

F99000002933

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

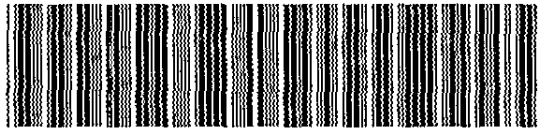
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700037360177

FILED

04 JUN 30 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meiger

G. O'Connell JUN 30 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 784801 7157369
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : June 30, 2004

ORDER TIME : 1:51 PM

ORDER NO. : 784801-010

CUSTOMER NO: 7157369

CUSTOMER: Ms. Sandra Hollingsworth
Quanta Services, Inc.
Suite 2100
1360 Post Oak Blvd
Houston, TX 77056

ARTICLES OF MERGER

P.D.G. ELECTRIC COMPANY

INTO

DILLARD SMITH CONSTRUCTION
COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
P.D.G. ELECTRIC COMPANY
AND
DILLARD SMITH CONSTRUCTION COMPANY

FILED
04 JUN 30 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging P.D.G. Electric Company ("P.D.G.") with and into Dillard Smith Construction Company ("Dillard Smith")

2. The shareholders of Dillard Smith entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on June 29, 2004, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of P.D.G. with and into Dillard Smith is permitted by the laws of the jurisdiction of organization of Dillard Smith and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the shareholders of Dillard Smith was June 29, 2004.

4. The effective time and date of the merger herein provided for in the State of Florida shall be June 30, 2004.

Executed on June 29, 2004.

P.D.G. ELECTRIC COMPANY

By: _____

Name: Dana A. Gordon

Title: Vice President

DILLARD SMITH CONSTRUCTION COMPANY

By: _____

Name: Dana A. Gordon

Title: Vice President

PLAN AND AGREEMENT OF MERGER
OF
P.D.G. ELECTRIC COMPANY
(a Florida corporation)
AND
DILLARD SMITH CONSTRUCTION COMPANY
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on June 29, 2004, by P.D.G. Electric Company ("P.D.G."), a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into on June 29, 2004, by Dillard Smith Construction Company ("Dillard Smith"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS P.D.G. is a business corporation of the State of Florida with its principal office located at 2723 17th Street East, City of Palmetto, FL 34221; and

WHEREAS the total number of shares of stock which P.D.G. has authority to issue is 10,000, all of which are of one class and without par value; and

WHEREAS Dillard Smith is a business corporation of the State of Delaware with its principal office located at 4001 Industry Drive, City of Chattanooga, TN 37416; and

WHEREAS the total number of shares of stock which Dillard Smith has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS P.D.G. and Dillard Smith and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge P.D.G. with and into Dillard Smith pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by P.D.G. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Dillard Smith

and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. P.D.G. and Dillard Smith shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Dillard Smith, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of P.D.G., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

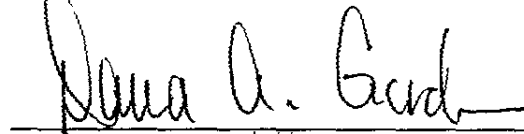
8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be June 30, 2004.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 29, 2004

P.D.G. ELECTRIC COMPANY

By:



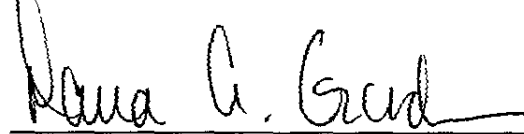
Name: Dana A. Gordon

Title: Vice President

Dated: June 29, 2004

DILLARD SMITH CONSTRUCTION COMPANY

By:



Name: Dana A. Gordon

Title: Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

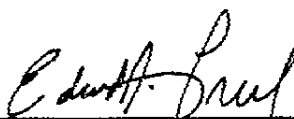
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DILLARD SMITH CONSTRUCTION COMPANY", A TENNESSEE CORPORATION,

WITH AND INTO "QUANTA III ACQUISITION, INC." UNDER THE NAME OF "DILLARD SMITH CONSTRUCTION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF FEBRUARY, A.D. 1999, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2958382 8100M

AUTHENTICATION:

9574688

991056846

DATE:

02-12-99

**CERTIFICATE OF MERGER
OF
DILLARD SMITH CONSTRUCTION COMPANY
(a Tennessee corporation)
with and into
QUANTA III ACQUISITION, INC.
(a Delaware corporation)**

Pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"), Quanta III Acquisition, Inc., a Delaware corporation, does hereby certify the following for the purpose of merging the corporations listed:

1. The names and states of incorporation of the constituent corporations are as follows:

<u>Name of Corporation</u>	<u>State</u>
Dillard Smith Construction Company ("Old Dillard")	Tennessee
Quanta III Acquisition, Inc.	Delaware

2. The laws of the States of Delaware and Tennessee permit such merger.

3. An Acquisition Agreement and Plan of Reorganization, dated as of February 12, 1999 (the "Reorganization Agreement"), has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

4. The executed Reorganization Agreement is on file at the principal place of business of the surviving corporation at 1360 Post Oak Boulevard, Suite 2100, Houston, Texas 77056. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

5. The name of the surviving corporation is Quanta III Acquisition, Inc., which surviving corporation shall be governed by the laws of the State of Delaware.

6. The Certificate of Incorporation of Quanta III Acquisition, Inc. shall be the Certificate of Incorporation of the surviving corporation, except that the Certificate of Incorporation of Quanta III Acquisition, Inc. shall be amended as follows:

"FIRST. The name of the Corporation is Dillard Smith Construction Company."

7. The authorized capital stock of Quanta III Acquisition, Inc. consists of 1,000 shares of Common Stock, \$0.01 par value per share. The authorized capital stock of Old Dillard consists of 75 shares of Class A Common Stock, \$50.00 par value per share, and 3,827.199 shares of Class B Common Stock, \$50.00 par value per share.

8. The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

9. This Certificate of Merger may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this instrument to be executed by and on its behalf and in its corporate name as of February 12, 1999.

QUANTA III ACQUISITION, INC.,
a Delaware corporation

By: 
Name: Brad Eastman
Title: president

DILLARD SMITH
CONSTRUCTION COMPANY,
a Tennessee corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned corporations has caused this instrument to be executed by and on its behalf and in its corporate name as of February 12, 1999.

QUANTA III ACQUISITION, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

DILLARD SMITH
CONSTRUCTION COMPANY,
a Tennessee corporation

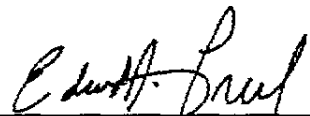
By: Sam Bowen
Name: Sam Bowen
Title: President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "QUANTA III ACQUISITION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1998, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2958382 8100

AUTHENTICATION: 9374078

981408254

DATE: 10-27-98

OCT-22-98 THU 03:10 PM NCR PH# 734-1450

FAX NO. 3027341476 STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 10/22/1998
981408254 - 2958382

CERTIFICATE OF INCORPORATION

OF

QUANTA III ACQUISITION, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is

Quanta III Acquisition, Inc.

SECOND: The address, including street, number, city and county, of the registered office of the corporation in the State of Delaware is 9 East Lookerman Street, City of Dover, 19901, County of Kent, and the name of the registered agent of the corporation in the State of Delaware at such address is Capitol Services, Inc.

THIRD: The purpose of the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000). The par value of each such shares is \$0.01. All such shares are of one class and are shares of Common Stock.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The name and the mailing address of the incorporator are as follows:

Rebecca S. Buchanan
c/o Quanta Services Management Partnership, L.P.
1360 Post Oak Blvd., Suite 2100
Houston, Texas 77056-3203

SEVENTH: The name and address of the person who is to serve as the initial director of the corporation until the first annual meeting of stockholders or until his or her successor is elected and qualified is:

Brad Eastman
c/o Quanta Services Management Partnership, L.P.
1360 Post Oak Blvd., Suite 2100
Houston, Texas 77056-3203

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other By-laws of the corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend or repeal the By-laws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial By-law or in a By-law adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of § 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall,

if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

ELEVENTH: The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all officers, directors or other persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TWELFTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the matter and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TWELFTH.

THIRTEENTH: This certificate of incorporation shall be effective upon its filing with the Secretary of State of the State of Delaware.

Signed on October 22, 1998.


Rebecca S. Buchanan, Incorporator