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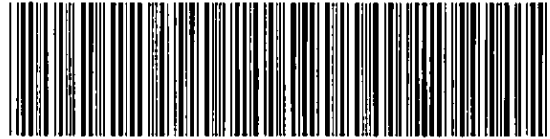
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**DATE: 05/09/22**

**NAME: GSC MERGER SUB II INC.**

**TYPE OF FILING: ARTICLES**

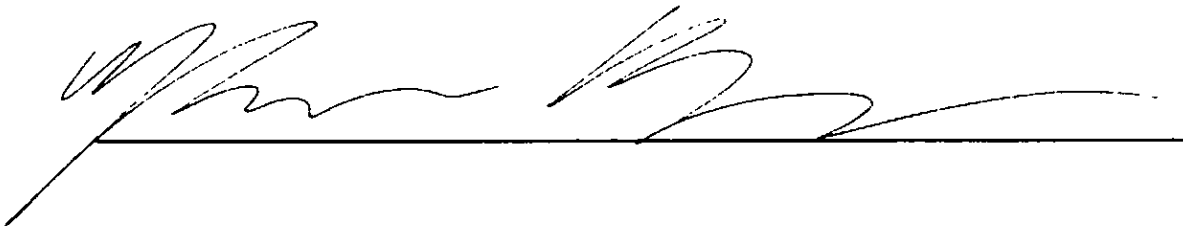
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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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**99**

**ARTICLES OF INCORPORATION  
OF  
GSC MERGER SUB II, INC.**

**ARTICLE I  
NAME**

The name of the corporation is GSC Merger Sub II, Inc. (the "Corporation").

**ARTICLE II  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida (the "FBCA"). In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 900 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

**ARTICLE IV  
REGISTERED AGENT**

The address of the Corporation's registered office in the State of Florida is 900 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487. The name of its registered agent at such address is Geosyntec Consultants, Inc.

**ARTICLE V  
CAPITALIZATION**

Section 5.1 Authorized Capital Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 10,000,000 shares of common stock, par value of \$0.0001 per share ("Common Stock").

Section 5.2 Common Stock. Except as otherwise required by law or this Articles of Incorporation, the holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the stockholders on which the stockholders generally are entitled to vote.

**ARTICLE VI  
INCORPORATOR**

The name of the incorporator is Jordan Rattray and her mailing address is c/o Geosyntec Consultants, Inc., 3011 E. Grand Boulevard, Suite 301, Detroit, Michigan 48105.

## **ARTICLE VII BYLAWS**

In furtherance of, and not in limitation of, the powers conferred by the FBCA, the board of directors of the Corporation (the "**Board**") shall have the power and is expressly authorized to adopt, amend or repeal the bylaws of the Corporation (the "**Bylaws**").

## **ARTICLE VIII BOARD OF DIRECTORS**

Section 8.1 **Board Powers.** The business and affairs of the Corporation shall be managed by, or under the direction of, the Board.

Section 8.2 **Number, Election, Term.** The number of directors of the Corporation shall be as specified in, or determined in the manner provided in, the Bylaws. Unless and except to the extent that the Bylaws so provide, the election of directors need not be by written ballot.

## **ARTICLE IX LIMITED LIABILITY; INDEMNIFICATION**

Section 9.1 **Limitation of Director Liability.** To the fullest extent permitted by the FBCA, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Section 9.2 **Indemnification.** The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Section 9.3 **Amendments to this Article IX.** Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's articles of incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

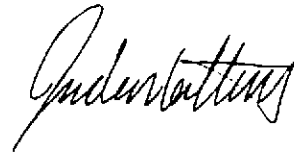
## **ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Articles of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by this Articles of Incorporation and the FBCA; and all rights, preferences and privileges of any nature conferred upon directors, stockholders, or any other persons by and pursuant to this Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article X.

*[Signature Page Follows]*

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, do make this Articles of Incorporation, hereby declaring that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set by hand this 5th day of May, 2021.

**GSC MERGER SUB II, INC.**

A handwritten signature in black ink, appearing to read "Jordan Rattray", is written over a horizontal line.

By: Jordan Rattray, Incorporator

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for GSC Merger Sub II, Inc. at the place designated in this Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

**Geosyntec Consultants, Inc.**



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By: Jordan Rattray, General Counsel

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