

F210000001661

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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2024 JAN 23 PM 12 07

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A. RAMSEY

JAN 24 2024

CT CORP
(850) 656-4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 01/23/2024

Acc#I20160000072

en: c DW

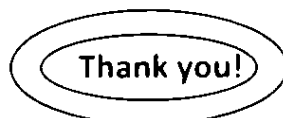
Name:	G&W Operations, Inc.
Document #:	
Order #:	15339728 - 1

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>	Email Address for Annual Report Notifications: <div></div>
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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**



COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: RailAmerica Transportation Corp.

Name of Corporation

DOCUMENT NUMBER: F21000001661

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shirley Reinoso

Name of Contact Person

Genesee & Wyoming Railroad Services, Inc.

Firm/Company

20 West Avenue

Address

Darien, CT 06820

City/State and Zip Code

GWTax@gwit.com

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

For further information concerning this matter, please call:

Shirley Reinoso

at (203) 202-8923

Name of Contact Person

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)

F21000001661

(Document number of corporation (if known))

1. RailAmerica Transportation Corp.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 03/24/2021
(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? 01/10/2024
5. G&W Operations, 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.

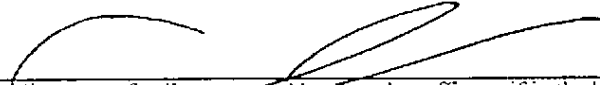
Signature of New Registered Agent, if changing

FILED
2024 JAN 23 PM 12 07

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>
	See attached Addendum		Add
			<input type="checkbox"/> Remove
			Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			Add
			<input type="checkbox"/> Remove
			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)

Catherine Pushchak

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

**ADDENDUM TO APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION TO TRANSACT BUSINESS IN FLORIDA**

Entity Name: RailAmerica Transportation Corp.

9. If the amendment changes person, title or capacity in accordance with 607.1504 (7), indicate that change:

Remove:

Title/Capacity	Name	Address
Director and President	Wendy B. Hill	200 Meridian Centre, Suite 300 Rochester, NY 14618
Director and Treasurer	Mark Blyth	20 West Avenue Darien, CT 06820
Director and Secretary	Alfred Q. Ricotta	20 West Avenue Darien, CT 06820
Vice President	Lisa M. Gasser	200 Meridian Centre, Suite 300 Rochester, NY 14618

Add:

Title/Capacity	Name	Address
Director and President	Christopher S. Nagle	1855 West Baseline Road, Suite 200 Mesa, AZ 85202
Director and Treasurer	Robert Bond	20 West Avenue Darien, CT 06820
Director and Secretary	Catherine Pushchak	20 West Avenue Darien, CT 06820
Vice President	Clare Farnung	200 Meridian Centre, Suite 300 Rochester, NY 14618

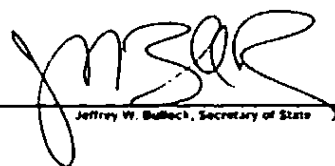
Delaware

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 AMENDMENT OF "RAILAMERICA TRANSPORTATION CORP.", CHANGING ITS NAME FROM "RAILAMERICA TRANSPORTATION CORP." TO "G&W OPERATIONS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 2024, AT 6:47 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3166602 8100
SR# 20240090765

Authentication: 202577649
Date: 01-11-24

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:47 PM 01/10/2024
FILED 06:47 PM 01/10/2024
SR 20240090765 - File Number 3166602

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RAILAMERICA TRANSPORTATION CORP.

* * * * *

RailAmerica Transportation Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of RailAmerica Transportation Corp. be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:


The name of the corporation is G&W Operations, Inc. (hereinafter called the "Corporation").

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said RailAmerica Transportation Corp. has caused this certificate to be signed by Catherine Pushchak, its Secretary, this 10th day of January, 2024.

RailAmerica Transportation Corp.

By 
Catherine Pushchak
Secretary