

F 39901

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

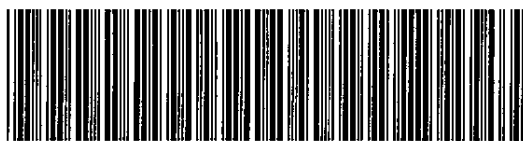
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2006 DEC 26 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

diss.

C. Coulliette JAN 0 3 2006



Infrastructure, environment, facilities

ARCADIS G&M, Inc.
630 Plaza Drive
Suite 200
Highlands Ranch
Colorado 80129
Tel 720 344 3500
Fax 720 344 3535
www.arcadis-us.com

BY FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

LEGAL

Subject:
Dissolution of Lawson, Noble & Webb, Inc.
FEI# 592090616

Date:
December 22, 2006

Dear Sir:

Contact:
JoAnn Rasmussen

Enclosed are the required documents to dissolve Lawson, Noble & Webb, Inc., a domestic Florida Corporation. Specifically, I am sending you the Articles of Dissolution together with the required Cover Letter and a check in the amount of \$35.00 in payment of the filing fee.

Phone:
720-344-3817

Email:
jrasmussen@arcadis-us.com

Sincerely,

ARCADIS G&M, Inc.

A handwritten signature in black ink that reads 'JoAnn Rasmussen'.

JoAnn Rasmussen
Administrative Assistant

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lawson, Noble & Webb, Inc.

DOCUMENT NUMBER: F39901

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jo Ann Rasmussen

(Name of Contact Person)

ARCADIS G&M, Inc.

(Firm/Company)

630 Plaza Drive

(Address)

Highlands Ranch, CO 80129

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Fletcher

(Name of Contact Person)

at (770) 431-8666

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Lawson, Noble & Webb, Inc.

SECOND: The document number of the corporation (if known): F39901

THIRD: The date dissolution was authorized: December 15, 2006

Effective date of dissolution if applicable: N/A
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)


Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Steven B. Blake

(Typed or printed name of person signing)

CEO

(Title of person signing)

FILED
2006 DEC 26 PM 2: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$35

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
LAWSON, NOBLE & WEBB, INC.**

DATED AS OF December 15, 2006

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, being all of the directors of LAWSON, NOBLE & WEBB, INC., a corporation organized and existing under the laws of the state of Florida (the "Corporation"), waive any and all notice requirements for a formal meeting of the directors of the Corporation and approve and adopt the following resolutions by written consent without a meeting to be effective as of the date referenced above. This consent may be executed in counterparts.

WHEREAS, the directors have determined that it is advisable and in the best interests of the Corporation for the Corporation to be completely liquidated and dissolved (the "Liquidation") pursuant to the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit A (the "Plan"); and

WHEREAS, it is intended that, for United States federal income tax purposes, the Liquidation will be treated as a complete liquidation of the Corporation under Section 331 of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, BE IT RESOLVED, that the directors hereby authorize, approve, adopt, ratify and declare the advisability of the Liquidation in accordance with the terms and conditions of the Plan.

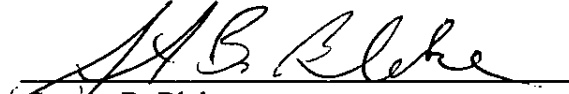
FURTHER RESOLVED, that as of the date hereof, the Corporation hereby closes its books against any transfer of the Corporation's capital stock.

FURTHER RESOLVED, that the directors hereby submit the foregoing resolutions to the Corporation's shareholder for action at a meeting or by written consent and the directors hereby recommend to the Corporation's shareholder that the Corporation be liquidated and dissolved in accordance with the Plan.

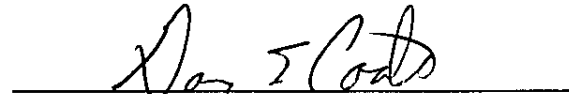
FURTHER RESOLVED, that upon shareholder approval of the foregoing resolutions and proposals, the proper officers of the Corporation, including the President, any Vice President, the Treasurer, the Secretary or any Assistant Secretary, or any of them acting alone, are empowered, authorized, and directed to execute and carry out the provisions of the Plan, and to take such further action and execute, file or record such documents, including any conveyance documents or other documents prescribed by the law of the State of Florida, that they may deem necessary or desirable to completely liquidate and dissolve the Corporation and to carry out the purpose and intent of the foregoing resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned directors of LAWSON, NOBLE & WEBB, INC., have executed this consent as of the date first written above.



Steven B. Blake



Gary E. Coates

Exhibit A
Plan of Complete Liquidation and Dissolution

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF LAWSON, NOBLE & WEBB, INC.,
A FLORIDA CORPORATION**

December 15, 2006

1. **Liquidation and Dissolution.** LAWSON, NOBLE & WEBB, INC., a Florida corporation (the "Corporation"), shall be completely liquidated and dissolved in accordance with this Plan of Complete Liquidation and Dissolution (the "Plan") and the Florida Business Corporation Act (the "Act"). Upon adoption of this Plan by the shareholders of the Corporation in accordance with the Act, the Corporation shall cease doing business as a going concern and shall continue its activities merely for the purpose of winding up its affairs. It is intended that, for United States federal income tax purposes, the liquidation and dissolution will be treated as a complete liquidation of the Corporation under Section 331 of the Internal Revenue Code of 1986, as amended.

2. **Liabilities.** As of the date of this Plan: (a) there are no claims or obligations, including any contingent, conditional or unmatured contractual claims, known to the Corporation; (b) the Corporation is not a party to, or the subject of, any pending action, suit or proceeding; and (c) based on the facts known to the Corporation, there are no claims against the Corporation that are likely to arise or to become known to the Corporation after the date of this Plan or after the date of dissolution of the Corporation. Accordingly, the Corporation will not make provision for the payment of any such claims or obligations, and the assets of the Corporation will be distributed to the shareholders of the Corporation in accordance with Section 3 of this Plan.

3. **Distribution of Assets.** The Corporation has no assets and accordingly there will be no liquidating distributions to the shareholders of the Corporation.

4. **Filings.** The Corporation shall execute and file Articles of Dissolution with Florida Department of State, Division of Corporations promptly upon adoption of this Plan by the shareholder of the Corporation in accordance with the Act and shall also complete and file, or cause to be completed and filed, all other forms and documents required by the State of Florida and the federal government, including tax returns, as soon as possible after the filing of such Articles of Dissolution; provided, that within 30 days after the filing of the Articles of Dissolution, the Corporation shall file Form 966 with the appropriate Internal Revenue Service Center, together with a copy of this Plan.

5. **Transfer of Corporation Shares.** After the date of this Plan, the Corporation shall close its books against any transfer of shares of the Corporation's common stock. Upon filing of the Articles of Dissolution with Florida Department of State, Division of Corporations, all outstanding shares of capital stock held by each shareholder shall be considered to be cancelled.

6. **Effective Date.** The dissolution of the Corporation shall be effective on December 15, 2006 at 12:01 a.m. Eastern Time.

7. **Further Actions.** The appropriate officers of the Corporation are empowered, authorized, and directed to carry out the provisions of this Plan, and to take such further action and executed such documents that they may deem necessary or desirable to completely liquidate and dissolve the Corporation.

8. **Service of Process.** The address to which service of process against the Corporation or any claims of creditors may be delivered shall be as follows:

LAWSON, NOBLE & WEBB, INC.,
c/o Steven Niparko
630 Plaza Drive, Suite 200
Highlands Ranch, CO 80129

**ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
LAWSON, NOBLE & WEBB, INC.,
A FLORIDA CORPORATION**

DATED AS OF December 15, 2006

Pursuant to the provisions of Florida Business Corporation Act, the undersigned, being, as of the date of this consent, the sole shareholder of LAWSON, NOBLE & WEBB, INC., a corporation organized and existing under the laws of the state of Florida (the "Corporation"), hereby waives any notice requirements for a meeting duly called and held for the purpose of acting upon the following resolutions and hereby approves and adopts such resolutions. The undersigned shareholder owns all of the issued and outstanding shares of the capital stock of the Corporation.

WHEREAS, the Board of Directors of the Corporation has submitted a proposal of the Corporation for the complete liquidation and dissolution of the Corporation (the "Liquidation") pursuant to the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit A (the "Plan"); and

WHEREAS, it is intended that, for United States federal income tax purposes, the Liquidation will be treated as a complete liquidation of the Corporation under Section 331 of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, BE IT RESOLVED, that the sole shareholder hereby authorizes, approves and declares the advisability of the Liquidation according to the provisions of the Plan.

FURTHER RESOLVED, that each of the actions and transactions to be consummated by the Corporation pursuant to the Plan, including, without limitation, the Liquidation, be, and they hereby are, authorized, approved and adopted in all respects, on the terms and subject to the conditions of the Plan.

IN WITNESS WHEREOF, the undersigned sole shareholder of LAWSON, NOBLE & WEBB, INC. has executed this consent as of the date first written above.

ARCADIS G&M, Inc

By: _____

Name:

Steven B. Blake

Title:

Chief Executive Officer

EXHIBIT A

Plan of Complete Liquidation and Dissolution

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF LAWSON, NOBLE & WEBB, INC.,
A FLORIDA CORPORATION**

December 15, 2006

1. **Liquidation and Dissolution.** LAWSON, NOBLE & WEBB, INC., a Florida corporation (the "Corporation"), shall be completely liquidated and dissolved in accordance with this Plan of Complete Liquidation and Dissolution (the "Plan") and the Florida Business Corporation Act (the "Act"). Upon adoption of this Plan by the shareholders of the Corporation in accordance with the Act, the Corporation shall cease doing business as a going concern and shall continue its activities merely for the purpose of winding up its affairs. It is intended that, for United States federal income tax purposes, the liquidation and dissolution will be treated as a complete liquidation of the Corporation under Section 331 of the Internal Revenue Code of 1986, as amended.

2. **Liabilities.** As of the date of this Plan: (a) there are no claims or obligations, including any contingent, conditional or unmatured contractual claims, known to the Corporation; (b) the Corporation is not a party to, or the subject of, any pending action, suit or proceeding; and (c) based on the facts known to the Corporation, there are no claims against the Corporation that are likely to arise or to become known to the Corporation after the date of this Plan or after the date of dissolution of the Corporation. Accordingly, the Corporation will not make provision for the payment of any such claims or obligations, and the assets of the Corporation will be distributed to the shareholders of the Corporation in accordance with Section 3 of this Plan.

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