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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

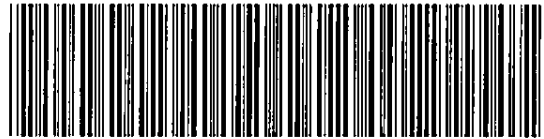
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FILED
2023 OCT 11 PM 4:34
TALLAHASSEE, FLORIDA



October 10, 2023

Florida Department of State
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: Change of Name
Change of Jurisdiction**

To Whom it May Concern:

Please be advised that effective August 8, 2023, Sunera Technologies, Inc. has changed its name to **Sutherland Digital Services, Inc.** and has also changed jurisdiction of incorporation from Michigan to **Delaware**.

Therefore, please find enclosed a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Sunera Technologies, Inc. along with supporting documentation of the change(s) and a check in the amount of \$35 representing the filing fee.

Should you have any questions or require further information, please do not hesitate to contact me at kimberly.brisson@sutherlandglobal.com or by phone at (585) 754-0642.

Sincerely,

Kimberly Brisson
Regulatory Compliance Manager

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Sunera Technologies, Inc.

Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly Brisson

Name of Contact Person

Sutherland Digital Services, Inc.

Firm/Company

14090 Southwest Freeway, Suite 300

Address

Sugar Land, TX 77478

City/State and Zip Code

kimberly.brisson@sutherlandglobal.com

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

For further information concerning this matter, please call:

Kimberly Brisson

at (585) 754-0642

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

(Document number of corporation (if known))

1. Sunera Technologies, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Michigan 3. 01/27/2009
(Incorporated under laws of) (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? 08/08/2023
5. Sutherland Digital Services, 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.

Delaware

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

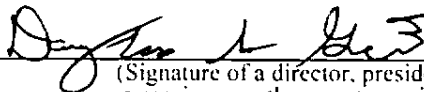
Signature of New Registered Agent, if changing

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Douglass A. Gilbert	175 Sully's Trail, Suite 301	<input checked="" type="checkbox"/> Add
		Pittsford, NY 14534	<input type="checkbox"/> Remove
Secretary	Sriram Panchapakesan	175 Sully's Trail, Suite 301	<input checked="" type="checkbox"/> Add
		Pittsford, NY 14534	<input type="checkbox"/> Remove
Treasurer	Srikanth Reddy Pakala	175 Sully's Trail, Suite 301	<input checked="" type="checkbox"/> Add
		Pittsford, NY 14534	<input type="checkbox"/> Remove
President	Reddy, Ravi	631 E Big Beaver Road, Suite 109	<input type="checkbox"/> Add
		Troy, MI 48083	<input checked="" type="checkbox"/> Remove
Director	Mareddi, Rekha	631 E Big Beaver Road, Suite 109	<input type="checkbox"/> Add
		Troy, MI 48083	<input checked="" type="checkbox"/> Remove

10. 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)

Douglass A. Gilbert

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35.00

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2023 OCT 11 PM 4:34

FILED

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF
"SUTHERLAND DIGITAL SERVICES INC." FILED IN THIS OFFICE ON THE
EIGHTH DAY OF AUGUST, A.D. 2023, AT 12:36 O'CLOCK P.M.



7611498 8100F
SR# 20233192013

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203917703
Date: 08-08-23

Delaware

The First State

Page 1

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 CONVERSION OF A MICHIGAN CORPORATION
UNDER THE NAME OF "SUNERA TECHNOLOGIES INC." TO A DELAWARE
CORPORATION, CHANGING ITS NAME FROM "SUNERA TECHNOLOGIES INC." TO
"SUTHERLAND DIGITAL SERVICES INC.", FILED IN THIS OFFICE ON THE
EIGHTH DAY OF AUGUST, A.D. 2023, AT 12:36 O'CLOCK P.M.



7611498 8100F
SR# 20233192013

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203917703
Date: 08-08-23

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Non-Delaware Corporation first formed is Michigan.
2. The jurisdiction immediately prior to filing this Certificate is Michigan.
3. The date the Non-Delaware Corporation first formed is November 2, 2004.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Sunera Technologies Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Sutherland Digital Services Inc.
6. This Certificate shall be effective upon its filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 7th day of August, 2023.

SUNERA TECHNOLOGIES INC, a Michigan corporation

By: DocuSigned by:
Douglass Gilbert
F5B861AFACF8419
Douglass Gilbert, President

**CERTIFICATE OF INCORPORATION
OF
SUTHERLAND DIGITAL SERVICES INC.**

FIRST: The name of the corporation is Sutherland Digital Services Inc. (the "Corporation").

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

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the "DGCL") or any successor statute.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,500 shares, all of which are Common Stock, \$0.0001 par value per share.

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 a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Corporation's Board of Directors (the "Board").

2. Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

3. The Board is expressly authorized to adopt, amend, alter or repeal the bylaws of the Corporation.

SIXTH: Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

SEVENTH: 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 applicable 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 such applicable law. Any repeal or modification of this provision shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

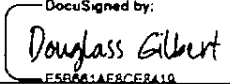
EIGHTH: Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this express reservation.

NINTH: The name and mailing address of the sole incorporator is as follows:

NAME
Douglass Gilbert

MAILING ADDRESS
175 Sully's Trail, Suite 301
Pittsford, New York, 14534

EXECUTED on August 7, 2023.

DocuSigned by:

F5B061AE8CE8A19
Douglass Gilbert, Incorporator