

FD90000001822

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR 23 PM 4:47

Namechris
@ 4.30.15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Civil Engineers of Southwest Ohio, Inc.
Name of Corporation

DOCUMENT NUMBER: F09000001822

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mandy LeBeau
Name of Contact Person

CESO, Inc.
Firm/Company

8534 Yankee St., Suite 2B
Address

Dayton, OH 45458-1889
City/State and Zip Code

lebeau@cesoinc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mandy LeBeau at (937) 435-8584
Name of Contact Person 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)

F09000001822

(Document number of corporation (if known))

1. Civil Engineers of Southwest Ohio, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Ohio
(Incorporated under laws of)

3. 5/1/2009
(Date authorized to do business in Florida)

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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? 3/9/2015

5. CESO, 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.

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

David C. Oakes

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show a Certificate of Amendment of CIVIL ENGINEERS OF SOUTHWEST OHIO, INC., an Ohio Corporation, Charter No. 714011, changing its corporate title to: CESO, INC., was filed March 09, 2015. Said Corporation, CESO, INC., an Ohio Corporation, Charter No. 714011; having its principal location in Centerville, County of Montgomery, was incorporated on December 04, 1987, is in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 9th day of April, A.D. 2015.

Jon Husted

Ohio Secretary of State

201507101344

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/13/2015	201507101344	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00	.00	.00	.00

Receipt

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

TAFT LAW OFFICES
JANET YAHLE
40 N MAIN ST #1700
DAYTON, OH 45423

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

714011

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CESO, INC.

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

Document(s):
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
201507101344

Effective Date: 03/09/2015



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
13th day of March, A.D. 2015.

Jon Husted

Ohio Secretary of State



Form 540 Prescribed by:

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

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

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50

Check appropriate box:

- ☒ Amendment to existing Articles of Incorporation (125-AMDS)
☐ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

Check one box below and provide information as required:

- ☐ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

- ☒ The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)



- ☐ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

- ☐ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

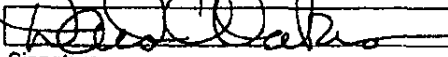
A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

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


Signature

By (if applicable)

David C. Oakes, President
Print Name

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

By (if applicable)

Print Name

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING
OF THE DIRECTORS OF
CIVIL ENGINEERS OF SOUTHWEST OHIO, INC.**

Pursuant to Section 1701.70(B)(6) of the Ohio Revised Code, the undersigned, being all of the Directors of **CIVIL ENGINEERS OF SOUTHWEST OHIO, INC.**, an Ohio corporation (the "Corporation"), do hereby affirmatively vote for, consent to and adopt the following resolutions:

REVOLVED, that Article First of the Articles of Incorporation of the Corporation be and hereby is, amended to read as follows:

FIRST. The name of said corporation shall be **CESO, Inc.**

FURTHER RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to take all action necessary to implement the foregoing resolution, including, without limitation, causing a Certificate of Amendment of Articles of Incorporation to be filed with the Ohio Secretary of State.

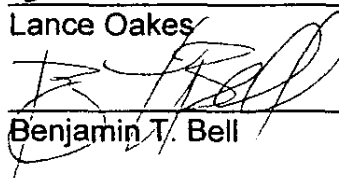
IN WITNESS WHEREOF, the undersigned has executed this Consent effective as of the 3rd day of March, 2015.



David C. Oakes



Lance Oakes



Benjamin T. Bell

Form 590 Prescribed by:

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: (877) SOS-FILE (767-3453)

www.OhioSecretaryofState.gov

Bussenv@OhioSecretaryofState.gov

Consent for Use of Similar Name

(To be filed with new business formation document or amendment to change business name where a name conflict will occur.)

Name of Entity/Individual Giving Consent Civil Engineers of Southwest Ohio, Inc.

Charter/Registration/License Number of Entity giving Consent 714011

Gives it Consent To Civil Engineers of Southwest Ohio, Inc.

To Use The Name	CESO, Inc.
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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

Consent form must be signed by an authorized representative of the consenting entity.

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

By (if applicable)

David C. Oakes, President

Print Name

Signature

By (if applicable)

Print Name