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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP

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MAIL

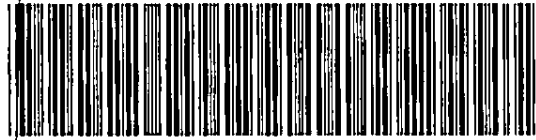
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
18 JAN 30 PM 3:16

J. LEGGETT
JAN 31 2018

COVER LETTER

TO: Registration Section
Division of Corporations
DUDLEY & SHANLEY, INC.

SUBJECT: _____
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:
CHRISTIANE MCNAMARA

Name of Person
DUDLEY & SHANLEY, INC.

Firm/Company
54 SHREWSBURY AVENUE, SUITE C

Address
RED BANK, NJ 07701-1197

City/State and Zip code
CHRISTIANE.MCNAMARA@DUDLEYCO.COM

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

For further information concerning this matter, please call:

CHRISTIANE MCNAMARA 732 936-1030

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

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.

DUDLEY & SHANLEY, 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) DELAWARE 13-3324085

2. (State or country under the law of which it is incorporated) 12/31/2017 3. (FEI number, if applicable)

4. (Date of incorporation) 10-8-2014 FILE NO: MI4000007291 CONVERTED IN HOME STATE (DELAWARE) 5. (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) 205 WORTH AVENUE, #311, PALM BEACH, FL 33480

7. (Principal office address)

(Current mailing address, if different)

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

Name: CT CORPORATION system

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida

(City) 33324 (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.

Brian Mueller

(Registered agent's signature)

Brian Mueller Assistant Secretary

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.

FILED 18 JAN 30 PM 3:16

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

A. DIRECTORS

Chairman: HENRY C. DUDLEY
Address: 1245 12TH STREET PLACE
DURANGO, CO 81301

Vice Chairman:

Address:

Director: FRANK E. SHANLEY
Address: 100 ROYAL PALM WAY, APT. F-1
PALM BEACH, FL 33480

Director: GREGORY R. GREENE
Address: 1 FAIR HAVEN ROAD
RUMSON, NJ 07760

B. OFFICERS

President: FRANK E. SHANLEY
Address: 100 ROYAL PALM WAY, APT. F-1
PALM BEACH, FL 33480

SECRETARY + Vice President: CHRISTIANE MCNAMARA
Address: 21 KEMP AVENUE
FAIR HAVEN, NJ 07704

Secretary: CHRISTIANE MCNAMARA
Address: 21 KEMP AVENUE, FAIR HAVEN, NJ 07704

Treasurer: GREGORY R. GREENE
Address: 1 FAIR HAVEN ROAD, RUMSON, NJ 07760

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

12. Frank E. Shanley
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. FRANK E. SHANLEY, PRESIDENT

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

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUDLEY & SHANLEY, 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 TWENTY-FIFTH DAY OF JANUARY, A.D. 2018.



3331261 8300

SR# 20180499109

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 in a small font.

Authentication: 202036115

Date: 01-25-18

Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "DUDLEY & SHANLEY, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "DUDLEY & SHANLEY, LLC" TO "DUDLEY & SHANLEY, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2017, AT 5:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3331261 8100V
SR# 20180014874

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

Authentication: 201904072
Date: 01-02-18

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:37 PM 12/19/2017
FILED 05:37 PM 12/19/2017
SR 20177671196 - File Number 3331261

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

FIRST: The jurisdiction where the Limited Liability Company first formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate is Delaware.

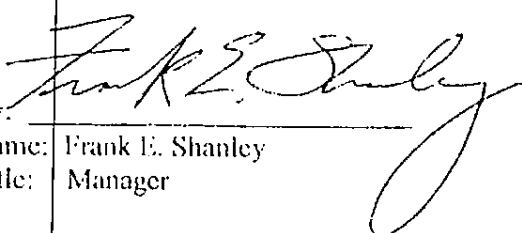
THIRD: The date the Limited Liability Company first formed is December 31, 2000.

FOURTH: The name of the Limited Liability Company immediately prior to filing this Certificate is DUDLEY & SHANLEY, LLC.

FIFTH: That the name of the Corporation as set forth in the Certificate of Incorporation is DUDLEY & SHANLEY, INC.

SIXTH: That this Certificate of Conversion shall become effective as of December 31, 2017 at 11:59 p.m.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 18th day of December, A.D. 2017.

By: 
Name: Frank E. Shanley
Title: Manager

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 CERTIFICATE OF INCORPORATION OF "DUDLEY & SHANLEY, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2017, AT 5:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.



3331261 8100
SR# 20180014874

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



Jeffrey W. Bullock, Secretary of State

Authentication: 201904073
Date: 01-02-18

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:37 PM 12/19/2017
FILED 05:37 PM 12/19/2017
SR 2017671196 - File Number 3331261

**CERTIFICATE OF INCORPORATION
OF
DUDLEY & SHANLEY, INC.**

Under Section 102 of the General Corporation Law

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Dudley & Shanley, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Delaware 19808; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 5,000 shares of Common Stock, par value \$.01 per share.

FIFTH: Except as otherwise expressly provided in any amendment to this Certificate of Incorporation hereafter filed or unless otherwise agreed to in accordance with the Shareholders' Agreement, between the Corporation and certain of its shareholders as in effect from time to time (the "Shareholders Agreement"), the composition of the Board of Directors, the election of directors and the number of votes cast by each director shall be as set forth in the Shareholders Agreement for so long as the Shareholders Agreement remains in effect.

SIXTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing; and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

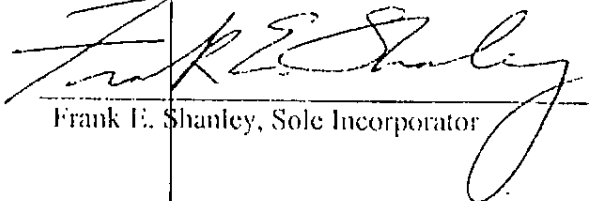
EIGHTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and

other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law.

NINTH: The name of the incorporator is Frank E. Shanley and his mailing address is 205 Worth Avenue, #311, Palm Beach, Florida 33480.

TENTH: This Certificate of Incorporation shall become effective on December 31, 2017 at 11:59 p.m.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of December, 2017.



Frank E. Shanley, Sole Incorporator