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TALLAHASSEE, FLORIDA

merger/cc  
1a 12/04/02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CARLAN CONSTRUCTION SERVICES, INC., a Florida Corporation Document  
#P97000004269

KILLAM ASSOCIATES, INC., an Ohio corporation not qualified in Florida.

INTO

**HATCH MOTT MACDONALD I&E, INC.**, a New Jersey entity not qualified in  
Florida

File date: December 3, 2002

Corporate Specialist: Irene Albritton

**NORRIS MCLAUGHLIN & MARCUS, PA**  
**ATTORNEYS AT LAW**

RICHARD A. NORRIS  
G. ROBERT MARCUS  
WILLIAM A. DRIER  
PETER D. HUTCHEON  
JOEL N. JACOBSON  
J. ANTHONY MANGER  
WALTER G. REINHARD  
VICTOR S. ELGORT  
KENNETH D. MESKIN  
KEVIN T. O'BRIEN  
M. KAREN THOMPSON\*  
IRA S. NOVAK  
EDWARD G. SPONZILLI\*  
LORIMER R. BROOKS†  
WILLIAM R. ROBINSON  
CARL G. WEISENFELD  
THEODORE MARGOLIS  
JAMES J. SHRAGER  
JOSEPH J. FLEISCHMAN  
ANTHONY J. GIURICEO  
JOHN J. EAGAN

JAMES H. LASKEY  
KURT G. BRISCOE?  
WILLIAM C. GERSTENZANG†  
BRUCE S. LONDA†  
EDWARD A. HOGAN  
STUART J. FREEDMAN  
DAVID R. STRICKLER  
ROBERT C. GABRIELSKI  
PATRICK T. COLLINS  
GARY N. MARKS  
MICHAEL E. CHAZKEL\*  
LAWRENCE N. LAVIGNE  
DOUGLAS R. BROWN  
MARTHA N. DONOVAN  
CHARLES W. MILLER, III  
ROBERT MAHONEY  
NICHOLAS F. PELLITTA  
JOHN N. VANARTHOS  
MICHAEL K. LIGORANO  
MICHAEL W. SOZANSKY, JR.  
DANIEL R. GUADALUPE

MARION K. LITTMAN  
STEVEN A. KARG  
DAVID C. ROBERTS  
ALISON L. GALER  
ANDREW N. PARFOMACK  
ROBERT A. HYDE  
DAVY E. ZONERAICH  
MARGARET R. FLOOD  
MARK A. MONTANA

LINDA R. BROWER  
ELGA A. GOODMAN  
JERALYN L. LAWRENCE  
SCOTT M. BAACH  
ANNMARIE SIMEONE  
HAEKYOUNG SUH  
FERNANDO M. PINGUELO  
LINDA A. TANGS  
ALYSSA A. VERDERAMI  
ANGELA M. SCAFURI

PADRAIG P. FLANAGAN  
JEREMY I. SILBERMAN  
DAVID S. BLATTEIS  
MICHAEL S. MIRONE  
MICHELE H. REDLER  
THEODORE A. GOTTLIEB†  
JOHN A. JAKUB  
MARGOT M. DEKORTE  
PATRICK T. MOTTOLA  
SUZANA LONCAR  
RACHEL A. WINGERTER

OF COUNSEL:  
MICHELE S. MARCUS  
CHRISTA HILDEBRAND  
JAMES A. RYBKA

\*CERTIFIED BY THE SUPREME  
COURT OF NEW JERSEY AS A  
CIVIL TRIAL ATTORNEY  
1 NY BAR ONLY  
2 MD BAR ONLY

MAILING ADDRESS:  
P.O. BOX 1018  
SOMERVILLE, NJ 08876-1018  
(908) 722-0700  
(908) 722-0755 FACSIMILE

HAND DELIVERY:  
721 ROUTE 202-206  
BRIDGEWATER, NJ 08807

220 EAST 42ND STREET  
30TH FLOOR  
NEW YORK, NY 10017

WWW.NMMLAW.COM  
INFO@NMMLAW.COM E-MAIL

MEMBER: MERITAS LAW FIRMS WORLDWIDE

December 2, 2002  
FEDERAL EXPRESS

Department of State  
Division of Corporations - Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Merger - Carlan Construction Services, Inc. (P97000004269)

Dear Sir/Madam:

Enclosed for filing is an original + 1 copy of Articles of Merger for the above-referenced FL corporation, along with your form Transmittal Letter and checks totalling \$113.75 to cover the filing fees (\$105 to file, + \$8.75 for a certified copy).

Kindly return your letter of acknowledgement and a certified copy of the filed Articles in the Fed X return envelope provided.

Very truly yours,

  
GAYE L. GREENWALD  
Legal Assistant

FILED  
02 DEC -3 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hatch Mott MacDonald I&E, Inc.	New Jersey	n/a

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Carlan Construction Services, Inc.	Florida	P97000004269
Killam Associates, Inc.	Ohio	n/a

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 10-25-02.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 10-25-02.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

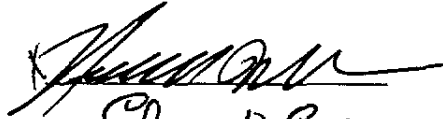
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

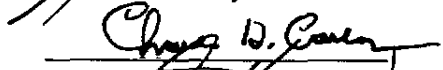
Typed or Printed Name of Individual & Title

Hatch Mott MacDonald I&E,



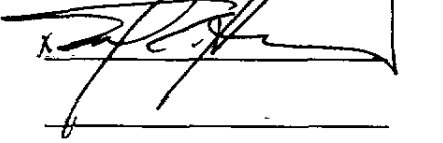
Nicholas M. DeNichilo, President

Carlan Construction Service



Charles H. Carlan, President

Killam Associates, Inc.



Emil C. Herkert, President

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**CARLAN CONSTRUCTION SERVICES, INC.**  
**AND**  
**KILLAM ASSOCIATES, INC.**  
**INTO**  
**HATCH MOTT MACDONALD I&E, INC.**

FILED  
02 DEC -3 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger of Carlan Construction Services, Inc., a Florida corporation, and Killam Associates, Inc., an Ohio corporation (the "Companies") with and into Hatch Mott MacDonald I&E, Inc., a New Jersey corporation (the "Surviving Corporation"), is made this 25<sup>th</sup> day of October, 2002.

**WITNESSETH**

**WHEREAS**, each of the Companies and the Surviving Corporation desire to merge their operations into a single entity to simplify their corporate structure and to establish more efficient control and administration; and

**WHEREAS**, in furtherance of this purpose, the Companies and the Surviving Corporation desire to merge their operations in a tax-free reorganization meeting the requirements of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

**WHEREAS**, the respective Boards of Directors of the Companies and the Surviving Corporation have determined that it is in the best interest of the Companies and the Surviving Corporation that the Companies merge with and into the Surviving Corporation in accordance with the laws of the States of Florida, Ohio and New Jersey.

**NOW, THEREFORE**, the parties set forth the following Agreement and Plan of Merger:

1. Merger/Surviving Corporation. Carlan Construction Services, Inc. and Killam Associates, Inc. shall merge with and into Hatch Mott MacDonald I&E, Inc., which shall be the surviving corporation.

2. Terms and Conditions of Merger. On the effective date of the merger, the following shall apply:

2.1. The separate existence of the Companies shall cease and the Surviving Corporation shall continue in existence as the surviving entity in the merger.

2.2. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of the Companies and the Surviving Corporation.

2.3. All real and personal property, tangible and intangible, of every kind and description belonging to each of the Companies and the Surviving Corporation shall be vested in the Surviving Corporation without further action or deed, and the title to any real estate, or any interest therein, vested in any of the Companies or the Surviving Corporation shall not revert or be in any way impaired by reason of the merger.

2.4. The Surviving Corporation shall be liable for all of the obligations and liabilities of the Companies and any claim existing or action or proceeding pending by or against any of the Companies may be prosecuted to judgment by or against the Surviving Corporation as if the merger had not taken place or the Surviving Corporation may be substituted in place of any of the Companies. Neither the rights of the creditors nor any liens on the property of the Companies shall be impaired by the merger.

2.5. The assets and liabilities of the Companies as of the effective date of the merger shall be taken onto the books of the Surviving Corporation at the amounts at which they are carried on the books of the Companies.

2.6. The Certificate of Incorporation of the Surviving Corporation as in effect on the effective date of the merger shall be and shall continue to be the Certificate of Incorporation of the Surviving Corporation until altered, amended, changed or repealed as provided by law, and the By-Laws of the Surviving Corporation as in effect on the effective date of the merger shall be and shall continue to be the By-Laws of the Surviving Corporation until altered, amended, changed or repealed as provided therein.

2:7. The directors of the Surviving Corporation on the effective date of the merger shall continue to be directors of the Surviving Corporation for the terms for which they were elected and qualified as provided by law, and all persons who shall be executive or administrative officers on the effective date of the merger shall continue to hold the same such offices until their respective successors are chosen and qualified by the Board of Directors of the Surviving Corporation.

3. Cancellation of the Companies' Stock. Upon the effective date of the merger, all the issued and outstanding shares of common stock in each of the Companies shall be canceled and retired. Because the Companies are wholly-owned subsidiaries of the Surviving Corporation, no shares of common stock of the Surviving Corporation shall be issued in return for the stock of any of the Companies.

4. Availability of Agreement. A copy of this Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any of the Companies or the Surviving Corporation. An executed copy of this Agreement will be on file at the principal place of business of the Surviving Corporation.

5. Abandonment Provision. This Agreement and Plan of Merger may be abandoned at any time prior to the filing of the Certificate of Merger with the Secretary of State of the States of Florida, Ohio and New Jersey by mutual consent of the parties. In the event of abandonment of this Agreement and Plan of Merger, this Agreement and Plan of Merger shall become null and void and there shall be no liability or obligation on the part of any party.

6. Further Assurances. If at any time the Surviving Corporation and/or the Companies determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement and Plan of Merger, it is understood and agreed by the parties that the Surviving Corporation shall have the authority to execute such conveyances or documents and take such actions on behalf of any of the Companies as may be required to carry out the purposes and provisions of this Agreement and Plan of Merger.

7. Effective Date. The merger shall be effective upon filing with the Secretaries of State of Florida and Ohio, and the Department of Revenue of New Jersey.



**IN WITNESS WHEREOF**, the undersigned parties have executed this Agreement and Plan of Merger as of the day and year first written above.

**CARLAN CONSTRUCTION SERVICES, INC.**

By: Charles H. Carlan  
Charles H. Carlan, President

**KILLAM ASSOCIATES, INC.**

By: Emil C. Herkert  
Emil C. Herkert, President

**HATCH MOTT MACDONALD I&E, INC.**

By: Nicholas M. DeNichilo  
Nicholas M. DeNichilo, President

Dated: 10/25/02, 2002