

STATEMENT OF MERGER

MERGING
VOLT MERGER SUB, INC.
an Idaho corporation

WITH AND INTO
POWER ENGINEERS, INCORPORATED,
an Idaho corporation

For Office Use Only

-FILED-

File #: 0005915806

Date Filed: 10/1/2024 8:44:00 AM

Under § 30-22-205 of the Idaho Model Entity Transactions Act ("**IETA**"), each of Volt Merger Sub, Inc., an Idaho corporation ("**Merger Sub**"), and POWER Engineers, Incorporated, an Idaho corporation ("**POWER**"), execute and file the following Statement of Merger with the Idaho Secretary of State:

1. Merger Sub and POWER have each duly authorized and approved, in accordance with § 30-22-203 of the IETA, an Agreement and Plan of Merger, dated as of August 12, 2024, by and among POWER, WSP USA Inc., a New York corporation, Merger Sub, Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative, agent and attorney-in-fact for the Equity Proceeds Participants (as defined therein), and solely for purposes of Section 11.18 thereto, WSP Global Inc., a corporation existing under the *Canada Business Corporations Act* (the "**Merger Agreement**"), providing for the merger of Merger Sub with and into POWER ("**Merger**").

2. Under the Merger Agreement and in accordance with the IETA, Merger Sub is merged with and into POWER, with POWER being the surviving company in the Merger (the "**Surviving Company**").

3. POWER's articles of incorporation as in effect immediately before the Merger will be amended and restated in their entirety to read as set forth on Exhibit A to this Statement of Merger and will be the Surviving Company's articles of incorporation. Merger Sub's bylaws as in effect immediately before the Merger will be the bylaws of the Surviving Company, until duly amended in accordance with applicable law.

4. The Merger will be completed by filing this Statement of Merger with the Idaho Secretary of State under the IETA and this Statement of Merger will be effective as of the date and time of filing.

[Signature page follows]

Merger Sub and POWER are signing this Statement of Merger as of October 1, 2024.

Volt Merger Sub, Inc.,
an Idaho corporation

By: _____


Name: W. Stephen Dale

Title: Senior Vice President

[Signature Page to Statement of Merger]

Merger Sub and POWER are signing this Statement of Merger as of October 1, 2024.

POWER Engineers, Incorporated,
an Idaho corporation

By:  DocuSigned by:
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Name: James Haynes

Title: Chief Executive Officer

[Signature Page to Statement of Merger]

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EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

[See attached]

Amended and Restated Articles of Incorporation
of
POWER Engineers, Incorporated

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File #: 0005915823

Date Filed: 10/1/2024 8:44:00 AM

The Articles of Incorporation of POWER Engineers, Incorporated (“**Corporation**”), as amended, are hereby amended and restated in their entirety pursuant to these Amended and Restated Articles of Incorporation in accordance with the Idaho Business Corporation Act, as it may be amended from time to time (“**Act**”).

Article 1. Name and Address

The name of the Corporation is POWER Engineers, Incorporated. The Corporation’s current mailing address is P.O. Box 1066, Hailey, ID 83333.

Article 2. Capital Stock

2.1 Authorized Shares. The total number of shares the Corporation shall have authority to issue is 1,000 shares of common stock having no par value per share.

2.2 Terms of Classes or Series Determined by Board of Directors. The Board of Directors of the Corporation (“**Board**”) is authorized to: (a) classify any unissued shares into one or more classes or into one or more series within a class; (b) reclassify any unissued shares of any class into one or more classes or into one or more series within one or more classes; (c) reclassify any unissued shares of any series of any class into one or more classes or into one or more series within a class; and (d) exercise all powers permitted by Section 30-29-602, Idaho Code, or its successor statute. If the Board acts pursuant to this authorization, the Board must determine the terms of any such class or series of shares, including without limitation the rights, preferences, and limitations, such as dividend rights and preferences, conversion rights, voting rights, rights of redemption, and liquidation preferences of such series or class. The Board is authorized to fix the number of shares constituting each class or series and to increase or decrease the number of shares of any class or series prior to the issuance or reissuance of shares of that class or series. Prior to issuing any shares of any class or series classified or reclassified by the Board pursuant to this Section 2.2, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class or series.

Article 3. Shareholder Action by Nonunanimous Written Consent

Any action required or permitted by the Act, to be taken at a shareholders’ meeting may be taken without a meeting and without prior notice if consents in writing setting forth the action so taken are signed by the holders of the outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent must bear the date of signature of the shareholder who signs the consent and be delivered to the Corporation for filing by the Corporation with the Corporation’s records.

Article 4. Limitation on Liability

To the fullest extent permitted by law, there shall be no liability of any director of the Corporation to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director; provided, however, if the Act, as in effect from time to time, restricts the elimination or limitation of a director's liability, then the foregoing provision shall not eliminate or limit the liability of each director of the Corporation to the extent the Act restricts the elimination or limitation, respectively, of a director's liability. Any repeal or modification of this Article 4 shall not affect adversely any right or protection of any director of the Corporation with respect to any act or omission of the director occurring prior to the time of such repeal or modification.

Article 5. Indemnification

The Corporation shall, to the fullest extent of the law, indemnify any director or officer of the Corporation for any liability (as defined in Section 30-29-850(3), Idaho Code, or its successor statute) to any person for any action taken, or any failure to take any action, as a director or officer, respectively; provided, however, if the Act, as in effect from time to time, restricts any obligatory indemnification of a director or officer, then the foregoing provision shall not require indemnification of each director or officer of the Corporation to the extent the Act restricts obligatory indemnification of the director or officer. Any repeal or modification of this Article 5 shall not affect adversely any right or protection of any director or officer of the Corporation with respect to indemnification of the director or officer occurring prior to the time of such repeal or modification.

Article 6. Approval

These Amended and Restated Articles of Incorporation consolidate all amendments into a single document and all amendments included in these Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with the Act by the board of directors of the Corporation at a special meeting of the board of the directors held on August 11, 2024 and the shareholders of the Corporation at a special meeting of the shareholders held on September 6, 2024.



DIVISION OF OCCUPATIONAL &
PROFESSIONAL LICENSES

Brad Little
Governor
Russell Barron
Administrator

State of Idaho
Division of Occupational and Professional Licenses

11341 W Chinden Blvd.
PO Box 83720
Boise, ID 83720-0063
(208) 334-3233 dopl.idaho.gov

License ID: C-105

CERTIFICATION OF RECORD

Date of Certification: 24-Sep-2024

Public Record

Licensee Name: POWER ENGINEERS INCORPORATED

License Type: Certificate of Authorization

License Number: C-105

Date of License Issuance: 05-Mar-1976

Expiration Date: 31-Mar-2025

Hours of CE (at the time of request): 0

License Status: Active

If you have any questions, please contact the Division at dopl.idaho.gov/online services or by calling (208) 334-3233.

NOTE: The information contained on this letter is being made available as a public service by the Division of Occupational and Professional Licenses. The information on this letter is made public pursuant to the Idaho Public Records Law. The data is derived directly from individual license applications entered into the database. Licensing credentials are primary-source verified and thus can be considered primary source license verification. None of the content contained on this letter is intended to constitute legal or professional advice. Please note that some disciplinary actions against licensees may not appear immediately. Appeals, effective dates of orders and other administrative processes may delay posting on the information.

Russell Barron
Division Administrator

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