

F13000004876

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

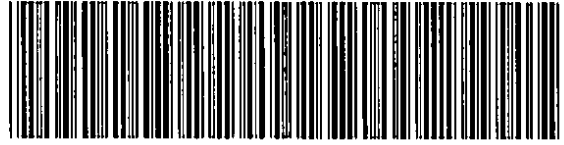
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



200411197752

W23-91474  
NLC Amend

FILED  
2023 JUL -6 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2023 JUN 30 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*02250, 00641, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 5, 2023

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: APPLUS RTD USA, INC.  
Ref. Number: F13000004876

We have received your document for APPLUS RTD USA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

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.

Annette Ramsey  
OPS

Letter Number: 923A00014915

RECEIVED  
2023 JUL -6 AM 11:46  
SUNBIZ  
TALLAHASSEE, FLORIDA



**COGENCYGLOBAL**

115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: July 06, 2023

Account#: 120000000088

Name: Claudia Camilus

Reference #: 2031488

Entity Name: APPLUS RTD USA, 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: \_\_\_\_\_

**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:

Curtis Griner

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

Ten Oaks Group

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

191 Retana Drive

\_\_\_\_\_  
Address

Charlotte, NC 28270

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

curtis@tenoaksgroup.com

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

For further information concerning this matter, please call:

Rodney Waller

844

818-2384

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

at ( \_\_\_\_\_ ) \_\_\_\_\_  
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

**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)**

F13000004876

\_\_\_\_\_  
(Document number of corporation (if known))

APPLUS RTD USA, INC.

1. \_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)
2. \_\_\_\_\_ Delaware \_\_\_\_\_ 3. \_\_\_\_\_ 11/07/2013  
(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? \_\_\_\_\_ 06/09/2023 \_\_\_\_\_
5. \_\_\_\_\_ AEGEUS INSPECTION SOLUTIONS, 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. 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*

FILED  
2023 JUL -6 AM 8:56  
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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input 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.

DocuSigned by:

*Greg Warren*

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

Greg Warren

(Typed or printed name of person signing)

General Counsel and Secretary

(Title of person signing)

**FILING FEE \$35.00**

# 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 RESTATED CERTIFICATE OF "APPLUS RTD USA, INC.", CHANGING ITS NAME FROM "APPLUS RTD USA, INC." TO "AEGEUS INSPECTION SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2023, AT 10:21 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE NINTH DAY OF JUNE, A.D. 2023 AT 11:59 O'CLOCK P.M.



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 in a small font.

3461443 8100  
SR# 20232843812

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203615154  
Date: 06-23-23

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

of

**APPLUS RTD USA, INC.,  
which is changing its name to  
AEGEUS INSPECTION SOLUTIONS, INC.  
(A CLOSE CORPORATION)**

Applus RTD USA, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

**FIRST:** The present name of the corporation is Applus RTD USA, Inc. The name under which the corporation was originally incorporated is RTD Quality Services USA Inc.

**SECOND:** The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on December 21, 2001.

**THIRD:** This Amended and Restated Certificate of Incorporation, which restates and amends the provisions of this corporation's Certification of Incorporation, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the board of directors and the stockholders of this corporation.

**FOURTH:** The Certificate of Incorporation of this corporation is hereby amended and restated to read in its entirety as follows:

1. **Name.** The name of the corporation is Aegeus Inspection Solutions, Inc. (the "Corporation"). The Corporation is a "close corporation" as provided by Section 343 of the DGCL.

2. **Registered Office and Registered Agent.** The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, DE 19904, Kent County. The name of the registered agent of the Corporation at such address is Cogency Global Inc.

3. **Nature of Business.** 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 DGCL.

4. **Authorized Shares.** The total number of shares of stock which the Corporation is authorized to issue is 5,000. All shares shall be Common Stock par value \$1.00 per share and are to be of one class.

5. **Stock Certificates.** All of the Corporation's issued stock of all classes, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than a specified number of persons, not exceeding thirty (30).

6. **Restrictions on Transfer.** All of the issued stock of all classes shall be subject to 1 or more of the restrictions on transfer permitted by Section 202 of the DGCL. The Corporation's issued stock of all classes may be transferred only with the unanimous consent of all stockholders.



7. No Public Offering. The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

8. Management. The business of the Corporation shall be managed by the stockholder(s) of the Corporation rather than by a board of directors as provided by Section 351 of the DGCL.

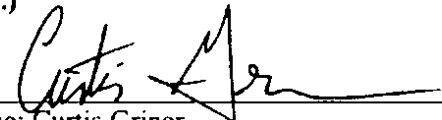
9. Limitation of Liability. To the fullest extent permitted by law, no stockholder, director or officer of the Corporation shall be personally liable to the Corporation or to its stockholders or to any other person for monetary damages for any breach of fiduciary duty or any other duty to the Corporation. No amendment to, modification of, or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any stockholder, director or officer of the Company for or with respect to any acts or omissions of such person occurring prior to such amendment.

10. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director (which shall include any stockholder of the Corporation exercising any of the powers or duties otherwise conferred or imposed upon the board of directors by the General Corporation Law of the State of Delaware) or officer of the Corporation or, while a director (which shall include any stockholder of the Corporation exercising any of the powers or duties otherwise conferred or imposed upon the board of directors by the General Corporation Law of the State of Delaware) or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the stockholders of the Corporation. Any amendment, repeal, or modification of this paragraph 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.

11. Effective Time. This Amended and Restated Certificate of Incorporation shall be effective as of 11:59pm Eastern Time on June 9, 2023.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed on behalf of the Corporation by a duly authorized person this 9<sup>th</sup> day of June, 2023.

**APPLUS RTD USA, INC. (which is changing its name to AEGEUS INSPECTION SOLUTIONS, INC.)**

By:   
Name: Curtis Griner  
Title: Authorized Officer