

P94000013886

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

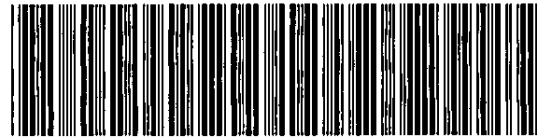
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300247536313

EFFECTIVE DATE
6-1-13

RECEIVED

13 MAY 31 AM 11:35

FILED

13 MAY 31 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

6/6/13

DC

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 05/31/13

**NAME: DUNKELBERGER ACQUISITION CORP
DUNKELBERGER ENGINEERING & TESTING, INC.**

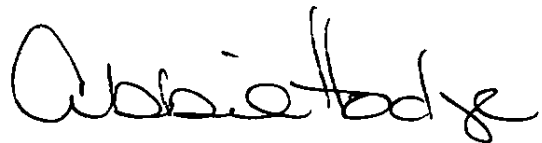
TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE





FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 3, 2013

FLORIDA FILING & SEARCH SERVICES, INC.
WALK-IN

SUBJECT: DUNKELBERGER ENGINEERING & TESTING, INC.
Ref. Number: P94000013886

We have received your document for DUNKELBERGER ENGINEERING & TESTING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 713A00013753

RECEIVED
DEPARTMENT OF STATE
13 JUN - 4 AM 10:23

FILED
13 MAY 31 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
between
DUNKELBERGER ACQUISITION CORP.
and
DUNKELBERGER ENGINEERING & TESTING, INC.

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 and jurisdiction of the surviving corporation of the merger is:

<u>Name</u>	<u>Jurisdiction</u>	<u>EFFECTIVE DATE</u>
Dunkelberger Engineering & Testing, Inc.	Florida corporation	6-1-13

2. Merging Corporations. The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Dunkelberger Acquisition Corp.	Florida corporation
Dunkelberger Engineering & Testing, Inc.	Florida corporation

3. Effective Time. The effective date and time of the merger is June 1, 2013, at 8:00 a.m., CST.

4. Effect on Articles and Bylaws.

A. The Articles of Incorporation of Dunkelberger Acquisition Corp. as in effect immediately prior to the effective date and time of the merger shall be the Articles of Incorporation of the surviving corporation of the merger, except that Article I thereof shall be amended, as of the effective time of the merger, to read in its entirety as follows: "The name of the corporation shall be Dunkelberger Engineering & Testing, Inc."

B. The Bylaws of Dunkelberger Acquisition Corp. as in effect immediately prior to the effective date and time of the merger shall be the Bylaws of the surviving corporation of the merger, except that all references therein to the name of such corporation shall be amended, as of the effective time of the merger, to refer to its new name of " Dunkelberger Engineering & Testing, Inc."

5. Plan of Merger. The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes:

A. The name and jurisdiction of the surviving corporation of the merger is:

<u>Name</u>	<u>Jurisdiction</u>
Dunkelberger Engineering & Testing, Inc.	Florida corporation

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

<u>Name</u>	<u>Jurisdiction</u>
Dunkelberger Acquisition Corp.	Florida corporation
Dunkelberger Engineering & Testing, Inc	Florida corporation

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

(i) At the effective date and time of the merger, Dunkelberger Acquisition Corp. shall be merged with and into Dunkelberger Engineering & Testing, Inc., with Dunkelberger Engineering & Testing, Inc. being the surviving corporation of the merger.

(ii) The Articles of Incorporation of Dunkelberger Acquisition Corp. as in effect immediately prior to the effective date and time of the merger shall be the Articles of Incorporation of the surviving corporation of the merger, except that Article I thereof shall be amended, as of the effective time of the merger, to read in its entirety as follows: "The name of the corporation shall be Dunkelberger Engineering & Testing, Inc."

(iii) The Bylaws of Dunkelberger Acquisition Corp. as in effect immediately prior to the effective date and time of the merger shall be the Bylaws of the surviving corporation of the merger, except that all references therein to the name of such corporation shall be amended, as of the effective time of the merger, to refer to its new name of "Dunkelberger Engineering & Testing, Inc."

D. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(i) At the effective date of merger, each share of common stock of Dunkelberger Acquisition Corp. issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(ii) At the effective date of the merger, each share of common stock of Dunkelberger Engineering & Testing, Inc. shall be canceled and extinguished and (except for any shares held in treasury) shall be converted into right to receive cash, shares of stock in TT Companies, Inc. ("TTC") (an affiliate of Dunkelberger Acquisition Corp.) and a Promissory Note from Terracon Consultants, Inc. ("Terracon") (also an affiliate of Dunkelberger Acquisition Corp.). The merger consideration will be paid 60% in cash, 20% by Terracon promissory notes and 20% in shares TTC, subject to adjustments, all as more fully set forth in the Merger Agreement.

6. Approval of the Merger.

A. On May 23, 2013, the board of directors of each of the merging corporations, by resolution adopted at a duly called meeting of such boards (or by unanimous written consent of such boards), authorized and approved the Merger Agreement, setting forth the plan of merger.

B. On May 23, 2013, the stockholders of each of the merging corporations, by resolution adopted at a duly called meeting of such stockholders (or by unanimous written consent of such stockholders), authorized and approved the Merger Agreement, setting forth the plan of merger, and the following votes were recorded:

Corporation	Shares Outstanding	Votes FOR	Votes AGAINST	Votes ABSTAINED
Dunkelberger Acquisition Corp.	1,000	1,000	0	0
Dunkelberger Engineering & Testing, Inc.	500	500	0	0

7. Merger Agreement.

A. A Merger Agreement, setting forth the plan of merger, has been authorized and approved by each of the merging corporations on May 23, 2013 in accordance with the Florida Statutes. The Merger Agreement has not been amended.

B. The executed Merger Agreement, setting forth the plan of merger, is on file at 18001 W. 106th Street, Suite 300, Olathe, Kansas 66061, the principal place of business of the surviving entity of the merger.

C. A copy of the Merger Agreement, setting forth the plan of merger, will be furnished by the surviving corporation of the merger, on request and without cost, to any partner, shareholder, member or their equivalent of any entity that is a party to the merger.

[Signatures appear on the next page]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned this 31st day of May, 2013.

DUNKELBERGER ACQUISITION CORP.

DUNKELBERGER ENGINEERING &
TESTING, INC.

By: 

Name: David R. Gaboury
Title: President

By: 

Name: Douglas S. Dunkelberger
Title: President

EXHIBIT A
RESTATED
ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME DUNKELBERGER ENGINEERING & TESTING, INC.

The name of the corporation shall be: _____

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

18001 W. 106th Street, Suite 300

Olathe, Kansas 66061

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To engage in any lawful act, activity or business
for which corporations may be organized under the Laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is: Thirty Thousand (30,000) Shares of Common Stock, \$.10 par value.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: David R Gaboury, Director

Name and Title: E. Lynn Price, Secretary

Address: 18001 W. 106th Street, Ste. 300
Olathe, Kansas 66061

Address: 18001 W. 106th Street, Ste. 300
Olathe, Kansas 66061

Name and Title: Jamal Najm, Director

Name and Title: Douglas S. Dunkelberger,
President & Director

Address: 18001 W. 106th Street, Ste. 300
Olathe, Kansas 66061

Address: 18001 W. 106th Street, Ste. 300
Olathe, Kansas 66061

Name and Title: _____

Name and Title: Donald J. Vrana, Treasurer

Address: _____

Address: 18001 W. 106th Street, Ste. 300
Olathe, Kansas 66061

(cont.)

Name and Title: _____ Name and Title: _____
Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is: _____

Name: Corporation Service Company
Address: 1201 Hays Street
Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Andrea Eustice, Asst. V.P.
Required Signature/Registered Agent

6/3/2013
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature/Incorporator

Date