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2016 FEB 22 P 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 23 2016
J. BRUCE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 15, 2016

PHILLIP BOICE
21410 N 19TH AVENUE, SUITE 201
PHOENIX, AZ 85027

SUBJECT: FATHOM WATER MANAGEMENT, INC
Ref. Number: W16000011126

We have received your document for FATHOM WATER MANAGEMENT, INC and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 416A00003110

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2016 FEB 23 PM 3:55
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STATE

2016 FEB 22 PM 1:11
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FATHOM Water Management, 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:

Phillip Boice

Name of Person

FATHOM Water Management, Inc

Firm/Company

21410 N. 19th Avenue, Suite 201

Address

Phoenix, AZ 85027

City/State and Zip code

phillip.boice@gwfathom.com

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

For further information concerning this matter, please call:

Phillip Boice

at (623) 518-4188

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

Registration 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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2016 FEB 22 P 1:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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.*

FATHOM Water Management, Inc.

1. _____
(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. 33-1228530
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 24, 2013 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

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

7. 21410 N. 19th Avenue, Suite 201, Phoenix, AZ 85027
(Principal office address)

(Current mailing address, if different)

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

Name: CORPORATION SERVICE COMPANY

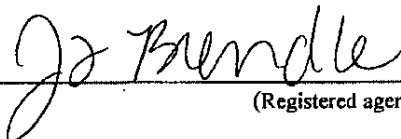
Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida 32301
(City) (Zip code)

9. 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.

Jennifer Brendle
Assistant Vice President



(Registered agent's signature)

10. 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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11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Trevor Hill
21410 N. 19th Avenue, Suite 201, Phoenix, AZ 85027
Address:

Vice Chairman: N/A
Address:

Director: David Henderson
21410 N. 19th Avenue, Suite 201, Phoenix, AZ 85027
Address:

Director: Paul Levine
21410 N. 19th Avenue, Suite 201, Phoenix, AZ 85027
Address:

B. OFFICERS

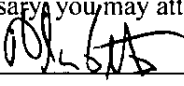
President: See Attached
Address:

Vice President:
Address:

Secretary:
Address:

Treasurer:
Address:

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

12. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Normund Vitols, CFO
(Typed or printed name and capacity of person signing application)

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA



List of Directors and Officers

FATHOM Water Management, Inc.

Directors

Trevor Hill, Executive Chairman
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

David Henderson, Director
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

Paul Levine, Director
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

Martin Fitchner, Director
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

Gregory Kenep, Director
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

Officers

Trevor Hill, Chief Executive Officer and Executive Chairman of FATHOM
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

Jason Bethke, President and Chief Growth Officer of FATHOM
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

Graham Symmonds, Chief Technology Officer of FATHOM
21410 N 19th Ave., Suite 201
Phoenix, AZ 85027

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TALLAHASSEE, FLORIDA

Normund Vitols, Chief Financial Officer of Fathom

21410 N 19th Ave., Suite 201

Phoenix, AZ 85027

Chandler Vaughn, Chief Product and Technology Officer

21410 N 19th Ave., Suite 201

Phoenix, AZ 85027

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "FATHOM WATER MANAGEMENT, 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 TWENTIETH DAY OF JANUARY, A.D. 2016.



5340466 8300

SR# 20160180663

You may verify this certificate online at corp.delaware.gov/authver.shtml

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.

Jeffrey W. Bullock, Secretary of State

Authentication: 201700154

Date: 01-20-16