

# Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AECOM", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2017, AT 4:27 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.*



  
Jeffrey W. Bullock, Secretary of State

886293 8100  
SR# 20171580577

Authentication: 202164630  
Date: 03-08-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AECOM**

**AECOM**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certifies as follows:

**FIRST:** That the Board of Directors of the Corporation on September 21, 2016 adopted a resolution that declared it advisable and in the best interests of the Corporation to amend the Certificate of Incorporation of the Corporation to eliminate the supermajority voting provision related to business combinations contained in Article Eighth.

**SECOND:** That, on March 1, 2017, the Corporation's 2017 annual meeting of stockholders was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment of the Corporation's Certificate of Incorporation to eliminate the supermajority voting provision related to business combinations contained in Article Eighth.

**THIRD:** That Article Eighth of the Certificate of Incorporation of the Corporation be amended and restated in its entirety so that, as amended, said Article Eighth shall read as follows:

EIGHTH: [Reserved for future use.]

**FOURTH:** That the aforesaid amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FIFTH:** That all other provisions of the Certificate of Incorporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed this 3rd day of March, 2017.

AECOM

By 

Name: David Y. Gan

Title: Senior Vice President, Deputy General  
Counsel

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "AECOM" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF JUNE, A.D. 2011, AT 1:29 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF JULY, A.D. 2014, AT 12:27 O'CLOCK P.M.

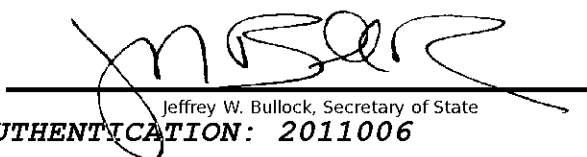
CERTIFICATE OF CORRECTION, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 2014, AT 2:12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AECOM TECHNOLOGY CORPORATION" TO "AECOM", FILED THE FIFTH DAY OF JANUARY, A.D. 2015, AT 1:30 O'CLOCK P.M.

0886293 8100X

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2011006

DATE: 01-05-15

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**of**  
**AECOM Technology Corporation**

AECOM Technology Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is AECOM Technology Corporation. The Corporation was originally incorporated under the name The Riley Company, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware on January 31, 1980.

2. Pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of this Corporation and has been duly adopted in accordance with the provisions of said Section 242 and 245.

3. The text of the Certificate of Incorporation is hereby restated and further amended to read in its entirety as follows:

FIRST: The name of the Corporation is AECOM Technology Corporation.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 308,000,000 divided into 300,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 8,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

The Board of Directors of the Corporation (the "Board") is authorized, subject to limitations prescribed by law, the provisions of this Article FOURTH and the Bylaws of the Corporation, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions hereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate or rates, if any, or the manner of determining the dividend rate or rates, if any, on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

1. COMMON STOCK. The shares of Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) *Voting Rights.* The holders of the Common Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders. Except as otherwise provided by law, the holders of Common Stock, together with the holders of any series of Preferred Stock having the right to vote as a class with the Common Stock, shall vote together as one class on all matters to be voted on by the Corporation's stockholders.

(b) *Dividends.* Except with respect to any preferential dividends of any series of Preferred Stock, the holders of Common Stock shall be entitled to receive dividends, when, as and if declared by the Board out of funds legally available for such purpose.

(c) *Conversion Rights.* The Common Stock shall be convertible, at the option of the holder, to such other classes of stock of the Corporation or debt instruments, if any, as the Board of Directors may, at its sole discretion, determine from time to time.

2. CLASS B STOCK. There is hereby established a series of Preferred Stock designated Class B Stock (the "Class B Stock") which will consist of the number of shares and have the following powers, preferences, rights, qualifications, limitations and restrictions set forth below:

(a) *Number of Shares.* The number of shares of Class B Stock shall be 5,000,000.

(b) *Limitation as to Ownership.* The Shares of Class B Stock may only be issued to and held by the Trustee of the AECOM Technology Corporation Supplemental Trust.

(c) *Voting Rights.* Except as otherwise provided in this Section 2(c), the holders of the Class B Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders. Except as otherwise provided by law or herein, the holders of Class B Stock, together with the holders of the Common Stock and any other series of Preferred Stock having the right to vote as a class with the Common Stock, shall vote together as one class on all matters to be voted on by the Corporation's stockholders.

(d) *Dividends.* The holders of Class B Stock shares shall not be entitled to receive any dividends.

(e) *Liquidation Preference.* In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Class B Stock shall be entitled to receive, out of the assets of the Corporation legally available therefor, an amount equal to \$.01 per share of Class B Stock (the "Liquidation Preference"), and no more, before any payment shall be made or any assets distributed to holders of any class of Common Stock. If upon such liquidation, dissolution or winding up, the available assets of the Corporation for distribution to the holders of capital stock shall be insufficient to permit the payment to such holders of Class B Stock of the full preferential amount as set forth in this Section 2(e), then the entire remaining assets of the Corporation available to be distributed to the holders of the capital stock shall be distributed ratably among the holders of the Class B Stock. A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this clause.

(f) *Redemption at the Option of the Corporation.* The Corporation may at any time redeem the whole or any portion of the outstanding shares of Class B Stock by paying therefor in cash an amount per share equal to the Liquidation Preference of a share of Class B Stock (the "Redemption Price"). At least 10 but not more than 60 days prior to the date fixed for redemption (the "Redemption Date"), the Corporation shall mail, postage prepaid, to the holders of record of the shares of Class B Stock at the address of each such holder as it appears on the books of the Corporation, a notice (the "Class B Stock Notice") specifying the Redemption Date and the number of shares held by such holder to be redeemed. On and after the Redemption Date, each holder of shares of Class B Stock shall surrender to the Corporation the certificate or certificates evidencing such shares at the principal executive offices of the Corporation and shall thereupon be paid in cash an amount equal to the number of shares of Class B Stock surrendered multiplied by the Redemption Price. If the Class B Stock Notice shall have been given as provided herein and if on the Redemption Date funds necessary for the

redemption shall be available therefor, then on and after the Redemption Date the certificate or certificates representing the shares of Class B Stock shall represent solely the right to receive the Redemption Price.

(g) *Conversion.* The holders of Class B Stock shall have no conversion rights whatsoever.

(h) *Status of Redeemed or Repurchased Shares.* All shares of Class B Stock redeemed or repurchased by the Corporation shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

(i) *No Sinking Fund.* The shares of Class B Stock shall not be subject to any sinking fund or other obligation on the part of the Corporation to redeem or repurchase.

3. CONVERTIBLE PREFERRED STOCK. There is hereby established a series of Preferred Stock designated Convertible Preferred Stock (the "Convertible Preferred Stock") which will consist of the number of shares and have the following powers, preferences, rights, qualifications, limitations and restrictions set forth below:

(a) *Number of Shares.* The number of shares of Convertible Preferred Stock shall be 2,500,000.

(b) *Limitation as to Ownership.* The shares of Convertible Preferred Stock may only be issued and held as provided in Section 6.10 of the Corporation's Bylaws.

(c) *Voting Rights.* Except as otherwise provided in this Section 1(c), the holders of the Convertible Preferred Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders. Except as otherwise provided by law or herein, the holders of Convertible Preferred Stock, together with the holders of the Common Stock and any other series of Preferred Stock having the right to vote as a class with the Common Stock, shall vote together as one class on all matters to be voted on by the Corporation's stockholders. If the equivalent of six quarterly dividends payable on the Convertible Preferred Stock are in arrears, the number of directors of the Corporation will be increased by two and the holders of Convertible Preferred Stock, voting as a class with the holders of shares of any one or more other series of preferred stock ranking on a parity with the Convertible Preferred stock as to payment of dividends and the distribution of assets and upon which like voting rights have been conferred and are exercisable, will be entitled to elect two directors to fill such vacancies. Such right to elect two additional directors shall continue until all dividends in arrears have been paid or declared and set apart for payment. Each director elected by the holders of shares of the Convertible Preferred Stock and all other classes of preferred stock whose holders are entitled to vote shall continue to serve as such director for the full term for which he or she shall have been elected, notwithstanding that prior to the end of such term such default shall cease to exist.

(d) *Dividends.* The holders of the Convertible Preferred Stock shall be entitled to receive dividends payable in additional shares of Convertible Preferred Stock at the Applicable Rate determined as set forth in this Section 3(d), Dividends on the



Convertible Preferred Stock shall be payable quarterly on each January 1, April 1, July 1 and October 1 of each year (each a "Dividend Payment Date"). Dividends payable on the Convertible Preferred Stock for any period greater or less than a full year shall be computed on the basis of a 365-day year. The Applicable Rate shall be set, as of September 30 of each year for the ensuing 12-month period, by the independent appraiser engaged by the Trustee of the Corporation's Stock Investment Plan at a level that it determines is necessary for the fair value of the Convertible Preferred Stock to be equal to par. In making that determination, the appraiser shall consider the credit worthiness of the Corporation (to determine the "spread" over 12-month U.S. Treasury Bills) and prevailing market rates (i.e. return on 12-month U.S. Treasury Bills).

(e) *Liquidation Preference.* In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Convertible Preferred Stock shall be entitled to receive, out of the assets of the Corporation legally available therefor, an amount equal to \$100.00 per share of Convertible Preferred Stock (the "Liquidation Preference"), plus any accrued and unpaid dividends to such date, and no more, before any payment shall be made or any assets distributed to holders of any class of Common Stock. If upon such liquidation, dissolution or winding up, the available assets of the Corporation for distribution to the holders of capital stock shall be insufficient to permit the payment to such holders of Preferred Stock of the full preferential amount as set forth in this Section 3(e), then the entire remaining assets of the Corporation available to be distributed to the holders of the capital stock shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this clause.

(f) *Redemption at the Option of the Corporation.* After a share of the Convertible Preferred Stock has been issued and outstanding for not less than three years, the Corporation may redeem the whole or any portion of such outstanding shares of Convertible Preferred Stock by paying therefor in cash an amount per share equal to one hundred two and one-half percent (102.5%) of the Liquidation Preference of a share of Convertible Preferred Stock (the "Redemption Price"). At least 30 but not more than 60 days prior to the date fixed for redemption (the "Redemption Date"), the Corporation shall mail, postage prepaid, to the holders of record of the shares of Convertible Preferred Stock at the address of each such holder as it appears on the books of the Corporation, a notice (the "Convertible Preferred Stock Notice") specifying the Redemption Date and the number of shares held by such holder to be redeemed. On and after the Redemption Date, each holder of shares of Convertible Preferred Stock shall surrender to the Corporation the certificate or certificates evidencing such shares at the principal executive offices of the Corporation and shall thereupon be paid in cash an amount equal to the number of shares of Convertible Preferred Stock surrendered multiplied by the Redemption Price, plus any accrued and unpaid dividends to the Redemption Date. If the Convertible Preferred Stock Notice shall have been given as provided herein and if on the Redemption Date funds necessary for the redemption shall be available therefor, then on and after the Redemption Date the certificate or certificates representing the shares of

Convertible Preferred Stock shall represent solely the right to receive the Redemption Price.

(g) *Conversion.* After a share of Convertible Preferred Stock shall have been issued and outstanding for not less than one year, on each January 1, April 1, July 1 and October 1 (a "Preferred Conversion Date"), the holder of such shares of Convertible Preferred Stock may convert some or all of such shares of Convertible Preferred Stock held into shares of the Corporation's Common Stock. The number of shares of the Corporation's Common Stock to be received upon conversion shall be determined by dividing (i) the aggregate liquidation preferences and accrued and unpaid dividends to the applicable Preferred Conversion Date of the shares of Convertible Preferred Stock to be converted, by (ii) the per share price of the Corporation's Common Stock on the applicable Preferred Conversion Date.

(h) *Status of Redeemed, Repurchased, or Converted Shares.* All shares of Convertible Preferred Stock redeemed or repurchased by the Corporation or converted into shares of the Corporation's Common Stock shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

(i) *No Sinking Fund.* The shares of Convertible Preferred Stock shall not be subject to any sinking fund or other obligation on the part of the Corporation to redeem or repurchase.

FIFTH: (a) The number of directors constituting the entire Board shall be not less than three nor more than fifteen as fixed from time to time by vote of a majority of the entire Board; provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office, and provided further, that the number of directors constituting the entire Board shall be nine until otherwise fixed by a majority of the entire Board.

(b) The Board shall be divided into three classes, as nearly equal in numbers as the then total number of directors constituting the entire Board permits with the term of office of one class expiring each year. At the annual meeting of stockholders in 2001, directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting, directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. Any vacancies in the Board for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders. Subject to the foregoing, at each annual meeting of stockholders the successors to the class of

directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting.

(c) Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation, any director or the entire Board of the Corporation may be removed at any time, but only for cause. Notwithstanding the foregoing, and except at otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provisions of section (c) of this Article FIFTH shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

SIXTH: The Board shall have power, without stockholder action, to make Bylaws for the Corporation and to amend, alter or repeal any Bylaws.

The powers and authorities herein conferred upon the Board are in furtherance and not in limitation of those conferred by the laws of the State of Delaware. In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Amended and Restated Certificate of Incorporation and of the Bylaws of the Corporation.

To the full extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, the personal liability of a director to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated; *provided, however*, that such personal liability shall not be eliminated hereby (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the date when this provision shall have become effective pursuant to Sections 242, 245 and 103 of the General Corporation Law of the State of Delaware. Elimination of such personal liability is not intended to eliminate or narrow any protection otherwise applicable to directors.

SEVENTH: No action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

EIGHTH: In addition to any affirmative vote required by law or this Amended and Restated Certificate of Incorporation, any Business Combination (as defined below) shall require the affirmative vote of the holders of at least  $66\frac{2}{3}\%$  of the outstanding shares of capital stock of the Corporation represented and voting at a duly held meeting at which a quorum is present. Such affirmative vote shall be required notwithstanding the fact that no vote may otherwise be required, or that some lesser percentage may be specified by law or in any agreement or otherwise.

The term "Business Combination" as used in this Article shall mean any of the following:

- (i) any merger of the Corporation into, or any consolidation of the Corporation with, any other firm, corporation or entity (a "person"), other than any corporation of which a majority of the Voting Securities (as defined below) is owned directly or indirectly by the Corporation; or
- (ii) any sale, lease, exchange or other transfer to any individual or person of all or substantially all of the assets of the Corporation (other than a mortgage or pledge of the assets of the Corporation) in one or more related transactions; or
- (iii) the adoption of any plan for the liquidation or dissolution of the Corporation.

For purposes of this Article, Voting Securities shall mean all shares of the capital stock of such corporation entitled to vote generally in the election of directors.

NINTH: Elections of directors need not be by ballot unless the Bylaws of the Corporation provide otherwise.

TENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by law and this Amended and Restated Certificate of Incorporation; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article TENTH.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed under the seal of the Corporation this 15<sup>th</sup> day of June, 2011.

AECOM TECHNOLOGY CORPORATION

By: 

Vice President  
Assistant General Counsel

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**AECOM TECHNOLOGY CORPORATION**

**AECOM Technology Corporation**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the following resolution was duly adopted by unanimous vote of the Board of Directors of the Corporation, proposing the following amendment to the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directing that such amendment be submitted to the stockholders of the Corporation for their consideration at the 2014 annual meeting of the Corporation's stockholders. The resolution is as follows:

**RESOLVED:** That the Certificate of Incorporation of the Corporation be amended by changing the FIFTH Article thereof so that, as amended, said Article shall read as follows:

FIFTH: (a) The number of directors constituting the entire Board shall be not less than three nor more than fifteen as fixed from time to time by vote of a majority of the entire Board; provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office, and provided further, that the number of directors constituting the entire Board shall be nine until otherwise fixed by a majority of the entire Board.

(b) Subject to the rights of the holders of any Preferred Stock, or series thereof, to elect directors:

(1) From the effectiveness of this Certificate filed with the Secretary of State of the State of Delaware until the election of directors at the 2015 annual meeting of stockholders (each annual meeting of stockholders, an "Annual Meeting"), pursuant to Section 141(d) of the General Corporation Law of the State of Delaware, the Board shall be divided into three classes of directors, Class I, Class II and Class III (each class as nearly equal in number as possible) with the directors in Class I having a term expiring at the 2015 Annual Meeting, the directors in Class II having a term expiring at the 2016 Annual Meeting and the directors in Class III having a term expiring at the 2017 Annual Meeting. Directors in

each class may be removed only with cause pursuant to subparagraph (d) of this Article FIFTH.

(2) Commencing with the election of directors at the 2015 Annual Meeting, pursuant to Section 141(d) of the General Corporation Law of the State of Delaware, the Board shall be divided into two classes of directors, Class I and Class II, with the directors in Class I having a term that expires at the 2016 Annual Meeting and the directors in Class II having a term that expires at the 2017 Annual Meeting. Directors in each class may be removed only with cause pursuant to subparagraph (d) of this Article FIFTH. The successors of the directors who, immediately prior to the 2015 Annual Meeting, were members of Class I (and whose terms expire at the 2015 Annual Meeting) shall be elected to Class I; the directors who, immediately prior to the 2015 Annual Meeting, were members of Class II and whose terms were scheduled to expire at the 2016 Annual Meeting shall become members of Class I; and the directors who, immediately prior to the 2015 Annual Meeting, were members of Class III and whose terms were scheduled to expire at the 2017 Annual Meeting shall become members of Class II with a term expiring at the 2017 Annual Meeting.

(3) Commencing with the election of directors at the 2016 Annual Meeting, pursuant to Section 141(d) of the General Corporation Law of the State of Delaware, there shall be a single class of directors, Class I, with all directors of such class having a term that expires at the 2017 Annual Meeting. All such directors may be removed only with cause pursuant to subparagraph (d) of this Article FIFTH. The successors of the directors who, immediately prior to the 2016 Annual Meeting, were members of Class I (and whose terms expire at the 2016 Annual Meeting) shall be elected to Class I for a term that expires at the 2017 Annual Meeting, and the directors who, immediately prior to the 2016 Annual Meeting, were members of Class II and whose terms were scheduled to expire at the 2017 Annual Meeting shall become members of Class I with a term expiring at the 2017 Annual Meeting.

(4) From and after the election of directors at the 2017 Annual Meeting, the Board shall cease to be classified as provided in Section 141(d) of the General Corporation Law of the State of Delaware, and the directors elected at the 2017 Annual Meeting (and each Annual Meeting thereafter) shall be elected for a term expiring at the next Annual Meeting. Such directors may be removed with or without cause pursuant to subparagraph (d) of this Article FIFTH.

(c) Any vacancies in the Board for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board, acting by a majority of the directors then in office, although less than a quorum. In the event of any increase or decrease in the authorized number of directors at any time during which the Board is divided into a class or classes: (1) each director then serving shall nevertheless continue as a director of the class of which he is a member until the expiration of his term or his prior death, retirement, resignation or removal;

and (2) except to the extent that an increase or decrease in the authorized number of directors occurs in connection with the rights of holders of Preferred Stock to elect additional directors, the newly created or eliminated directorships resulting from any increase or decrease shall be apportioned by the Board among the class or classes as nearly equal in number as the then total number of directors constituting the whole board of directors permits. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders

(d) Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation, prior to the election of directors at the 2017 Annual Meeting when the Board shall cease to be classified, any director or the entire Board of the Corporation may be removed at any time, but only for cause. From and after the election of directors at the 2017 Annual Meeting when the Board shall cease to be classified, any director or the entire Board of the Corporation may be removed at any time with or without cause. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provisions of section (c) of this Article FIFTH shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

**SECOND:** On March 6, 2014, the Corporation's 2014 annual meeting of stockholders was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares voted in favor of the amendment to the Certificate of Incorporation affected by this Certificate.

**THIRD:** The aforesaid amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, AECOM Technology Corporation has caused this Certificate to be signed this 9<sup>th</sup> day of July, 2014.

AECOM TECHNOLOGY CORPORATION

By: /s/ David Y. Gan

Name: David Y. Gan

Title: Senior Vice President, Assistant General  
Counsel and Assistant Secretary



CERTIFICATE OF CORRECTION OF  
AMENDED AND RESTATED CERIFICATE OF INCORPORATION OF  
AECOM TECHNOLOGY CORPORATION

AECOM Technology Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

1. The name of the Company is
2. An Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation") was filed with the Secretary of State of the State of Delaware on June 15, 2011 and said Certificate of Incorporation requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Incorporation to be corrected is that it inadvertently omitted the Certificate of Designation, Preferences, Rights and Limitations of Series E Preferred Stock of the Company which was filed with the Secretary of State on September 7, 2004.
4. The Certificate of Incorporation is corrected by inserting as a new Article FOURTH, Section 4, the following:

“4. Pursuant to the authority conferred upon the Board of Directors of the Company by this Article FOURTH, the Board of Directors created a series of 20 shares of Preferred Stock designated as Series E Preferred Stock (the “Series E Preferred Stock”) by filing a Certificate of Designation of the Company with the Secretary of State of the State of Delaware on September 7, 2004, and the voting powers, designations, preferences and relative, participating, optional and other rights, and qualifications, limitations or restrictions of the Series E Preferred Stock are set forth in Appendix A hereto and are incorporated herein by reference.”
5. The Certificate of Incorporation is further corrected by attaching Appendix A hereto as Appendix A to the Certificate of Incorporation.
6. All other provisions of the Certificate of Incorporation remain unchanged.

IN WITNESS WHEREOF, the Company has caused this Certificate of Correction to be executed as of the 12th day of November, 2014.

AECOM TECHNOLOGY CORPORATION

/s/ DAVID Y. GAN

By: \_\_\_\_\_

Name: David Y. Gan

Title: Senior Vice President and Assistant General Counsel

## APPENDIX A

CLASS E PREFERRED STOCK. There is hereby established a series of Preferred Stock designated Class E Preferred Stock (the “Class E Stock”) which will consist of the number of shares and have the following powers, preferences, rights, qualifications, limitations and restrictions:

- (1) Number of Shares. The number of shares of Class E Stock shall be 20. The Corporation is authorized to issue fractional shares.
- (2) Limitation as to Ownership. The shares of Class E Stock may only be issued to and held by the Trustee of the AECOM Technology Corporation Supplemental Trust.
- (3) Voting Rights. Subject to the provisions of Article FIFTH of the Certificate of Incorporation and except as otherwise provided in this Certificate of Designation and General Corporation Law of the State of Delaware, the holders of the Class E Stock shall not be entitled to vote on any matters to be voted on by the Corporation’s stockholders except that the holders of Class E Stock shall be entitled to vote on any matters that are (i) submitted to the holders of the Corporation’s common stock and (ii) which involve:
  - (a) any voluntary liquidation, dissolution or other winding up of the affairs of the Corporation (in connection with the bankruptcy or insolvency of the Corporation or otherwise);
  - (b) the direct or indirect sale, transfer, conveyance or other disposition, in one of a series of related transactions, of all or substantially all of the properties or assets of the Corporation and its Subsidiaries, taken as a whole, to any “person” (as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”)) other than the Corporation or a wholly owned Subsidiary of the Corporation;
  - (c) the consummation of any transaction or series of related transactions (including, without limitation, any merger or consolidation) involving the Corporation the result of which is that any “person” (as defined above) becomes the Beneficial Owner (as defined below), directly or indirectly, of more than fifty percent (50)% of the Voting Stock of the Corporation, measured by voting power rather than number of shares, except for U.S. Trust Company N.A., as trustee of the Corporation’s U.S. Retirement and Savings Plan, Maurant & Co. Trustees Limited, as trustee of the Corporation’s stock or stock option plans in respect of employees based outside of the United States, and any successors, replacements or assigns of such trustees, and any other trustees under the Stock Plans (as defined below). Beneficial Owner has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Exchange Act, except that in calculating the beneficial ownership of any particular “person”, such “person” shall be deemed to have beneficial ownership of all securities that such “person” has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only

upon the occurrence of a subsequent condition. Stock Plans mean all stock, stock unit, stock purchase/loan and option plans and stock repurchase programs of the Corporation for the benefit of past, present and future employees, directors and consultants of the Corporation (as such) and approved by the Board of Directors; or

(d) the initial public offering of the Corporation's common stock made pursuant to the Securities Act of 1933, as amended, on Form S-1 or Form S-3 (as defined in the Securities Act of 1933, as amended) or any successor forms, and following which the Common Stock is listed on the New York Stock Exchange or quoted on The Nasdaq National Market.

The holders of Class E common stock shall be entitled to 100,000 votes per share on all matters to be voted on by the holders of Class E Stock pursuant to this Section (3). Except as otherwise provided by law, the Certificate of Incorporation or herein, the holders of Class E Stock and Common Stock shall vote together as one class on all such matters set forth in this Section (3), along with the holders of any other series of Preferred Stock having the right to vote on the matters set forth in this Section (3).

(4) Dividends. The holders of Class E Stock shares shall not be entitled to receive any dividends.

(5) Liquidation Preference. In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Class E Stock shall be entitled to receive, out of the assets of the Corporation legally available therefor, an amount equal to \$1.00 per share of Class E Stock (the "Liquidation Preference"), and no more, before any payment shall be made or any assets distributed to holders of any class of Common Stock. If upon such liquidation, dissolution or winding up, the available assets of the Corporation for distribution to the holders of capital stock shall be insufficient to permit the payment to such holders of Class E Stock of the full preferential amount as set forth in this Section (5), then the entire remaining assets of the Corporation available to be distributed to the holders of the capital stock shall be distributed ratably among the holders of the Class E Stock and any other shares of Preferred Stock ranking on a parity with the Class E Stock as to the distribution of assets upon such liquidation, dissolution or winding up, provided that the holders of Class E Stock shall not receive any assets pursuant to this Section (5) unless the holders of the Corporation's Class D Convertible Preferred Stock have been paid their respective preferential amount in full. A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this Section.

(6) Redemption at the Option of the Corporation. The Corporation may at any time redeem the whole or any portion of the outstanding shares of Class E Stock by paying therefor in cash an amount per share equal to the Liquidation Preference of a share of Class E Stock (the "Redemption Price"). At least 10 but not more than 60 days prior to the date fixed for redemption (the "Redemption Date"), the Corporation shall mail, postage prepaid, to the holders of record of the shares of Class E Stock at the address of each such holder as it appears on the books of the Corporation, a notice (the "Class E Stock Notice") specifying

the Redemption Date and the number of shares held by such holder to be redeemed. On and after the Redemption Date, each holder of shares of Class E Stock shall surrender to the Corporation the certificate or certificates evidencing such shares at the principal executive offices of the Corporation and shall thereupon be paid in cash an amount equal to the number of shares of Class E Stock surrendered multiplied by the Redemption Price. If the Class E Stock Notice shall have been given as provided herein and if on the Redemption Date funds necessary for the redemption shall be available therefor, then on and after the Redemption Date the certificate or certificates representing the shares of Class E Stock shall represent solely the right to receive the Redemption Price.

(7) Conversion. The holders of Class E Stock shall have no conversion rights whatsoever.

(8) Status of Redeemed or Repurchased Shares. All shares of Class E Stock redeemed or repurchased by the Corporation shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

(9) No Sinking Fund. The shares of Class E Stock shall not be subject to any sinking fund or other obligation on the part of the Corporation to redeem or repurchase.

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**AECOM TECHNOLOGY CORPORATION**

**AECOM Technology Corporation**, a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), hereby certifies as follows:

**FIRST:** That the following resolution was duly adopted by unanimous vote of the Board of Directors of the Corporation on November 20, 2014, proposing the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board declares it advisable and in the best interests of the Corporation to amend the Certificate of Incorporation of the Corporation to change the Corporation name to “AECOM”.

FURTHER RESOLVED, that Board hereby approves the preparation and filing of a Certificate of Amendment to the Certificate of Incorporation of the Corporation (the “Certificate of Amendment”) to effect the name change of the Corporation.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute, deliver and file the Certificate of Amendment with the Secretary of State of Delaware and to pay any fees related to such filing.

**SECOND:** That the Certificate of Incorporation of the Corporation be amended by changing the FIRST Article thereof so that, as amended said Article shall read as follows:

“FIRST: The name of the Corporation is AECOM. The Corporation was originally incorporated under the name The Riley Company, and the original

Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware on January 31, 1980.”

**THIRD:** The aforesaid amendment to the Certificate of Incorporation will take effect on the 5<sup>th</sup> day of January, 2015.

**FOURTH:** The aforesaid amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FIFTH:** All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of  
Amendment to be signed this 5<sup>th</sup> day of January, 2015.

AECOM Technology Corporation

By 

Name: David Y. Gan

Title: Senior Vice President, Assistant General  
Counsel and Assistant Secretary



## ASSISTANT SECRETARY'S CERTIFICATE

### **AECOM TECHNOLOGY CORPORATION a Delaware corporation**

I, Preston Hopson, DO HEREBY CERTIFY that I am the duly elected and acting Assistant Secretary of AECOM Technology Corporation, a corporation organized under the laws of the State of Delaware (the "Corporation"), and the keeper of its records and corporate seal.

I FURTHER CERTIFY that the Corporation's full legal address is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801-0000 and that the Corporation's principal place of business is 1999 Avenue of the Stars, Suite 2600, Los Angeles, CA 90067.

I FURTHER CERTIFY that the Corporation's total assets, as defined in 8 Del. C. 1953, § 503(i), are not less than \$10,000,000.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of the Corporation, this 18<sup>th</sup> day of December, 2014.



  
Preston Hopson  
Assistant Secretary