

F21000006257

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

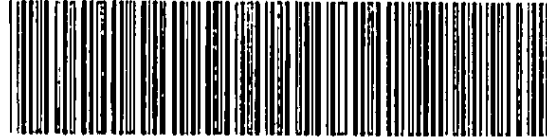
(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF
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U.S. DEPARTMENT OF
TREASURY

2023 APR 12 PM 12:05

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TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 04/12/2023

Name: Merritt Walker

Reference #: 1936967

Entity Name: ONE WIND SERVICES (US), INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$43.75

Signature: mw



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TALLAHASSEE, FL 32301
P: 866.625.0838
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Authorized Amount: \$43.75

Signature: mw

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)

F21000006257

(Document number of corporation (if known))

1. One Wind Services (US), Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Texas

(Incorporated under laws of)

3. 10/28/2021

(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? January 1, 2023

5. Spark Power Renewables USA 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.

Delaware

(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:

(City)

Florida

(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.

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>
Secretary			
CIO	Eric Waxman	4900 Diplomacy Road, Suite 100	<input type="checkbox"/> Add
		Fort Worth, Texas 76155	<input checked="" type="checkbox"/> Remove
Exec VP			
COO	Tom Duncan	4900 Diplomacy Road, Suite 100	<input type="checkbox"/> Add
		Fort Worth, Texas 76155	<input checked="" type="checkbox"/> Remove
Secretary	Philip Letko	4900 Diplomacy Road, Suite 100	<input checked="" type="checkbox"/> Add
		Fort Worth, Texas 76155	<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.

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

Richard Jackson

(Typed or printed name of person signing)

President

(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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "ONE WIND SERVICES (US), INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2022, AT 2:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2022.



7206462 8100V
SR# 20231665442

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.

Authentication: 203227245
Date: 04-27-23

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:23 AM 12/27/2022
FILED 02:34 PM 12/23/2022
SR 20224369247 - File Number 7206462

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
ONE WIND SERVICES (US), INC.
FROM A TEXAS CORPORATION TO A
DELAWARE CORPORATION


The undersigned, for the purpose of converting One Wind Services (US), Inc. (the “**Converting Entity**”) from a Texas corporation to a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law (the “**DGCL**”), hereby certifies as follows:

1. The date on which the Converting Entity was first formed is April 20, 2015, and the jurisdiction where the Converting Entity was first formed is Texas.
2. The jurisdiction and type of entity of the Converting Entity immediately prior to filing this Certificate is a Texas corporation.
3. The name of the Converting Entity immediately prior to filing this Certificate is One Wind Services (US), Inc.
4. The name of the Delaware corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the DGCL is One Wind Services (US), Inc.

[no further text on this page]

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the
Converting Entity, has executed this Certificate of Conversion.

One Wind Services (US), Inc.

DocuSigned by:
By  _____
1001eDC72E9B4DB
Name: Richard Jackson
Title: President

Dated: December 23, 2022

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:23 AM 12/27/2022
FILED 02:34 PM 12/23/2022
SR 20224369247 - File Number 7206462

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY EVENT CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary event condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time and the filing date of such instrument.



Jeffrey W. Bullock, Secretary of State

JEFFREY W. BULLOCK
Secretary of State

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 FORMATION OF "ONE WIND SERVICES (US), INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2022, AT 2:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2022.



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.

7206462 8100
SR# 20231665442

Authentication: 203227246
Date: 04-27-23

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:23 AM 12/27/2022
FILED 02:34 PM 12/23/2022
SR 20224369247 - File Number 7206462

**CERTIFICATE OF INCORPORATION
OF
ONE WIND SERVICES (US), INC.**

The undersigned, a natural person, for the purpose of forming a corporation under the provisions and subject to the requirements of the Delaware General Corporation Law (the "DGCL"), hereby certifies that:

ARTICLE I

The name of the corporation formed hereby is One Wind Services (US), Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o Cogency Global Inc., 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904. The name of the Corporation's registered agent at such address is Cogency Global Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock the Corporation has authority to issue is 100 shares, with par value of \$1.00 per share.

ARTICLE V

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

Richard Jackson
4900 Diplomacy Road, Suite 100
Fort Worth, TX 76155

ARTICLE VI

Unless provided otherwise in the bylaws of the Corporation, elections of directors need not be by written ballot.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation.

ARTICLE VIII

The Corporation shall have the right, subject to any express provisions or restrictions contained in this Certificate of Incorporation or the bylaws of the Corporation, from time to time, to amend, alter, or repeal any provision of this Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Certificate of Incorporation or any amendment thereof are conferred subject to such right.

ARTICLE IX

To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the board of directors of the Corporation (other than a Proceeding initiated to enforce these indemnification rights following the final disposition of such Proceeding).

The Corporation shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

[no further text on this page]

I, the undersigned, as the incorporator of the Corporation, have signed this Certificate of Incorporation on December 23, 2022.

DocuSigned by:

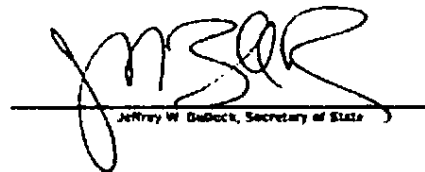
100180C72E9B4DB.
Richard Jackson, Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:23 AM 12/27/2022
FILED 02:34 PM 12/23/2022
SR 20224369247 - File Number 7206462

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY EVENT CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary event condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time and the filing date of such instrument.



Jeffrey W. Bullock, Secretary of State

JEFFREY W. BULLOCK
Secretary of State

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 MERGER, WHICH MERGES:

"NORTHWIND SOLUTIONS GROUP (USA), INC.", A DELAWARE CORPORATION,

WITH AND INTO "ONE WIND SERVICES (US), INC." UNDER THE NAME OF "SPARK POWER RENEWABLES USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2022, AT 1:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2023 AT 12:01 O'CLOCK A.M.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

7206462 8100M
SR# 20231665442

Authentication: 203227244
Date: 04-27-23

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:18 PM 12/30/2022
FILED 01:18 PM 12/30/2022
SR 20224418587 - File Number 7206462

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is One Wind Services (US), Inc., and the name of the corporation being merged into this surviving corporation is Northwind Solutions Group (USA), Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is One Wind Services (US), Inc., which shall hereinwith be changed to Spark Power Renewables USA Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Corporation from and after the merger, provided that such Certificate of Incorporation is hereby amended as follows (and such amendment has been presented to and approved by the board of directors of the surviving corporation):

"ARTICLE I

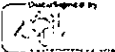
The name of the corporation is Spark Power Renewables USA Inc. (the "Corporation")."

FIFTH: The merger is to become effective on January 1, 2023 at 12:01am.

SIXTH: The Agreement of Merger is on file at 4900 Diplomacy Road, Suite 100, Fort Worth, Texas 76155, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of December, 2022.

By:  _____
Authorized Officer

Name: RICHARD JACKSON
Print or Type

Title: PRESIDENT