

F20000005127

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

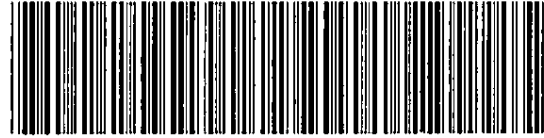
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2023 MAY 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
2023 MAY 26 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312
(850) 656-4724

DATE 05/26/2023

****WALK IN****

ENTITY NAME BHI Engineering, Inc

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35

ACCOUNT #: I20160000072

S. R. J. M.

Please call Tina at the above number for any issues or concerns. Thank you so much!

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)

F20000005127

(Document number of corporation (if known))

1. BHI ENGINEERING, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DE (Incorporated under laws of) 3. 11/12/2020 (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? February 10, 2023
5. UNITED UTILITY ENGINEERING, 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.

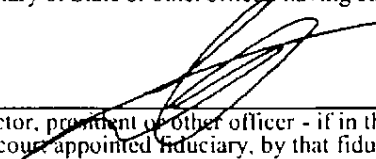
Signature of New Registered Agent, if changing

RECEIVED
DEPARTMENT OF STATE
FEBRUARY 26 PM 1:18
TALLAHASSEE, FL

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"/> 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.



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

Jose L. Hernandez
 (Typed or printed name of person signing)

President
 (Title of person signing)

FILING FEE \$35.00

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 TALLAHASSEE, FL
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UNITED UTILITY ENGINEERING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:


CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2020, AT 1:59 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2020, AT 4:04 O`CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "BHI ENGINEERING, INC." TO "UNITED UTILITY ENGINEERING, INC.", FILED THE TENTH DAY OF FEBRUARY, A.D. 2023, AT 12:55 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "UNITED UTILITY ENGINEERING, INC.".




Jeffrey W. Bullock, Secretary of State

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION

The undersigned Incorporator, desiring to form a corporation under pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is BHI Engineering, Inc.

2. The Registered Office of the corporation in the State of Delaware is located at 919 North Market Street, Suite 950 (street), in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the Registered Agent at such address upon whom process against this corporation may be served is InCorp Services, Inc.

3. 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 Delaware.

4. The total amount of stock this corporation is authorized to issue is 200 shares (number of authorized shares) with a par value of \$0.01 per share.

5. The name and mailing address of the incorporator are as follows:

Name Jennifer Shaw
Mailing Address 3773 Howard Hughes Parkway Suite 5005
Las Vegas, NV Zip Code 89169-6014

By: 
Incorporator

Name: Jennifer Shaw
Print or Type

RESTATED

CERTIFICATE OF INCORPORATION

OF

BHI ENGINEERING, INC.

A DELAWARE CORPORATION

Pursuant to Section 245 of the
General Corporation Law of the State of Delaware

BHI Engineering, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation for the Corporation was filed with the Secretary of State of Delaware on February 21, 2020.
2. This Restated Certificate of Incorporation restates and amends the Certificate of Incorporation of the corporation and has been adopted and approved in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
3. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I.

The name of this corporation is BHI ENGINEERING, INC.

ARTICLE II.

The registered office of the corporation in the State of Delaware shall be 919 North Market Street; Suite 950, City of Wilmington, County of New Castle, 19801 and the name of the registered agent of the corporation in the State of Delaware at such address is InCorp Services, Inc.

ARTICLE III.

The corporation is organized for the sole and specific purpose of rendering the professional service of professional engineering and to provide all services appropriate or related thereto.

ARTICLE IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 200 all of which are without par value and classified as common shares.

ARTICLE V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

D. Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

E. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

F. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

ARTICLE VI.

A. The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or

otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

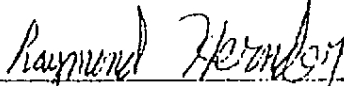
ARTICLE VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Jennifer Shaw, 3773 Howard Hughes Parkway, Suite 500S, Las Vegas, NV 89169-6014"

[Remainder of this page intentionally left blank]

This Certificate has been subscribed as of February 24, 2020 by the undersigned who affirms that the statements made herein are true and correct.



RAYMOND B. HERNDON
Director, Chief Executive Officer

**CERTIFICATE OF
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BHI ENGINEERING, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:55 PM 02/10/2023
FILED 12:55 PM 02/10/2023
SR 20230465396 - File Number 7863509

The undersigned, being an authorized officer of BHI Engineering, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Company is BHI ENGINEERING, INC.

SECOND: The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on February 21, 2020 under the name BHI Engineering, Inc. On February 24, 2020, the Company filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

THIRD: The Board of Directors of the Company, pursuant to Sections 141, 242 and 245 of the General Corporation Law of the State of Delaware, adopted resolutions authorizing the Company to amend, integrate and restate the Company's Restated Certificate of Incorporation in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof (the "Second Restated Certificate").

FOURTH: The required holders of the Company's issued and outstanding capital stock approved and adopted the Restated Certificate in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Certificate of Incorporation of the Company pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true, and accordingly has hereunto executed this certificate this 10th day of February 2023.

BHI Engineering, Inc.

By:  _____

Name: Jose Hernandez

Title: Director, Chief Executive Officer and
Secretary

EXHIBIT A

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF UNITED UTILITY ENGINEERING, INC.

ARTICLE ONE

The name of the Company is United Utility Engineering, Inc.

ARTICLE TWO

The registered office of the Company in the State of Delaware is located at 1209 Orange Street, County of New Castle, Wilmington, DE 19801, and the name of the registered agent whose office address will be the same as the registered office is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE FOUR

Section 1 Authorized Stock. The total number of shares of capital stock that the Company has authority to issue is 200 shares, consisting of 200 shares of Common Stock with par value \$0.00 per share (the "Common Stock").

Section 2 Common Stock. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of the stockholders.

ARTICLE FIVE

Unless, and except to the extent that, the Amended and Restated Bylaws of the Company (the "Bylaws") so require, the election of directors need not be by written ballot.

ARTICLE SIX

The Company reserves the right to amend the Certificate of Incorporation in any manner now or hereafter permitted by law, and all rights and powers conferred upon stockholders herein are granted subject to this reservation.

ARTICLE SEVEN

To the fullest extent that the Delaware General Corporation Law as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director will be liable to the Company or its stockholders for monetary damage for breach of

fiduciary duty as a director. Any repeal or amendment of this Article Seven will not adversely affect any limitation on the personal liability or alleged liability of a director arising from an act or omission of that director occurring prior to the time of such repeal or amendment.

ARTICLE EIGHT

The directors shall have powers without the assent or vote of the stockholders to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Company; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

ARTICLE NINE

The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Company which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Company and upon all the stockholders as though it had been approved or ratified by every stockholder of the Company, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

ARTICLE TEN

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company; subject, nevertheless, to the provisions of the statutes of Delaware, of this Certificate, and to any Bylaws from time to time made by the stockholders; provided, however, that no Bylaws so made shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been made.

ARTICLE ELEVEN

The Company shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

ARTICLE TWELVE

Section 203 of the General Corporation Law of the State of Delaware shall not apply to the Company.

ARTICLE THIRTEEN

Whenever a compromise or arrangement is proposed between the Company and its creditors or any class of them and/or between the Company and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way

of the Company or any creditor or stockholder thereof or on the application of a receiver or receivers appointed for the Company under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Company under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors, and/or the shareholders or class of stockholders of the Company, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, agree to any compromise or arrangement and to any reorganization of the Company as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders, or class of stockholders, of the Company, as the case may be, and also on the Company.

ARTICLE FOURTEEN

Each director shall be entitled to one (1) vote on each matter presented to the Board of Directors.