

F0600000 2256

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14 JAN -9 PM 4:58
SECRETARY OF STATE
JAN 14 2014

N/C

01-17-14

DC



The Vertex Companies, Inc.
400 Libbey Parkway
Weymouth, MA 02189
PHONE 781.952.6000 | FAX 781.335.3543
www.vertexeng.com

January 8, 2014

Via Federal Express

Amendment Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida**

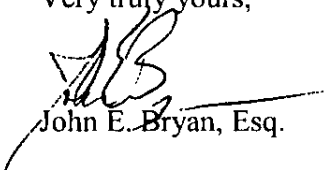
To whom it may concern:

Enclosed for processing, please find the following:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida changing the name of Vertex Construction Services, Inc. to The Vertex Companies, Inc.
2. Payment of \$35.00.
3. Certified copy of Restated Certificate of Vertex Construction Services, Inc., changing its name to The Vertex Companies, Inc. from the State of Delaware.

Should you have any questions or require any additional information, please do not hesitate to contact the undersigned.

Very truly yours,


John E. Bryan, Esq.

Enclosures

cc: Mary Fiore, The Vertex Companies, Inc (via e-mail)
William McConnell, The Vertex Companies, Inc. (via e-mail)



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vertex Construction Services, Inc.

Name of Corporation

DOCUMENT NUMBER: F06000002256

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Fiore

Name of Contact Person

The Vertex Companies, Inc.

Firm/Company

400 Libbey Parkway

Address

Weymouth, MA 02189

City/State and Zip Code

mary.fiore@vertexeng.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary Fiore

Name of Contact Person

at (**781**) **952-6000**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F06000002256

(Document number of corporation (if known))

FILED
14 JAN -9 PM 4:58
SECRETARY OF STATE
ALL CHARGES PAID

1. Vertex Construction Services, Inc.

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

2. Delaware

(Incorporated under laws of)

3. April 6, 2006

(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? December 5, 2013

5. The Vertex Companies, Inc.

(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)

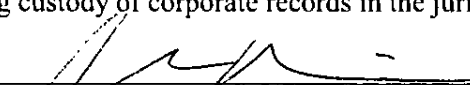
6. If the amendment changes the period of duration, indicate new period of duration.

(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.


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

James B. O'Brien

(Typed or printed name of person signing)

Director

(Title of person signing)

Delaware

PAGE 1

The First State

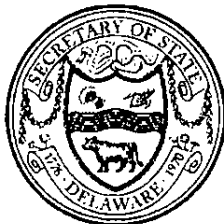
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "VERTEX CONSTRUCTION SERVICES, INC.", CHANGING ITS NAME FROM "VERTEX CONSTRUCTION SERVICES, INC." TO "THE VERTEX COMPANIES, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 2013, AT 4:44 O'CLOCK P.M.

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

4054662 8100

131384004

You may verify this certificate online
at corp.delaware.gov/authver.shtml




AUTHENTICATION: 0952950

DATE: 12-05-13

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VERTEX CONSTRUCTION SERVICES, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Vertex Construction Services, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Vertex Construction Services, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on November 2, 2005 under the name Vertex Construction Services, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows (as amended and restated, the "Amended and Restated Certificate"):

Article I: Name

The name of this corporation is The Vertex Companies, Inc. (the "Corporation").

Article II: Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

Article III: Purpose

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

Article IV: Authorized Shares

A. **Number of Authorized Shares.** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,500,000 shares of Common Stock,

\$0.001 par value per share ("**Common Stock**") of which 1,497,819 shares are hereby designated as "**Class A Common Stock**" and 2,181 shares are designated as "**Class B Common Stock**".

B. Voting Rights. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The holders of Class B Common Stock shall have no voting rights with respect shares of Class B Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

C. Pari Passu. Other than for the difference in voting rights as described in this Article IV above, shares of Class A Common Stock and Class B Common Stock shall be pari passu for all other corporate purposes, including but not limited to, distribution of dividends, redemptions and payments.

D. Automatic Conversion. Upon this Amended and Restated Certificate becoming effective, each share of the Corporation's Common Stock, issued and outstanding immediately prior to the time this Amended and Restated Certificate becomes effective ("**Effective Time**"), shall automatically be converted into 44.5144 validly issued, fully paid and non-assessable shares of Class A Common Stock, with any resulting fractional shares rounded up the next whole number, without any further action by the Corporation or the holder thereof. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("**Old Certificates**") shall thereafter represent that number of shares of Class A Common Stock into which the shares of Common Stock represented by such Old Certificate shall have been converted.

Article V: Bylaws Provisions.

A. Amendment of Bylaws. Subject to any additional vote required by this Amended and Restated Certificate or the Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation. The stockholders of the Corporation shall also have the power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate, the affirmative vote of the holders of at least a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Corporation.

B. Number of Directors. Subject to any additional vote required by this Amended and Restated Certificate, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

C. **Ballot.** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

D. **Meetings and Books.** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

Article VI: Director Liability.

A. **Limitation.** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

B. **Indemnification.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

C. **Modification.** Any amendment, repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

Article VII: Amendments

The Corporation reserves the right to amend, alter or repeal any provision contained in this Amended and Restated Certificate, in the manner now or hereafter prescribed by law, and all rights conferred upon the stockholders herein are granted subject to this reservation.

* * *

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. That this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 5th day of December, 2013.

By: /s/ William McConnell Jr.
William McConnell Jr., President
Hereunto Duly Authorized