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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**ARTICLES OF MERGER
merging**

**DEWBERRY CONSULTANTS LLC, a Virginia limited liability company
with and into
DEWBERRY ENGINEERS INC., a New York corporation**

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F100462-3

The undersigned constituent entities, pursuant to Section 13.1-1072 of the Code of Virginia, hereby execute the following articles of merger and set forth:

1. Dewberry Consultants LLC, a limited liability company of the Commonwealth of Virginia, shall be merged with and into Dewberry Engineers Inc., a corporation of the State of New York, with Dewberry Engineers Inc., being the surviving corporation of the merger.
2. A true and complete copy of the plan of merger is attached hereto as Exhibit A and made a part hereof.
3. The date the plan of merger was approved by Dewberry Consultants LLC on August 23, 2017, and was approved in accordance with the provisions of Section 13.1-1071 of the Virginia Code.
4. The merger is permitted by the State of New York, under whose law that Dewberry Engineers Inc. was incorporated and Dewberry Engineers Inc. has complied with that law in effecting the merger.
5. These articles of merger shall be effective as of December 31, 2017 at 11:59 p.m., Eastern Standard Time.
6. Donald E. Stone, Jr., the President of Dewberry Consultants LLC, is authorized to manage the busienns and affairs of Dewberry Consultants LLC.

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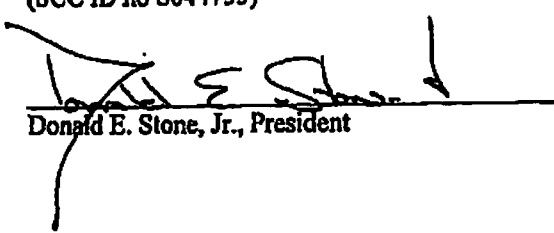
The undersigned declares that the facts herein stated are true as of August 15, 2017.

Dewberry Engineers Inc.



Dan M. Pleasant, Chief Executive Officer and
President

Dewberry Consultants LLC
(SCC ID no S044733)



Donald E. Stone, Jr., President

AGREEMENT AND PLAN OF MERGER
of
DEWBERRY CONSULTANTS LLC
(a Virginia limited liability company)
and
DEWBERRY ENGINEERS INC.
(a New York corporation)

This AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan"), dated this 23rd day of August, 2017, is by and between DEWBERRY CONSULTANTS LLC, a Virginia limited liability company ("Consultants"), and DEWBERRY ENGINEERS INC., a New York corporation ("DEI" and as the survivor of the Merger (as defined below) provided for herein called the "Surviving Company"). The parties hereinafter are sometimes collectively called "Constituent Entities".

WHEREAS, Consultants is a limited liability company, duly organized and existing under the laws of the Commonwealth of Virginia;

WHEREAS, DEI is a corporation, duly organized and existing under the laws of the State of New York;

WHEREAS, the total number of shares of stock which DEI has authority to issue is 2,000 shares of common stock, without par value, of which 80.0021 shares of common stock are issued and outstanding and entitled to vote on the matters set forth herein;

WHEREAS, the shareholder, the member, the managers and the board of directors of each of the Constituent Entities, by resolutions duly adopted, have each approved this Agreement and Plan and declare it to be advisable and in the best interest of each of the Constituent Entities and their owners that Consultants merge with and into DEI in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the New York Business Corporation Law and Virginia Limited Liability Company Act (collectively, the "Applicable Laws").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof, and in consideration of the mutual covenants and agreements contained herein, the Constituent Entities, intending to be legally bound, hereby covenant and agree as follows:

1. Merger. Upon compliance with the applicable provisions of the Applicable Laws, at the Effective Time (as defined herein), Consultants shall be merged with and into DEI and, thereupon, the separate existence of Consultants shall cease and DEI shall continue to exist as the Surviving Company.
2. Certificate of Incorporation and Bylaws.
 - (a) At the Effective Time, the Certificate of Incorporation of DEI, as in effect immediately prior to the Effective Time, shall be and remain the Certificate of Incorporation of

the Surviving Company until thereafter amended and changed in the manner prescribed by the provisions of the Applicable Laws.

(b) At the Effective Time, the Bylaws of DEI, as in effect immediately prior to the Effective Time, shall be and remain the Bylaws of the Surviving Company until thereafter amended and changed as therein provided, and in the manner prescribed by the provisions of the Applicable Laws.

3. Officers and Managers.

(a) At the Effective Time, the officers of DEI immediately prior to the Effective Time shall be the officers of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

(b) At the Effective Time, the board of directors of DEI immediately prior to the Effective Time shall be the directors of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

4. Equity of Constituent Entities.

(a) Immediately prior to the Effective Time, the authorized and issued/outstanding shares and outstanding units of membership interests information for the Constituent Entities are as follows:

Name of Entity	Authorized Shares	Issued/Outstanding Shares
Dewberry Engineering Inc.	2000 shares of common stock; without par value	80.0021 shares of common stock; without par value
Dewberry Consultants LLC	N/A	80.0021 units of membership interests

(b) At the Effective Time, the membership interests of Consultants issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished without consideration upon the Merger and no new shares of stock or other securities of the Surviving Company shall be issued with respect thereto.

(c) At the Effective Time, the issued and outstanding shares of capital stock of DEI shall not be converted or exchanged in any manner by the Merger and shall continue to represent the capital stock of the Surviving Company.

5. Amendment of Plan. This Agreement and Plan may be amended by the mutual written agreement of the managers and board of directors of each of the Constituent Entities at any time prior to the Effective Time; *provided, however*, that such amendment shall not change:

(a) The amount or kind of shares, obligations, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of each of the Constituent Entities adversely to the holders of those shares;

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(b) Any provision of the Certificate of Incorporation of DEI as it is to be in effect immediately following the consummation of the Merger, except provisions that may be amended without the approval of the member under the Applicable Laws; or

(c) Any term that, if changed, would adversely affect the holders of any shares or membership interests of each of the Constituent Entities.

6. Abandonment of Plan. This Agreement and Plan may be abandoned by the mutual written agreement of the managers and board of directors of each of the Constituent Entities at any time prior to the Effective Time.

7. Effective Time. The Constituent Entities shall cause the Merger to be consummated by executing and filing a Certificate of Merger (the "Certificate of Merger") with the Department of State of the State of New York, in such form as is required by, and executed in accordance with the relevant provisions of, the Applicable Laws. The Merger will become effective as of December 31, 2017 at 11:59 p.m., Eastern Standard Time (the "Effective Time").

8. State Filings. The proper officers of each of the Constituent Entities shall make and execute whatever certificates and documents that are required by the State of New York and the Commonwealth of Virginia to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of New York or the Commonwealth of Virginia, which may be necessary and proper to effect such Merger.

9. Effect of Merger. At the Effective Time:

(a) The separate existence of Consultants shall cease and DEI shall continue to exist as the Surviving Company.

(b) The Surviving Company shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of each of the Constituent Entities, all without further act or deed, and all as more fully set forth under the Applicable Laws.

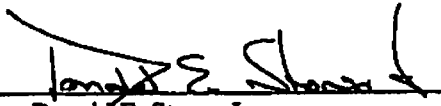
10. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement.

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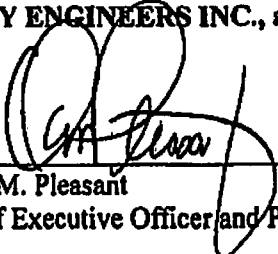
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger on the date first set forth above.

DEWBERRY CONSULTANTS LLC, a Virginia limited liability company

By: 
Name: Donald E. Stone, Jr.
Title: President

DEWBERRY ENGINEERS INC., a New York corporation

By: 
Name: Dan M. Pleasant
Title: Chief Executive Officer and President

Dewberry Engineers Inc.

Set forth below are the names, address, and VA License number of officers and other employees of the company who will be providing professional services in Virginia and who are licensed, or otherwise legally qualified, to perform the professional service in Virginia.

Dan M. Pleasant, PE 0402010916, 551 Piney Forest Road, Danville, VA25450

Donald E. Stone, Jr., PE 0402026519, 8401 Arlington Boulevard, Fairfax, VA 22031

Craig R. Johnson, PE 0402050688, 200 Broadacres Drive, Bloomfield, NJ 07003

Darren R. Conner, PE 0402019270, 551 Piney Forest Road, Danville, VVA 24540

Greg Fodale, PE 0402056155, 1015 Briggs Road, Suite 210, Mount Laurel, NJ 08054

Keith Itzler, PE 0402021698, 132 W 31st Street, Suite 301, New York, NY 10001

Russell James, PE 0402023693, 8401 Arlington Boulevard, Fairfax, VA 22031

Robert Notte, PE 0402036367, 9300 Harris Corners Parkway, Suite 220, Charlotte, NC 28269

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Greg Mills, PE 0402019128, 2610 Wycliff Road, Suite 410, Raleigh, NC 26707

David Maxwell, PE 0402032880, 4805 Lake Brook Drive, Suite 200, Glen Allen, VA 23060

Curtis Sanno, PE 0402055357, 101 Noble Boulevard, Carlisle, PA 17013

Additionally, set forth below are the Virginia DPOR APELSIDLA Board Branch Office Registrations held by Dewberry Engineers Inc. in its own name (copies of which can be provided) permitting it to provide professional services in Virginia:

**Bloomfield, New Jersey
License No. 0407-002916
Exp: 12/31/17
Eng: Craig Johnson (PE)**

**Mt. Laurel, New Jersey:
License No. 0411-001003
Exp: 2/28/18
Eng: Greg Fodale (PE)**

**New York, New York
License No. 0411-000931
Exp. 2/28/18
Eng: Keith Itzler (PE)**

**Fairfax, Virginia
License No. 0411-000941
Exp. 2/28/18
Eng: Russell James (PE)**

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Glen Allen, Virginia
License No. 0411-000942
Exp. 2/28/18
Eng: David Maxwell (PE)

Charlotte, North Carolina
License No. 0411-000962
Exp. 2/28/18
Eng: Robert Notte (PE)

Virginia Beach, Virginia
License No. 0411-000966
Exp. 2/28/18
Eng: Randy Darden (PE)

Raleigh, North Carolina
License No. 0411-000967
Exp. 2/28/18
Eng: Greg Mills (PE)

Danville, Virginia
No. 0411-000958
Exp: 02/28/18
Eng: Darren Conner (PE)

Carlisle, Pennsylvania
License No.0411001220
Exp: 02/28/18
Eng: Curtis Sanno (PE)

Leesburg, Virginia

License No.: 0411000138

Exp.: 2/28/19

Eng: William Fissel (PE)

Gainesville, Virginia

License No.: 0411-001390

Exp.: 2/28/19

Eng: Jim Bennett (PE)

Lanham, Maryland

License No.: 0411001389

Exp.: 2/28/18

Eng.: Gary Simpson (PE)

LS: Bryan Turton (LS)

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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 22, 2017

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The State Corporation Commission finds the accompanying articles submitted on behalf of
Dewberry Engineers Inc.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective December 31, 2017, at 11:59 PM. Each of the following:

Dewberry Consultants LLC

is merged into Dewberry Engineers Inc., which continues to exist under the laws of NEW YORK
with the name Dewberry Engineers Inc., and the separate existence of each non-surviving entity
ceases.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of merger filed in the Clerk's Office of the Commission on December 22, 2017 by Dewberry Consultants LLC effective as of December 31, 2017.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 4, 2018*

Joel H. Peck

Joel H. Peck, Clerk of the Commission