, New Jersey 07701

Kevin E. Haney  
331 Newman Springs Road, Suite 203  
Red Bank, New Jersey 07701

Leonardo E. Ponzio

331 Newman Springs Road, Suite 203  
Red Bank, New Jersey 07701

Steven C. Danatos  
331 Newman Springs Road, Suite 203  
Red Bank, New Jersey 07701

Stephen DePalma  
331 Newman Springs Road, Suite 203  
Red Bank, New Jersey 07701

Notwithstanding the foregoing, the number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Shareholders Agreement of the Corporation, as the same may be amended from time to time (the "Shareholders Agreement").

#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of New Jersey is 331 Newman Springs Road, Suite 203, Red Bank, New Jersey 07701, and the Corporation's registered agent at such address is Richard M. Maser.

#### **ARTICLE VII SEVERABILITY**

If any provision of this Second Amended and Restated Certificate of Incorporation or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Second Amended and Restated Certificate of Incorporation which can be given effect without the invalid provision or application, and to this end, the provisions of this Second Amended and Restated Certificate of Incorporation are declared severable.

#### **ARTICLE VIII LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS**

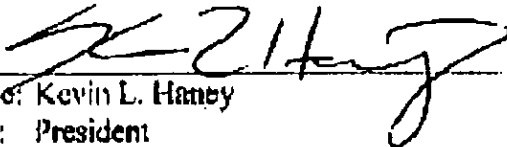
To the fullest extent permitted by the laws of the State of New Jersey, as they exist or may hereafter be amended, the directors and officers of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that the provisions of this Article VIII shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit. This Article VIII shall apply with respect to acts or omissions occurring prior to or after the date of its adoption.

**ARTICLE IX  
INDEMNIFICATION**

To the fullest extent permitted by the laws of the State of New Jersey, the Corporation shall defend, indemnify and hold harmless its officers, directors and any other persons identified in the Shareholders Agreement in accordance with the terms of the Shareholders Agreement.

**IN WITNESS WHEREOF**, the Corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed on its behalf by an authorized officer this 10<sup>th</sup> day of July, 2020.

**MASER CONSULTING P.A.**

By:   
Name: Kevin L. Haney  
Title: President



**CERTIFICATE OF AMENDMENT**  
**TO**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**MASER CONSULTING INC.**

**MASER CONSULTING INC.**, a corporation organized and existing under and by virtue of the laws of the State of New Jersey (the “**Corporation**”), pursuant to the provisions of Sections 14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation Act, does hereby certify that:

1. The name of the Corporation is MASER CONSULTING INC.
2. The Entity Identification Number of the Corporation is 0100275246.
3. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST of the Second Amended and Restated Certificate of Incorporation in its present form and substituting therefor a new Article FIRST in the following form:

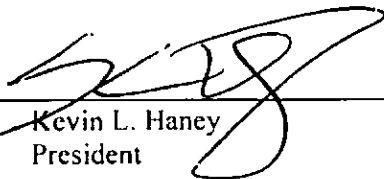
“FIRST. The name of the Corporation is Colliers Engineering & Design, Inc.”

4. The foregoing amendment was approved by the board of directors of the Corporation and thereafter duly adopted by the holder(s) of Three Hundred Twenty-Two Thousand Twenty Five (322,025) issued and outstanding shares of common stock of the Corporation on November 16, 2020 in accordance with the provisions of the New Jersey Business Corporation Act. The total number of shares outstanding at the time of adoption of the foregoing amendment and entitled to vote thereon was Four Hundred Ninety-Five Thousand Four Hundred Twenty-Two (495,422) shares. The total number of shares that voted in favor of

the foregoing amendment was Three Hundred Twenty-Two Thousand Twenty Five (322,025) shares. The total number of shares that voted against the foregoing amendment was zero (0) shares.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be executed on its behalf by its duly authorized officer as of this 12<sup>th</sup> day of November, 2020.

**MASER CONSULTING INC.**

By   
Name: Kevin L. Haney  
Title: President

*New Jersey Division of Revenue & Enterprise Services*  
*Certificate of Amendment for Domestic Corporations*  
*NJSA 14A:9-2*  
*New Jersey Profit Corporation Act*

State of New Jersey  
Department of the Treasury  
Division of Revenue & Enterprise Services  
Business Amendments  
Filed

Validation Number: 4119089523  
11/16/20 18:09:31

Verify this certificate online at  
[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

This Domestic Corporation filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 14A:9-2.

1. Name of Domestic Corporation: MASER CONSULTING INC.
2. Business ID Number: 0100275246
3. Date of the Filing of the Original Certificate: 10/15/1985
4. Amendments:

Article 1, Business Name is amended as follows:

Previous Name: MASER CONSULTING INC.

Amended Name: COLLIERS ENGINEERING & DESIGN, INC.

6. Adoption Proceedings:

Shares Outstanding at Time of Adoption: 1500000

Voting For: 322025

Voting Against: 0

Date of Adoption: 11/16/2020

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 14A:9-2 and that they are authorized to sign this form on behalf of the NJ Domestic Corporation on November 16, 2020.

**Signature**

KEVIN HANEY, PRESIDENT