

# FD9000005277

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

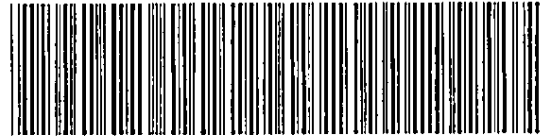
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100344084751

2020 MAY -4 AM 8:18

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O SIMMONS

MAY 05 2020



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 05/04/2020

Name: Chris Vick

Reference #: 1208139

Entity Name: UTILITY CHEMICALS INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

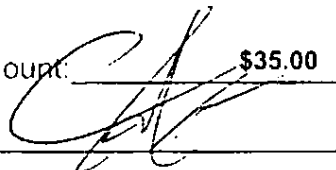
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$35.00

Signature: 



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 20, 2020

COGENCY GLOBAL

SUBJECT: UTILITY CHEMICALS INC.  
Ref. Number: F09000005277

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 120A00008189

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** \_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

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

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person at (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

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

200 MAY -11 AM 8:49

*Signature of New Registered Agent, if changing*

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>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

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)

Jesse B. Flies  
 (Typed or printed name of person signing)

CFO  
 (Title of person signing)

FILING FEE \$35.00

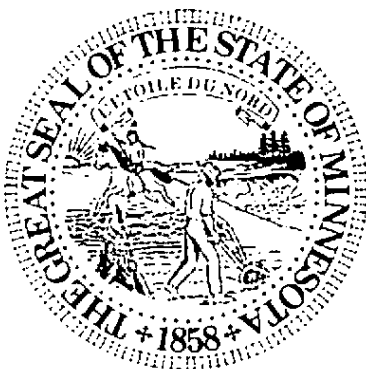
## Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

### Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
03/25/2020	Amendment - Business Corporation (Domestic)	1150650300043

This certificate has been issued on: 04/16/2020



A handwritten signature in cursive script that reads "Steve Simon".

Steve Simon  
Secretary of State  
State of Minnesota



**U.S. WATER SERVICES, INC.**  
a Minnesota corporation

**ARTICLES OF AMENDMENT**

**TO THE**

**ARTICLES OF INCORPORATION**

The undersigned, being an authorized officer of U.S. Water Services, Inc. (the "*Corporation*"), a corporation organized on October 6, 1975, confirms and certifies that these Articles of Amendment have been adopted in accordance with the Minnesota Business Corporation Act, Minnesota Statutes chapter 302A (the "*Act*"), to amend the Articles of Incorporation of the Corporation.

A. The name of the Corporation before the amendment set forth below is U.S. Water Services, Inc.

B. These Articles of Amendment are intended to amend and restate in their entirety the Articles of Incorporation, effective as of the date set forth below, to read in full as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is Kurita America Inc.

**ARTICLE II**  
**PURPOSES**

The Corporation has general business purposes.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation is 6160 Summit Drive North, Suite 205, Brooklyn Center, Minnesota 55430, and the name of the registered agent at that address is Cogency Global Inc. ✓

**ARTICLE IV**  
**SHARES**

All shares of the Corporation are common shares. The aggregate number of shares that the Corporation has the authority to issue is one thousand (1,000) shares, without a par value per share.

1  
consent filed



## **ARTICLE V CUMULATIVE VOTING**

The Corporation does not allow cumulative voting for directors except to the extent required by the Bylaws of the Corporation.

## **ARTICLE VI PREEMPTIVE RIGHTS**

A shareholder shall not have any preemptive rights by virtue of the Act (or similar provisions of future law) to subscribe for, purchase, or acquire any shares of the Corporation, whether unissued, or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for shares. A shareholder shall not have any options or warrants to purchase, subscribe for, or otherwise acquire any new or additional shares, or any bonds, notes, debentures, or other securities convertible into, or carrying options or warrants to purchase, subscribe for, or otherwise acquire, any new or additional shares.

## **ARTICLE VII WRITTEN ACTION BY SHAREHOLDERS**

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present, but in no event may written action be taken by shareholders holding less than a majority of the voting power of all shares entitled to vote on that action.

## **ARTICLE VIII WRITTEN ACTION BY THE BOARD OF DIRECTORS**

Any action required or permitted to be taken by the Board of Directors of the Corporation may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors then in office were present, provided that the action is one for which shareholder approval is not required.

## **ARTICLE IX DIRECTOR LIABILITY**

A director's personal liability to the Corporation or the shareholders for monetary damages for breach of fiduciary duty as a director is eliminated, except for the following actions:

- (a) For any breach of the director's duty of loyalty to the Corporation or the shareholders;
- (b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(c) Under section 302A.559 of the Act or Minnesota Statutes section 80A.76;

(d) For any transaction from which the director derived an improper personal benefit; or

(e) For any act or omission occurring prior to the date these Articles of Incorporation are filed and effective.

In discharging the duties of the position of a director, a director may, in considering the best interest of the Corporation, consider the interests of the Corporation's employees, customers and creditors; the economy of the state and nation; community and societal considerations; and the long-term as well as short-term interests of the Corporation and the shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

If the Act is amended to authorize the further elimination or limitation of the liability of the directors, then the liability of each director to the Corporation, in addition to the limitation on personal liability provided in this Article IX, will be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this Article IX by the shareholders will be prospective only and will not adversely affect any limitation on the personal liability of, or any right or protection as, a director of the Corporation existing at, or with respect to, any act or omission that occurred prior to the date of such repeal or modification.

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C. These Articles of Amendment were adopted by the unanimous written action of the Shareholder and the Board of Directors of the Corporation.

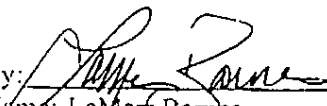
D. These Articles of Amendment do *not* provide for any exchange or cancellation of issued shares.

E. These Articles of Amendment restate the Articles of Incorporation of the Corporation in their entirety, and these Articles of Amendment supersede the original Articles of Incorporation of the Corporation and all prior amendments.

F. These Articles of Amendment shall be effective as of April 1, 2020, at 12:01 a.m.

*[Signature Page Follows]*

The undersigned certifies that he is an authorized officer of the Corporation and that he is authorized to execute and file these Articles of Amendment.

By:   
Name: LaMar Barpes  
Title: Director, CEO

*Signature Page to Articles of Amendment*



**Work Item 1150650300043**  
**Original File Number 2R-158**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
03/25/2020 11:59 PM

A handwritten signature in black ink that reads "Steve Simon". The signature is fluid and cursive.

Steve Simon  
Secretary of State