

J11142

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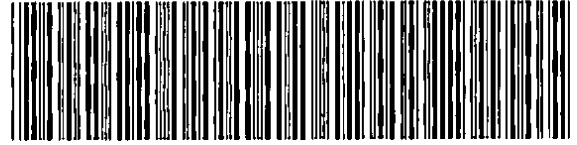
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DATE: 5/31/19

NAME: ENVIRONMENTAL SERVICES INC.

TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

ARTICLES OF MERGER
between
ENVIRONMENTAL SERVICES, INC.
(a Florida corporation)
and
ESIA CORP.
(a Florida corporation)

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CLERK OF COURT

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

1. Surviving Corporation. The name, jurisdiction and Florida document number of the surviving corporation of the merger is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Environmental Services, Inc.	Florida corporation	J11142

2. Merging Corporations. The name, jurisdiction and Florida document number of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Environmental Services, Inc.	Florida corporation	J11142
ESIA Corp.	Florida corporation	P19000011423

3. Plan of Merger. The Plan of Merger is attached.

4. Effective Time. The merger shall become effective immediately upon filing with the Florida Department of State, Division of Corporations.

5. Adoption of the Merger. The Plan of Merger was adopted by each of the merging corporations as follows:

A. The Plan of Merger was adopted by the shareholders of Environmental Services, Inc. on May 31, 2019.

B. The Plan of Merger was adopted by the sole shareholder of ESIA Corp. on May 31, 2019.


[Signatures appear on following page]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned this 31st day of May, 2019.

ENVIRONMENTAL SERVICES, INC.,
a Florida corporation


ESIA CORP.,
a Florida corporation

By: _____
Name:
Title:

By:  _____
Name: M. Gayle Packer
Title: President

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned this 31st day of May, 2019.

ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

By: 
Name: Rhodes Robinson
Title: Chief Executive Officer

ESIA CORP.,
a Florida corporation

By: _____
Name: M. Gayle Packer
Title: President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and is in conformity with that certain Merger Agreement dated May 31, 2019 ("Agreement"), among Terracon Consultants, Inc., a Delaware corporation ("Terracon"), ESIA Corp., a Florida corporation ("Merger Sub"), T T Companies, Inc., a Delaware corporation ("TTC"), Environmental Services, Inc., a Florida corporation (the "Company"), and the stockholders of the Company:

A. The name and jurisdiction of the surviving corporation of the merger ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Environmental Services, Inc.	Florida corporation

B. The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Environmental Services, Inc.	Florida corporation
ESIA Corp.	Florida corporation

C. The terms and conditions of the merger are as follows:

(i) At the effective date and time of the merger ("Effective Time"), ESIA Corp., a Florida corporation, shall be merged with and into Environmental Services, Inc., a Florida corporation. Environmental Services, Inc. shall be the Surviving Corporation.

(ii) The Articles of Incorporation of Environmental Services, Inc. Environmental Services, Inc., a Florida corporation, as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

(iii) The Bylaws of ESIA Corp., a Florida corporation, as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, except that all references therein to the name of ESIA Corp. shall be changed to refer instead to "Environmental Services, Inc."

D. The effect of the merger on the shares of each merging corporation shall be as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of the parties thereto or their respective stockholders, (i) each share of common stock of Merger Sub outstanding immediately prior to the Effective Time shall be exchanged for one share of common stock of the Surviving Corporation and (ii)

subject to adjustment as provided herein, each share of common stock of the Company (a "Company Share") outstanding immediately prior to the Effective Time shall be canceled and extinguished and (except for any Company Shares held by the Company in treasury) shall be converted into the right to receive a combination of cash and Terracon Securities (as defined in the Agreement) having an aggregate value specified in the Agreement divided by the number of Company Shares issued and outstanding immediately prior to the Effective Time, with the consideration to which each stockholder of the Company is entitled to receive in exchange for his or her Company Shares being more particularly specified in the Agreement; provided, however, the aggregate consideration provided for in this paragraph (prior to division by the number of Company Shares issued and outstanding immediately prior to the Effective Time as aforesaid) assumes (A) that all Transaction Expenses have been paid by the Company prior to Closing, and such consideration will be subject to reduction on a dollar for dollar basis to the extent that any Transaction Expenses have not been so paid, and (B) that the Company has a Book Value on the Closing Date specified in the Agreement, and such consideration will be subject to reduction on a dollar for dollar basis to the extent that Book Value on the Closing Date is less than that amount and will be subject to increase on a dollar for dollar basis to the extent that Book Value on the Closing Date is more than that amount, all as more particularly described in the Agreement.

* * *