



19780216000019490 1/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

7731

ARTICLES OF MERGER

OF

DANIEL INTERNATIONAL CORPORATION
(a South Carolina corporation)

WITH AND INTO

FLUOR SOUTHEAST, INC.
(a California corporation)

Daniel International Corporation, duly organized and existing under the laws of the State of South Carolina with its registered office located at the Daniel Building - 5th Floor, City and County of Greenville, South Carolina 29602, and Fluor Southeast, Inc., duly organized and existing under the laws of the State of California, with its registered office located at 3333 Michelson Drive, City of Irvine, County of Orange, State of California, each hereby causes these Articles of Merger to be executed in its corporate name in accordance with the provisions of Section 33-17-50 of the South Carolina Business Corporation Act of 1962, as amended.

ARTICLE I

The following Plan of Merger was duly approved and adopted by the boards of directors of each corporation a party thereto, in the manner prescribed by law:

PLAN OF MERGER
OF

DANIEL INTERNATIONAL CORPORATION
(a South Carolina corporation)
WITH AND INTO
FLUOR SOUTHEAST, INC.
(a California corporation)

Pursuant to the applicable provisions of the
South Carolina Business Corporation act of 1962, as

Balch, Bingham, Baker et al
600 N. - 18th St
Birmingham - Ala - 35202

23 PAGE 959

BOOK

amended, the undersigned corporations do hereby create and adopt this Plan of Merger (the "Plan") for the purpose of merging the subsidiary corporation, Daniel International Corporation (a South Carolina corporation hereinafter referred to as the "Merging Company"), with and into the parent corporation, Fluor Southeast, Inc. (a California corporation hereinafter referred to as the "Surviving Company"), the Surviving Company being the owner of in excess of 95% of the outstanding shares of each class of the Merging Company:

(1) The time at which the merger under this Plan is to become effective is 12:01 A.M., February 1, 1978, and such date is hereinafter referred to as the "Effective Date".

(2) The purpose of the merger under this Plan is to conform to and to realize the consequences of the liquidation provisions of sections 332 and 334(b)(2) of the Internal Revenue Code of 1954, as amended.

(3) Upon surrender of a properly endorsed share certificate of the Merging Company, or such certificate accompanied by a properly executed stock power, in either case with signature thereon guaranteed by a securities broker, commercial bank or trust company, the Surviving Company shall pay to the registered owner thereof a sum equal to \$31.00 for each share of common stock thereby represented, except that no payment shall be made for shares owned by the Surviving Company. Payment for such shares will be made as soon as practicable after receipt of a properly endorsed stock certificate or certificate accompanied by a properly executed stock power. On the Effective Date, the capital stock of the Merging Company shall be completely cancelled and the capital stock of the Surviving Company shall be unaffected by the merger, and all rights as a shareholder of the Merging Company shall cease,



19780216000019490 2/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT



19780216000019490 3/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

except the right to receive payment for shares as above set forth or the right to exercise properly perfected dissenter rights as provided by statute.

(4) On the Effective Date, the existence of the Merging Company shall cease and all rights, privileges, immunities and franchises and all property and all debt, choses in action, and every other interest of or belonging to or due to the Merging Company and all liabilities and obligations and any claim existing or action or proceeding pending by or against the Merging Company shall be taken by and deemed to be transferred to and vested in the Surviving Company.

(5) RIGHT OF DISSENTING SHAREHOLDERS. Any shareholder of the Merging Company is entitled to dissent to the merger and, upon compliance with the provisions of Section 33-11-270 of the Code of Laws of South Carolina 1976, to be paid the fair value of his or her shares.

ARTICLE II

The outstanding capital stock of Daniel International Corporation (the subsidiary corporation) consisted of 6,976,296 shares of common stock on December 28, 1977, and on that date Fluor Southeast, Inc. (the surviving corporation) owned 6,952,646 of those common shares. The Certificate of Incorporation and Bylaws of the surviving corporation as in effect at the effective time of the merger shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the surviving corporation.

ARTICLE III

A copy of the Plan of Merger was mailed to all shareholders of the subsidiary corporation on December 28, 1977.

IN WITNESS WHEREOF, these Articles of Merger are signed by the President and Secretary of Daniel International Corporation this 30th day of January, 1978.

DANIEL INTERNATIONAL CORPORATION

By

Buck Mickel, President

ATTEST:

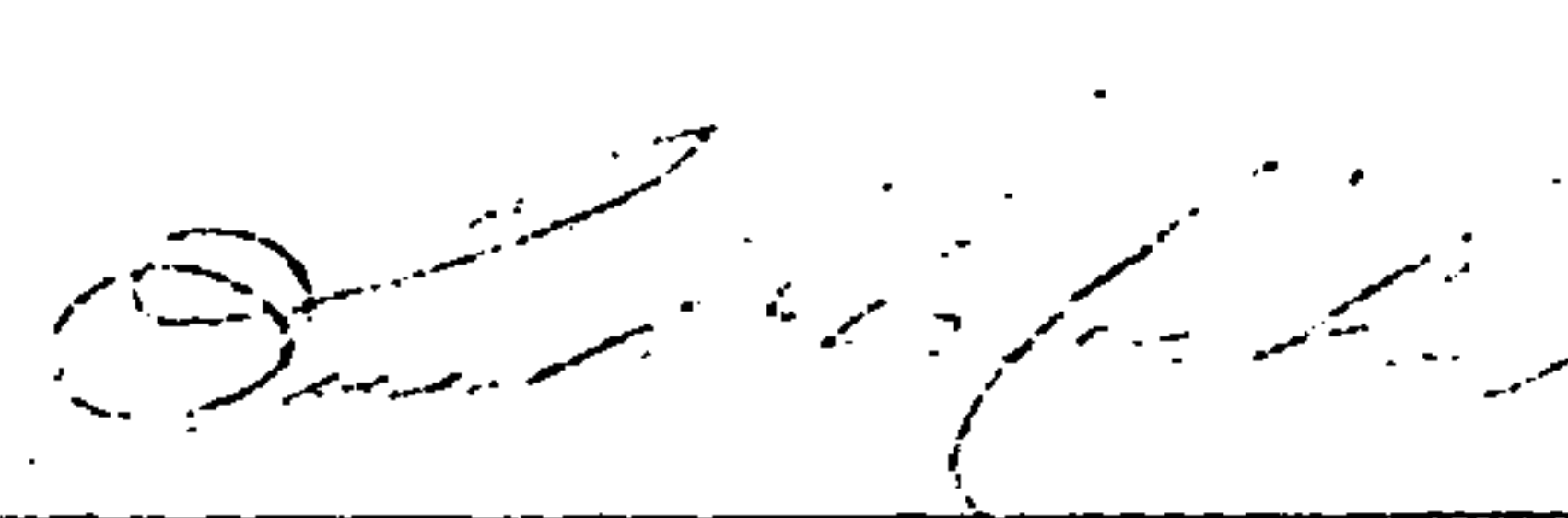
Robert P. Starn, Secretary

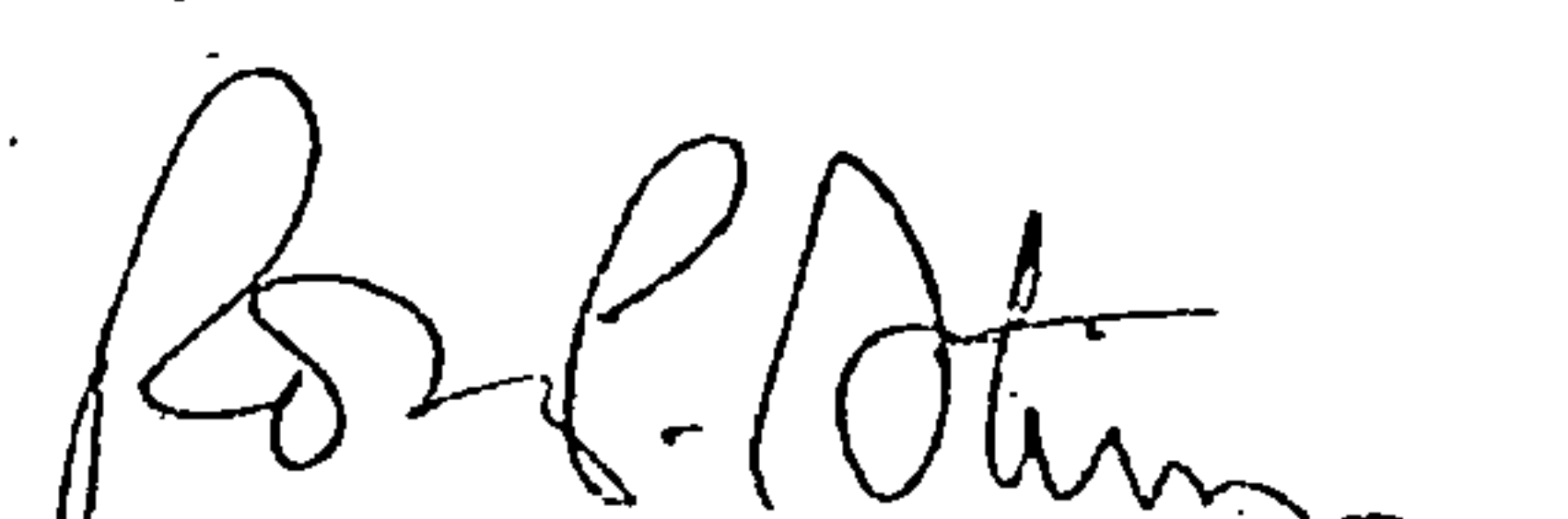
STATE OF SOUTH CAROLINA)
) ss.
COUNTY OF GREENVILLE)

The undersigned Buck Mickel and Robert P. Stirm do hereby certify that they are the president and secretary, respectively, of Daniel International Corporation and are authorized to execute this document; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.



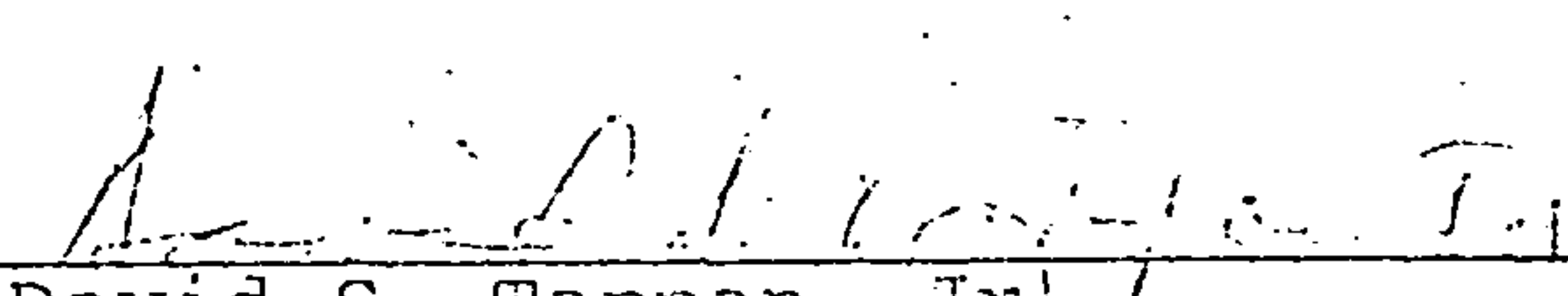
19780216000019490 4/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT


Buck Mickel

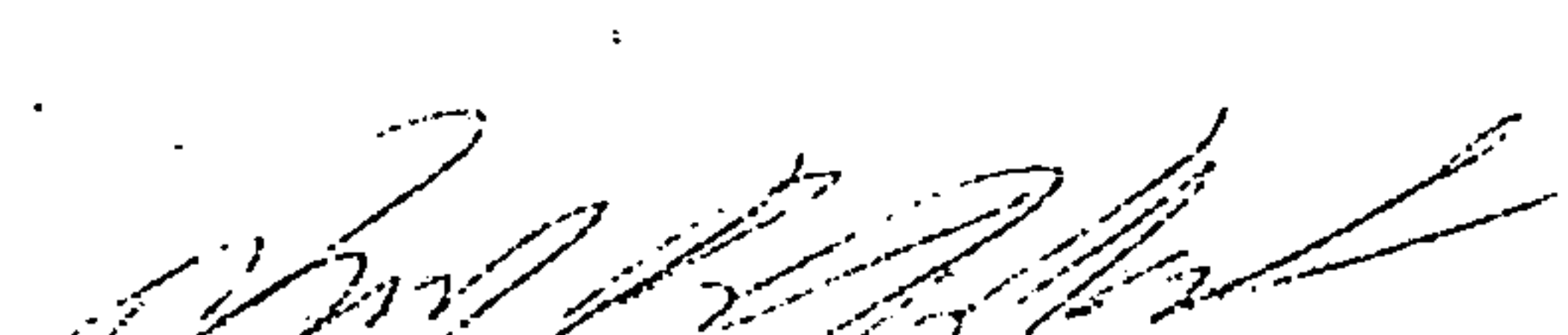

Robert P. Stirm

IN WITNESS WHEREOF, these Articles of Merger are signed by the President and Secretary of Fluor Southeast, Inc. this 27th day of January, 1978.

FLUOR SOUTHEAST, INC.

By 
David S. Tappan, Jr.
President

ATTEST:


Richard B. Humbert, Vice
President and Secretary

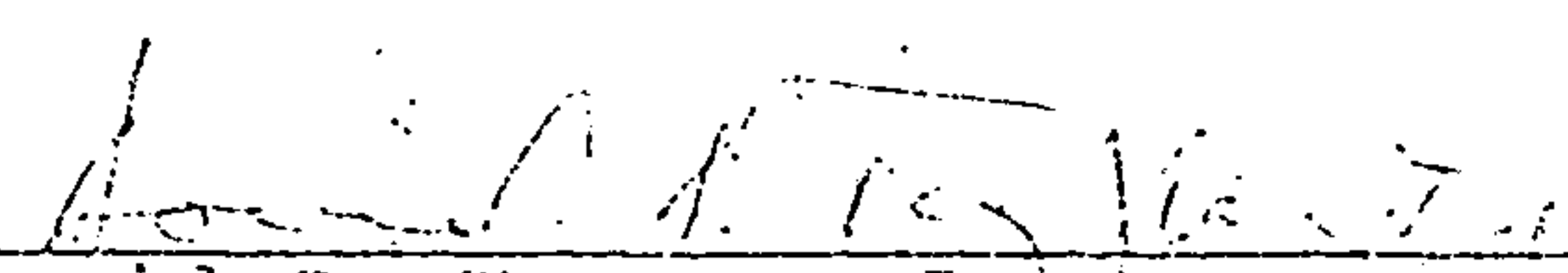
STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

The undersigned David S. Tappan, Jr. and Richard B. Humbert do hereby certify that they are the president and

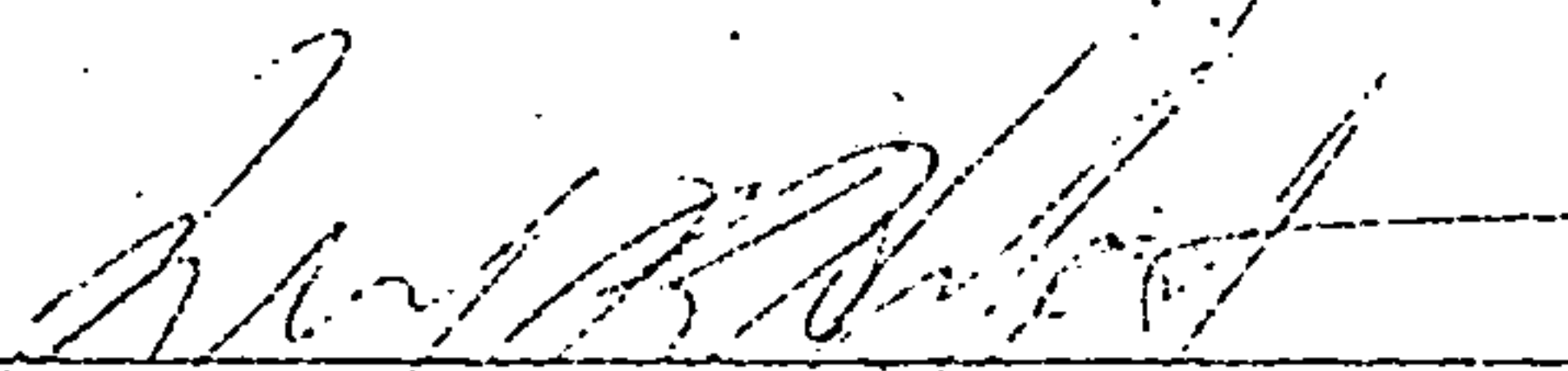


19780216000019490 5/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

secretary, respectively, of Fluor Southeast, Inc. and are authorized to execute this document; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.



David S. Tappan, Jr.



Richard B. Humbert

BOOK 23 PAGE 983

DOCUMENT RELATIVE TO THE MERGER
OF
DANIEL INTERNATIONAL CORPORATION
(a South Carolina corporation)
WITH AND INTO
FLUOR SOUTHEAST, INC.
(a California corporation)
Pursuant to Section 33-17-70



19780216000019490 6/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

FLUOR SOUTHEAST, INC., (the "Surviving Company")

has entered into a Plan of Merger by which DANIEL INTERNATIONAL CORPORATION, a South Carolina corporation, (the "Merging Company") will be merged with and into the Surviving Company in accordance with the provisions of Section 33-17-50 of the South Carolina Business Corporation Act of 1962, as amended, to become effective 12:01 a.m., February 1, 1978.

The Surviving Company agrees that it will promptly pay to the dissenting shareholders of the Merging Company, the amount, if any, to which they are entitled under Section 33-11-270 of the South Carolina Business Corporation Act of 1962, as amended.

The Surviving Company agrees that it may be served with process in South Carolina in any proceeding (a) to enforce any obligation of the Merging Company or the Surviving Company and (b) to enforce the right of dissenting shareholders of the Merging Company against the Surviving Company.

The Surviving Company hereby irrevocably appoints the South Carolina Secretary of State as its agent to accept service of process in any of the proceedings mentioned in

BOOK 23 PAGE 964



19780216000019490 7/7 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

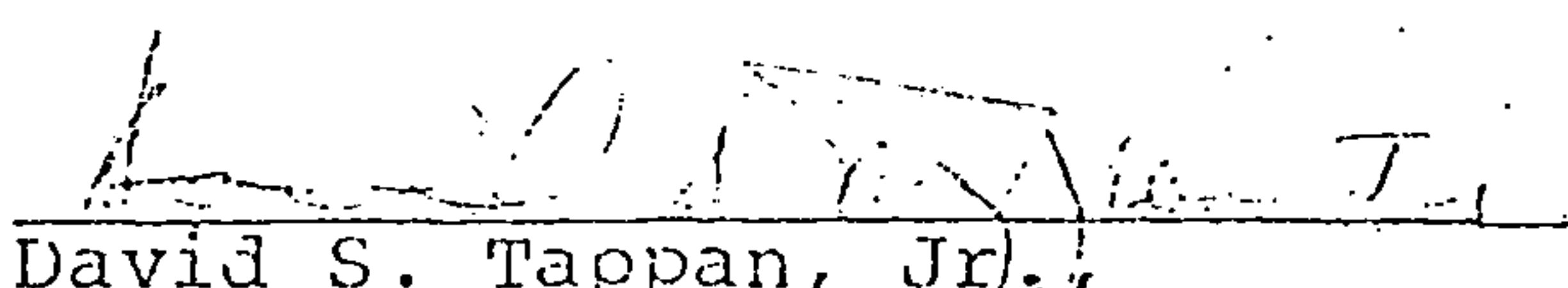
the preceding paragraph. The South Carolina Secretary of State shall mail a copy of any process in such proceeding to the Surviving Company at the following address:

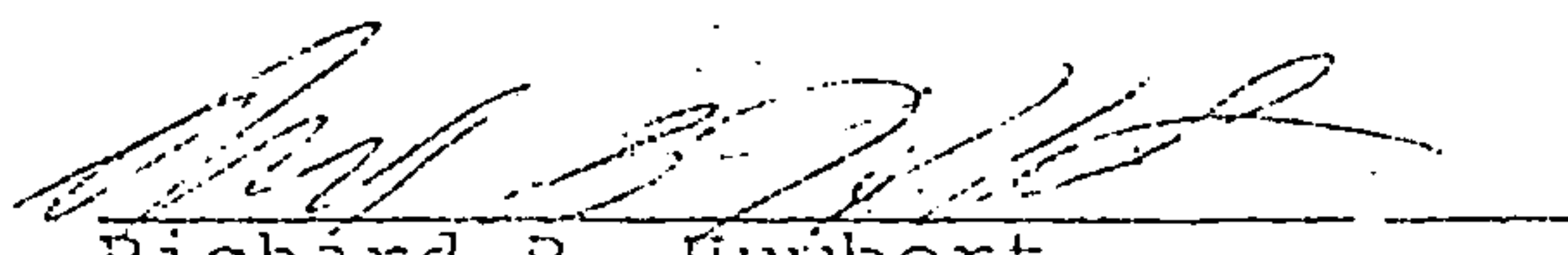
Fluor Southeast, Inc.
3333 Michelson Drive
Irvine, California 92730

IN WITNESS WHEREOF, the foregoing is signed by the President and Secretary of Fluor Southeast, Inc. this 27th day of January, 1978.

FLUOR SOUTHEAST, INC.

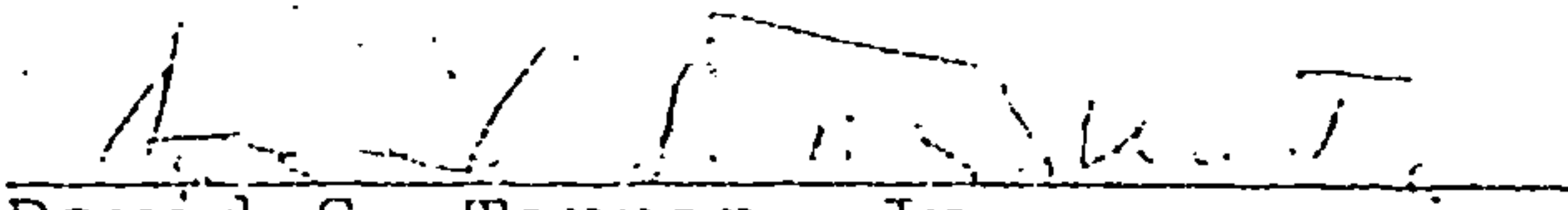
ATTEST:

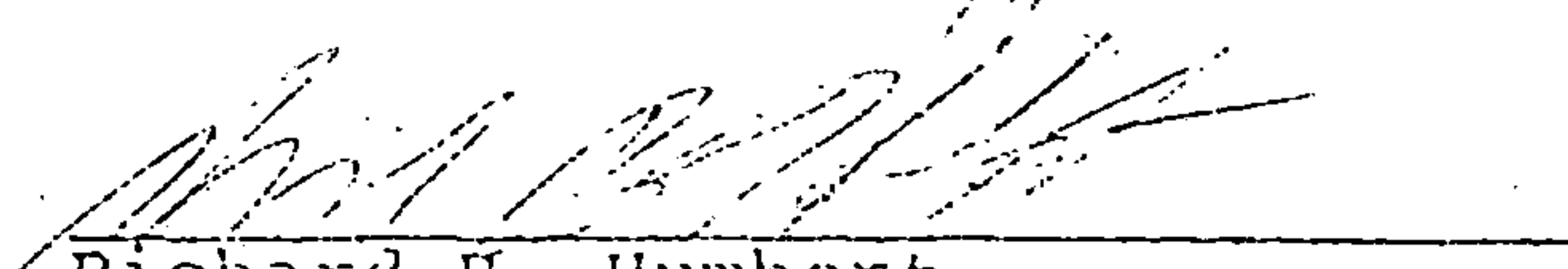

David S. Tappan, Jr.,
President


Richard B. Humbert,
Vice President and Secretary

State of California
County of Orange

The undersigned David S. Tappan, Jr. and Richard B. Humbert do hereby certify that they are the President and Secretary, respectively, of Fluor Southeast, Inc. and are authorized to execute this document; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.


David S. Tappan, Jr.


Richard B. Humbert

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1978 FEB 16 AM 10:34


JUDGE OF PROBATE

Rec. 1050
100 2
1150

23 PAGE 365

BOOK