

8/6/2020

F01000004745

Division of Corporations
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WHEELER BROS., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
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Electronic Filing Menu

Corporate Filing Menu

WHEELER

AUG 07 2020

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000004745

(Document number of corporation (if known))

1. Wheeler Bros., Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. 09/05/2001

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 06/23/2020

5. Wheeler Fleet Solutions, Co.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Thomas Kiernan
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Thomas Kiernan

(Typed or printed name of person signing)

Secretary

(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

07/23/2020

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Wheeler Fleet Solutions, Co.

I, Kathy Boockvar, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Amendment filed on Jun 10, 2020 - Pages (6)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Kathy Boockvar


Secretary of the Commonwealth

Certification Number: TSC200723110964-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

Entity# : 387832
Date Filed : 06/10/2020
Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: CT-COUNTER Name <u>13067477 3</u> Address <u>nicole.grimmo@wheelerbrothers.com</u> City _____ State _____ Zip Code _____ <input type="checkbox"/> Return document by email to _____		Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  TCO200522DD1036
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Read all instructions prior to completing. This form may be sub

Fee: \$70

Check one: ☒ Business Corporation (§ 1915) ☐ Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

Wheeler Bros., Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: C T Corporation System _____ Dauphin _____

3. The statute by or under which it was incorporated: Business Corporation

4. The date of its incorporation: 03/08/1960

(MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

PA DEPT. OF STATE

JUN 22 2020

PA DEPT. OF STATE

JUN 10 2020

DSCB:15-1915/5915-2

6. Check one of the following:

- ☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

- ☒ The amendment adopted by the corporation, set forth in full, is as follows
The name of Wheeler Bros., Inc. is hereby changed to Wheeler Fleet Solutions, Co.
- ☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

9th day of June 2020

Wheeler Bros., Inc.

Name of Corporation

Chad Wheeler

Signature

Chad Wheeler

President

Title

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
WHEELER BROS., INC.**

The undersigned, being all of the members of the board of directors of Wheeler Bros., Inc., a Pennsylvania corporation (the "Corporation"), after having determined it advisable and in the best interests of the Corporation and its sole stockholder VSE Corporation, on this 8th day of June 2020, hereby consent to, and approve and adopt, the following:

WHEREAS, the Corporation's board of directors (the "Board") and officers have determined it best to change the Corporation's name from Wheeler Bros., Inc. to Wheeler Fleet Solutions, Co.;

WHEREAS, it is advisable and in the Corporation's best interests to approve and consummate the name change and authorize the above-referenced transaction;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the name change from Wheeler Bros., Inc. to Wheeler Fleet Solutions, Co. effective the date first written above;

FURTHER RESOLVED, that the Corporation's officers are, and each of them hereby is, authorized to take, from time to time, any and all such actions and to execute and deliver, in the Corporation's name and behalf, any and all of such agreements, instruments, applications, certificates, amendments, waivers and other documents as may be necessary or desirable, in their opinion, or in the opinion of any of them, to effectuate, consummate and comply with the purpose and intent of the foregoing, with such opinion to be conclusively evidenced by his or her execution and delivery of such documents; and

FURTHER RESOLVED, that all actions and transactions of the Corporation authorized pursuant to the foregoing resolutions and taken prior to the adoption of this Unanimous Written Consent are hereby ratified, confirmed and approved by the undersigned.

This Unanimous Written Consent may be executed in counterparts, each of which when executed and delivered shall be deemed an original, and all of which taken together shall constitute one and the same instrument. Each counterpart to this Unanimous Written Consent, to the extent delivered by means of a facsimile machine or by .pdf, .tif, .gif, .jpeg, or similar attachment to an electronic mail message, shall be treated in all manner and respects as an original executed counterpart and shall be considered to have the same binding legal effect as if it were the original signed version delivered in person.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed and delivered this Unanimous Written Consent of the board of directors of Wheeler Bros., Inc. as of the date first written above.




John A. Cuomo

Chad M. Wheeler

Richard J. Hannah

IN WITNESS WHEREOF, the undersigned have executed and delivered this Unanimous Written Consent of the board of directors of Wheeler Bros., Inc. as of the date first written above.

John A. Cuomo



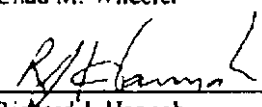
Chad M. Wheeler

Richard J. Hannah

IN WITNESS WHEREOF, the undersigned have executed and delivered this Unanimous Written Consent of the board of directors of Wheeler Bros., Inc. as of the date first written above.

John A. Cuomo

Chad M. Wheeler



Richard J. Hannah