

FO9000004613

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

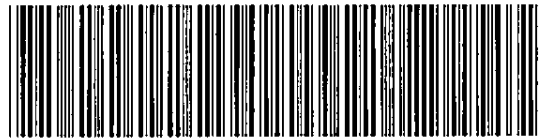
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

JAN 31 2023

Office Use Only



300400895803

JAN 31 2023

02/01/23--01003--005 \*\*35.00

FILED  
2023 APR 27 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FL

*Amend/Name Change*

MAY 16 2023

D CUSHING

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** foreign profit corp authorized to conduct business in Florida name change from Orbital Energy

Name of Corporation

**DOCUMENT NUMBER:** F09000004613

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Larry G. Rightmyer

Name of Contact Person

Orbital Infrastructure Group, Inc.

Firm/Company

546 19 Ave. NE

Address

St. Petersburg, FL 33704

City/State and Zip Code

lrightmyer@orbinf.com

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

For further information concerning this matter, please call:

Larry G. Rightmter

at ( 727 ) 455-7201

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy

☐ \$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

SECRETARY OF STATE  
TALLAHASSEE, FL

2023 APR 27 PM 4:40

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 7, 2023

LARRY G. RIGHTMYER  
ORBITAL INFRASTRUCTURE GROUP, INC.  
546 19 AVENUE NE  
ST PETERSBURG, FL 33704

SUBJECT: CUI GLOBAL, INC.  
Ref. Number: F09000004613

We have received your document for CUI GLOBAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You will need to file a name change amendment for each name change so that our records will match what has actually taken place with this entity. You have 3 separate amendments in documents you have submitted with this filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 723A00007918

**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)**

F09000004613

(Document number of corporation (if known))

1. Orbital Energy Group, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Colorado 3. 118/20/2009  
(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? 7/21/2022
5. Orbital Infrastructure Group, 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.

n/a

(New duration)

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

Texas

(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 n/a

(Florida street address)

New Registered Office Address: n/a, 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.*

n/a

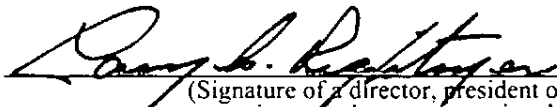
Signature of New Registered Agent, if changing

FILED  
2023 APR 27 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
n/a			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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0. 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)

Larry G. Rightmeyer

(Typed or printed name of person signing)

Admin. Dir.

(Title of person signing)

**FILING FEE \$35.00**

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



John B. Scott  
Secretary of State

## Office of the Secretary of State

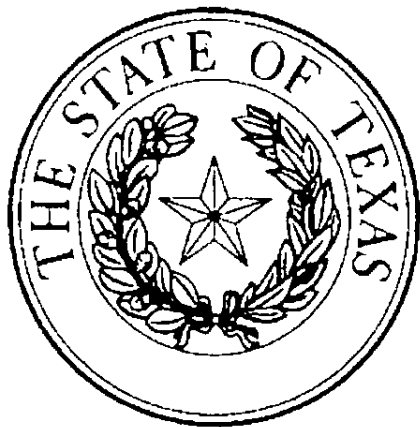
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Orbital Infrastructure Group, Inc.  
Filing Number: 804665685

Certificate of Conversion

July 21, 2022

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 09, 2022.



A handwritten signature in black ink, appearing to read "John B. Scott".

John B. Scott  
Secretary of State

JUL 21 2022

**Certificate of Conversion**                      **Corporations Section**  
**Converting a Foreign Entity to a Texas Filing Entity**

This Certificate of Conversion dated July 21, 2022, is filed on behalf of Orbital Energy Group, Inc., a Colorado corporation (the "converting entity").

1. The jurisdiction of the formation of the converting entity is Colorado.
2. The date of formation of the converting entity is April 21, 1998.
3. The converting entity is converting into a Texas corporation named Orbital Infrastructure Group, Inc., a Texas corporation (the "converted entity").
4. Instead of attaching the Plan of Conversion (the "Plan"), the converting entity certifies that a signed copy of the Plan is on file at the corporate principal place of business of the converting entity, 1924 Aldine Western, Houston, Texas 77038-1204.
5. A signed copy of the Plan will be on file after the conversion at the principal place of business of the converted entity 1924 Aldine Western, Houston, Texas 77038-1204.
6. The Plan will be, on written request, furnished without cost, by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting entity or the converted entity.
7. The certification of formation of the converted entity is attached as Exhibit A to this Certificate of Conversion.
8. The Plan has been approved as required by the laws of Colorado and the governing documents of the converting entity.
9. This document becomes effective when the document is accepted and filed by the Texas Secretary of State.
10. In lieu of providing a tax certificate, Orbital Infrastructure Group, Inc., the converted entity, is liable for any franchise taxes that may be owed by the converting entity.

IN WITNESS WHEREOF, Orbital Energy Group, Inc., a Colorado corporation, has caused this Certificate of Conversion to be executed by its duly authorized representative as of the date first stated above.

Orbital Energy Group, Inc.,  
a Colorado corporation  
the converting entity

By: WJ Clough  
William J. Clough  
Executive Chairman and CLO

**RECEIVED**

JUL 21 2022

**Secretary of State**

**Certificate of Formation  
of  
Orbital Infrastructure Group, Inc.  
a Texas For-Profit Corporation**

This certificate of formation ("Certificate of Formation") is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code, as amended from time to time (the "TBOC.")

**ARTICLE I**

**Entity Name, Type, and Initial Mailing Address**

The name of the entity is Orbital Infrastructure Group, Inc. (the "Corporation"). The Corporation is a for-profit corporation. The initial mailing address of the Corporation is 1924 Aldine Western, Houston, Texas 77038-1204.

**ARTICLE II**

**Registered Agent and Registered Office**

The initial registered agent of the Corporation is an individual resident of Texas whose name is William J. Clough. The business address of the registered agent and the registered office address is 1924 Aldine Western, Houston, Texas 77038-1204.

**ARTICLE III**

**Corporate Address**

The address of the Corporation's principal office in this state is: 1924 Aldine Western, Houston, Texas 77038-1204.

**ARTICLE IV**

**Capital**

The aggregate number of shares which the Corporation shall have the authority to issue is 335,000,000 shares of which a portion shall be common stock and a portion shall be preferred stock, as described below.

1. **Common Stock:** The aggregate number of common stock shares which the Corporation shall have the authority to issue is 325,000,000, each with \$0.001 par value which shares shall be designated as "Common Stock." Subject to all of the rights of the Preferred stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in this Certificate of Formation, including, but not limited to, the following rights and privileges;

- a) Dividends may be declared and set apart for payment on the Common Stock or of any assets or funds of the Corporation legally available for the payment of dividends;
- b) The holders of Common Stock shall have unlimited voting rights, including the right to vote for the election of directors and on all other matters requiring stockholder action. Each holder of Common Stock shall have one vote for each share of Common Stock standing in the holder's name on the books of the Corporation and entitled to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.
- c) On the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all of the Corporation's obligations and amounts payable in liquidation, dissolution or winding up, and subject to



the rights of the holders of Preferred Stock, if any, the net assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

2. **Preferred Stock.** The aggregate number of preferred shares which this corporation shall have the authority to issue is 10,000,000 shares, each with \$0.001 par value, which shares shall be designated "Preferred Stock." Shares of Preferred Stock may be issued from time to time in one or more series as determined by the Board of Directors. The Board of Directors is hereby authorized, by resolution or resolutions, to provide from time to time, out of the unissued shares of Preferred Stock, not then allocated to any series of Preferred Stock, for a series of the Preferred Stock. Each such series shall have distinctive serial designations. Before any shares of any such series of Preferred Stock are issued, the Board of Directors shall fix and determine, and is hereby expressly empowered to fix and determine, by resolution or resolutions, the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof as provided by Texas law.

3.

#### **ARTICLE V Perpetual Existence**

The Corporation shall have perpetual existence.

#### **ARTICLE VI Formation Purpose**

The Corporation is formed for the purpose of transacting any and all lawful business as a for-profit corporation organized under the TBOC.

#### **ARTICLE VII Plan of Conversion**

This Certificate of Formation is being filed under a plan of conversion. The name of the prior entity is Orbital Energy Group, Inc. The prior entity was located at 1924 Aldine Western, Houston, Texas 77038-1204. It was formed on April 21, 1998 as a corporation pursuant to the laws of and in the jurisdiction of Colorado.

#### **ARTICLE VII Special Shareholder Meetings**

Special shareholders' meetings may be called by the Executive Chairman, Chief Executive Officer, Board of Directors, holders of not less than 35% of all of the shares entitled to vote at the proposed meeting or such additional parties as authorized by the bylaws.

#### **ARTICLE IX Shareholder Action by Less than Unanimous Written Consent.**

For any action required or permitted by the TBOC, this Certificate of Formation, or this Corporation's Bylaws to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if one or more written consents setting forth the action so taken shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted, constituting at least a majority of the outstanding shares entitled to vote thereon.

The last dated signing of a holder for such written consent shall not be later than the 60<sup>th</sup> day of the first dated signing by a holder for the written consent. The Corporation shall promptly notify any holder who did not sign such written consent about the action that is subject of the written consent.

Notwithstanding anything contained in this Certificate of Formation to the contrary, the affirmative vote of at least a majority of the then outstanding voting shares of the Corporation shall be required to amend, repeal, or adopt any provision inconsistent with this Article if such a resolution is submitted by the Board of Directors to the shareholders for consideration.

#### **ARTICLE X**

##### **Voting Quorum**

Unless otherwise ordered by a court of competent jurisdiction, at all meetings of shareholders one-third of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

#### **ARTICLE XI**

##### **Preemptive Rights**

A shareholder of the corporation shall not be entitled to a preemptive right to purchase, subscribe for, or otherwise acquire any unissued shares of stock of the corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued shares.

#### **ARTICLE XII**

##### **Cumulative Voting**

The shareholders shall not be entitled to use cumulative voting in the election of directors.

#### **ARTICLE XIII**

##### **Initial Board of Directors**

The Corporation is to be managed by a board of directors (the "Board of Directors.") The initial Board of Directors of the Corporation shall consist of the following eight named individuals, who shall serve as directors until the next annual meeting of shareholders and until their successor is elected and qualified, is as follows: James F. O'Neil, William J. Clough, Corey A. Lambrecht, C. Stephen Cochennet, Sarah Tucker, Jerry Sue Thornton, Paul T. Addison, LaForrest V. Williams. The address as to all is: 1924 Aldine Western, Houston, Texas 77038-1204.

The number of directors shall be fixed in accordance with the Bylaws, or if the Bylaws fail to fix such number, then by resolution adopted from time to time by the Board of Directors, provided that the number of directors shall not be less than one. At present the number of directors is set at no more than 12.

#### **ARTICLE XIV**

##### **Bylaws Amendment**

The Corporate Bylaws may be amended by the vote of at least two-thirds of the members of the Board of Directors or by two-thirds of the holders of the outstanding shares entitled to vote, provided that any amendment to the Bylaw Anti-takeover Provisions requires approval by either (i) a majority of the continuing and unaffiliated directors and holders of a majority of the Company's

outstanding shares or (ii) a majority of all of the Company's directors and holders of at least 66 and 2/3% of the Company's outstanding shares not held by the "affiliated shareholder".

#### **ARTICLE XV**

##### **Certificate of Formation Amendment**

An amendment to the Certificate of Formation requires the approval by holders of a majority of the outstanding shares entitled to vote thereon.

#### **ARTICLE XVI**

##### **Effectiveness of Filing**

This Certificate of Formation becomes effective when it is filed by the Texas Secretary of State.

#### **ARTICLE XVII**

##### **Director's Limited Liability**

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent the director is found liable for: (1) a breach of the director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's duties; or (4) an act or omission for which the liability of a director is expressly provided by applicable law.

#### **ARTICLE XVIII**

##### **Indemnification**

1. Pursuant to the terms of the TBOC, Title 1, Chapter 8, Subchapters A-C, as amended from time to time (the "Indemnification Sections"), the Corporation shall indemnify and advance expenses to a director or officer in connection with a proceeding to the fullest extent permitted or required by and in accordance with the Indemnification Sections.

2. The Corporation may, as determined by the Board of Directors of the Corporation in a specific instance or by resolution of general application, indemnify and advance expenses to an employee, fiduciary, agent or such other non-governing persons in connection with a proceeding to the extent permitted or required by and in accordance with the Indemnification Sections.

3. This Article XVIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under this Certificate of Formation, any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The rights provided under this Article shall continue as to a person who has ceased to be in this position which entitled him to such indemnification and shall inure to the benefit of the heirs, estate or personal representative of such a person. This Article shall not be deemed to preclude the Corporation from indemnifying other persons from similar or other expenses and liabilities as the Board of Directors of the Corporation may determine in a specific instance or by resolution of general application.

#### **ARTICLE XIX**

##### **Directors' Conflicting Interests Transactions**

1. **Conflicting Interest Transaction.** As used in this section, "Conflicting Interest Transaction" means any of the following:

- (a) A loan or other assistance by the Corporation to a director of the Corporation or to an entity in which a director of the Corporation is a director or officer or has a financial interest;
- (b) A guaranty by the Corporation of an obligation of a director of the Corporation or of any obligation of an entity in which a director of the Corporation is a director or officer or has a financial interest; or
- (c) A contract or transaction between the Corporation and a director of the Corporation or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest.

Conflicting Interest Transaction shall not include any transactions which are deemed not to be Conflicting Interest Transactions under the TBOC.

**2. Effect of Conflicting Interest Transaction.** No Conflicting Interest Transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the Corporation, solely because the Conflicting Interest Transaction involves a director of the Corporation or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors which authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose. It:

- (a) The material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors of the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the shareholders; or
- (c) The Conflicting Interest Transaction is fair as to the Corporation.

**3. Common or Interested Directors.** Common or interested directors may be counted in determining the presences of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

**4. Notice to Shareholders.** The Board of Directors of the Corporation or a committee thereof shall not authorize a loan by the Corporation to a director of the Corporation or to an entity in which a director of the Corporation is a director or officer or has a financial interest, or a guaranty, by the Corporation of an obligation of a director of the Corporation or of an obligation of an entity in which a director of the Corporation is a director or officer or has a financial interest, as provided in paragraph (a) of section (2) of this Article until at least 10 days after written notice of the proposed authorization of the loan or guaranty has been given to the shareholders who would be entitled to vote thereon if the issue of the loan or guaranty were submitted to a vote of the shareholders.

#### **ARTICLE XX**

##### **Distributions to Shareholders**

The Corporation may pay distributions on its shares without considering the amount that would be needed if the Corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution to shareholders whose preferential rights are superior to those receiving the distributions.

#### **ARTICLE XXI**

##### **Merger or Other Business Combination**

Any merger or other business combination with a third party requires the approval of such transactions by affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon, unless any class or series of shares is entitled to vote as a class thereon, in which event the vote required shall be the affirmative vote of the holders of a majority of the outstanding shares within each class or series of shares entitled to vote thereon as a class and at least a majority of the outstanding shares otherwise entitled to vote thereon.

#### **ARTICLE XXII**

##### **Sale, Lease, or Exchange of Corporate Assets**

The sale, lease, exchange or other disposition of all, or substantially all, of the property and assets of the Corporation requires the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon.

#### **ARTICLE XXIII**

##### **Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

**IN WITNESS WHEREOF**, the below named incorporator signed this Certificate of Formation on July 21, 2022.

*WJ Clough*

\_\_\_\_\_  
William J. Clough,  
Executive Chairman and  
Chief Legal Officer of  
Orbital Energy Group, Inc., the converting entity,  
Orbital Infrastructure Group, Inc., the converted entity,  
and Texas Resident Agent for the converted entity.

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



John B. Scott  
Secretary of State

## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Orbital Infrastructure Group, Inc. (file number 804665685), a Domestic For-Profit Corporation, was filed in this office on July 21, 2022.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 29, 2022.



A handwritten signature of John B. Scott in black ink.

John B. Scott  
Secretary of State