DOC ID ----> 201618202316

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/30/2016	201618202316	Merger (MRF)	99.00	300.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BUCKINGHAM, DOOLITTLE & BURROUGHS, LLC
CASEY J. DAVIS
3800 EMBASSY PKWY, STE 300
AKRON, OH 44333

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted
3917551

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TOP ECHELON CONTRACTING, LLC

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Merger	**201618202316**

Effective Date: 06/30/2016

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 30th day of June, A.D. 2016.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201618202316

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/30/2016	201618202316	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BUCKINGHAM, DOOLITTLE & BURROUGHS, LLC
CASEY J. DAVIS
3800 EMBASSY PKWY, STE 300
AKRON, OH 44333

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted
817482

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TOP ECHELON CONTRACTING, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**201618202316**

Effective Date: 06/30/2016

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 30th day of June, A.D. 2016.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201618202316

Form 551 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional $100.00)
P.O. Box 1390
Columbus, OH 43216

RECEIVED
JUN 30 2016
OHIO SECRETARY OF STATE

Certificate of Merger

Filing Fee: $99
(154-MER)
Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
A. Name of Entity Surviving the Merger: Top Echelon Contracting, LLC

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. ☐ **Domestic (Ohio entity)** ☒ **Foreign (Non-Ohio Entity)**
Delaware
Jurisdiction of formation

2. **Charter/Registration/License Number**
(If licensed in Ohio as domestic or foreign)

3. ☐ For-Profit Corporation
☐ Nonprofit Corporation
☒ For-Profit Limited Liability Company
☐ Nonprofit Limited Liability Company
☐ Partnership
☐ Limited Partnership
☐ Limited Liability Partnership
☐ Unincorporated Nonprofit Association

DOC ID ----> 201618202316

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Top Echelon Contracting, Inc.	817482	Ohio	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Top Echelon Contracting, LLC
Name

4883 Dressler Road NW, Suite 203
Mailing Address

Canton (City) | Ohio (State) | 44718 (Zip Code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 6/30/2016 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

DOC ID ----> 201618202316

VI. STATEMENT OF MERGER
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

CSC - Lawyers Incorporating Service
Name

50 W. Broad Street, Suite 1800
Mailing Address

Columbus	Ohio	43215
City	State	Zip Code

VIII. AMENDMENTS
If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached ☐ No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE
If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY
A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
Foreign Qualifying Limited Liability Company - Form 533B
Foreign Qualifying Limited Partnership - Form 531B
Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Top Echelon Contracting, Inc.
Name of entity

By: Michael A. Wheeler
Signature

Its: Secretary
Title

Top Echelon Contracting, LLC
Name of entity

By: Michael A. Wheeler
Signature

Its: Secretary
Title

Name of entity

By:
Signature

Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

Top Echelon Contracting, Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	**Date Notified**	**Agency**	**Date Notified**
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 *Only required for domestic for-profit corporations	6/29/2016	Ohio Job & Family Services Status and Liability Section Data Correspondence Control **Fax:** 614-752-4811 **Phone:** 614-466-2319 **Overnight:** P.O. Box 182413 Columbus, OH 43218-2413 **Regular:** P.O. Box 182413 Columbus, OH 43218-2413	6/29/2016
Agency	**Date Notified**		
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]		[X] The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature _____ Title Secretary

Michael A. Wheeler
Name

4883 Dressler Road NW, Suite 203
Mailing Address

Canton | Ohio | 44718
City | State | Zip Code

Sworn to and subscribed in my presence on 6/22/2016
Date

Seal

Attorney Casey J. Davis
Resident Stark County
Notary Public, State of Ohio
My Commission Has No Expiration Date
Sec 147.03 RC

_____
Notary Public

Commission Expires N/A
Date

DOC ID ----> 201618202316

AFFIDAVIT OF PERSONAL PROPERTY

State of Ohio

County of Stark

Michael A. Wheeler
Name of Officer

Secretary
Title of Officer

of Top Echelon Contracting, Inc.
Name of Corporation

and that this affidavit is made in compliance with Section 1701.86(H)(1) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- ☐ Has no personal property in any county in Ohio
- ☐ Is the type required to pay personal property taxes to state authorities only
- ☒ Has personal property in the following county (ies)

Stark

Signature: [signature] Title: Secretary

Sworn to and subscribed in my presence on Date 6/22/16

NOTARIAL SEAL STATE OF OHIO

Attorney Casey J. Davis
Resident Stark County
Notary Public, State of Ohio
My Commission Has No Expiration Date
Sec 147.03 RC

[signature]
Notary Public

Expiration date of Notary Public's Commission

Date N/A

DOC ID ----> 201618202316

Ohio | Department of Taxation

PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov

TOP ECHELON CONTRACTING, INC. CHARTER# 817482
DUSTIN VRABEL
4518 FULTON DR NW STE 200
CANTON, OH 44718
USA

June 28, 2016
Contact ID: 8706830950

RE: Certificate of Tax Clearance

This certificate certifies that the above stated entity has filed all tax returns and paid in full all taxes and fees administered by the tax commissioner through the certificate issue date.

This certificate does **not** preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and/or tax liabilities and fees that become due after the certificate issue date or as a result of an examination or audit for any period ending prior to the date that this certificate is filed with the Ohio Secretary of State.

This certificate of Tax Clearance is valid for thirty (30) days from the date of issuance and must be filed along with all forms prescribed by the Ohio Secretary of State.

Joseph W. Testa
Tax Commissioner

Business Tax Division
Phone: 1-888-405-4039
Fax: 1-206-984-0378
TTY/TDD: 1-800-750-0750

JUN. 28. 2016 11:44AM OHIO DEPT TAXATION NO. 8287 P. 4

DOC ID ----> 201618202316

Top Echelon Contracting, Inc.
4833 Dressler Road NW, Suite 203
Canton, Ohio 44718

June 29, 2016

CERTIFIED MAIL –
RETURN RECEIPT REQUESTED

Ohio Bureau of Workers' Compensation
30 West Spring Street
Columbus, Ohio 43215

Re: Merger – Top Echelon Contracting, Inc. – Charter No. 817482

Notice is given that Top Echelon Contracting, Inc. (the "Corporation") intends to file a Certificate of Merger with the Secretary of State of the State of Ohio, with an effective date of June 30, 2016. As part of this merger, the Corporation will be merged out of existence and merged into Top Echelon Contracting, LLC, a Delaware limited liability company (the "Merger").

Therefore, in accordance with Sections 1701.81(B)(5) and 1701.86(H) and 1701.86(I) of the Ohio Revised Code, the Corporation acknowledges the applicability of the provisions of Section 1701.95 of the Ohio Revised Code that directors who vote or assent to a distribution of assets in connection with such Merger without paying or adequately providing for all known obligations (not otherwise barred by statute) of the Corporation, shall be jointly and severally liable to the Corporation, to the extent that such obligations have not been paid or for which adequate provision has not been made. The Corporation further acknowledges that shareholders who receive distributions in connection with the Merger that are in excess of the amount that could have been paid or distributed without violation of law or the Corporation's Articles of Incorporation will be liable therefor.

The Corporation is filing under the Affidavit Method and does not need a written release for the Secretary of State.

If you need any additional information, please contact Robert Malone, Dustin Vrabel, or Casey J. Davis, at Buckingham, Doolittle & Burroughs, 330-258-6545, 330-491-5238 or 330-258-6463, respectively. Thank you for your attention to this matter.

Very truly,

Michael A. Wheeler, Secretary
Top Echelon Contracting, Inc.

DOC ID ----> 201618202316

Top Echelon Contracting, Inc.
4833 Dressler Road NW, Suite 203
Canton, Ohio 44718

June 29, 2016

CERTIFIED MAIL –
RETURN RECEIPT REQUESTED

Ohio Job & Family Services
Status and Liability Section
Data Correspondence Control
P.O. Box 182413
Columbus, Ohio 43218
Fax: 614-752-4811

Re: Merger – Top Echelon Contracting, Inc. – Charter No. 817482

Notice is given that Top Echelon Contracting, Inc. (the "Corporation") intends to file a Certificate of Merger with the Secretary of State of the State of Ohio, with an effective date of June 30, 2016. As part of this merger, the Corporation will be merged out of existence and merged into Top Echelon Contracting, LLC, a Delaware limited liability company (the "Merger").

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Very truly,

Michael A. Wheeler, Secretary
Top Echelon Contracting, Inc.

DOC ID ----> 201618202316

Form 533B Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two business day processing time. Requires an additional $100.00)
P.O. Box 1390
Columbus, OH 43216

Registration of a Foreign Limited Liability Company

Filing Fee: $99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

(1) [X] Registration of a Foreign For-Profit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation: Delaware

Date of Formation: 12/31/2015

(2) [ ] Registration of a Foreign Nonprofit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation:

Date of Formation:

Name of Limited Liability Company in its jurisdiction of formation

Top Echelon Contracting, LLC

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Top Echelon Contracting, LLC
Name

4883 Dressler Road NW, Suite 203
Mailing Address

Canton
City

Ohio
State

44718
ZIP Code

DOC ID ----> 201618202316

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

CSC - Lawyers Incorporating Service

Name

50 W. Broad Street, Suite 1800

Mailing Address

Columbus	Ohio	43215
City	State	ZIP Code

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

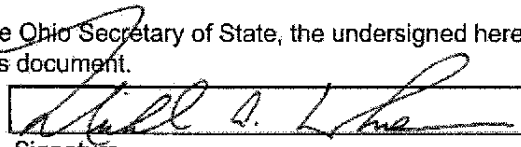
a. an agent is not appointed, or
b. an agent is appointed but the authority of that agent has been revoked, or
c. the agent cannot be found or served after the exercise of reasonable diligence.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.



Signature

Secretary

By (if applicable)

Michael A. Wheeler

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name