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**DATE: 04-05-2012**

**NAME: SOLEN HOLDINGS, INC.**

**TYPE OF FILING: APPLICATION BY FOREIGN LLC TO TRANSACT  
BUSINESS IN FLORIDA**

**COST: \$125**

**RETURN:**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Solen Holdings, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James Merritt, U.S. Water Services  
Name of Person  
U.S. Water Services  
Firm/Company  
12270 43rd Street NE  
Address  
St. Michael, MN 55376  
City/State and Zip code  
james.merritt@uswaterservices.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Merritt at ( 763 ) 497-1243  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Solen Holdings, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 45-4661627  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/27/2012 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5521 Parkwood Circle, Bessemer, AL 35022  
(Principal office address)

same  
(Current mailing address)

8. Please see the attached.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 155 Office Plaza Drive

Tallahassee, Florida 32301  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

National Corporate Research

By:

Kathy A. Butler, Asst. Sec.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. \_\_\_\_\_

James Merritt, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

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## Solen Holdings, Inc.

The purpose or purposes for which the corporation is organized are:

- (A) To own and operate a water reuse and waste management equipment sales and service business.
- (B) To buy and sell materials and services of all kinds as it may seem fit either upon its own account, or for a commission or other compensation, and for cash, or upon credit, and to own and operate motor vehicles, and to own and hold stock and bonds in other corporations as it may desire.
- (C) To own and operate any and all kinds of vehicles as may be necessary or convenient in the conduct of a general business as is set forth in the preceding section.
- (D) The corporation desires to do business in any and all of the counties and municipalities of Alabama, and also such other States of the United States as it may desire.
- (E) To acquire, hold, sell, lease, manufacture, rent, buy or otherwise acquire and dispose of supplies, both new and used, parts or accessories or other merchandise necessary for the conduct of the general purpose of the business, or, if convenient or desirable, whether necessary or otherwise, to acquire, hold, own, operate, rent, lease, improve, assign, and sell real estate and personal property of every type and description, to lend money, and do all things necessary and incidental to the successful conduct of the business aforesaid, and generally to do and perform and enjoy the powers conferred by the State of Alabama, and to engage in and transact any and all and every kind of legitimate business not interdicted by the obligations or liabilities of any person, firm, association, or corporation.
- (F) To buy, sell, improve, lease, or otherwise acquire, improve and dispose of real property of every kind and description.
- (G) To do any and all acts or business for which the corporation may be incorporated under the Alabama Business Corporation Act.

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**SOLEN HOLDINGS, INC.**  
**OFFICERS AND DIRECTORS**

<b>Name</b>	<b>Office Held</b>	<b>Address</b>
Allan J. Bly	Chief Executive Officer and Director	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376
James R. Merritt	Chief Financial Officer	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376
David Kessenich	Vice President, Assistant Secretary and Director	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376
Patrick O'Keefe	Vice President and Secretary	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376
Randal J. Meyer	Vice President of Sales	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376
Martin Stephens	Vice President	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376
S. Ryan Heckman	Director	U.S. Water Services 12270 43 <sup>rd</sup> Street NE St. Michael, MN 55376

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOLEN HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF APRIL, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOLEN HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9483525

DATE: 04-05-12