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\* ☐ PICK-UP ☐ WAIT ☐ MAIL

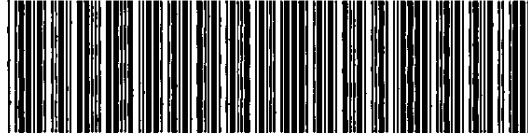
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
15 MAY 19 PM 4:39

MAY 20 2016  
S. YOUNG

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** FabriTec Structures, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Kathee Wannamaker

Name of Person

FabriTec Structures, LLC

Firm/Company

1011 Regal Row

Address

Dallas, TX 74247

City/State and Zip Code

kwannamaker@fabritecllc.com

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

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TALLAHASSEE, FL  
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For further information concerning this matter, please call:

Kathee Wannamaker

214

269.4111

Name of Contact Person

at ( )

Area Code

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

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

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. FabriTec Structures, LLC.  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. DE 3. 20-1043872  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Not Yet  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. FabriTec Structures, LLC  
1011 Regal Row, Dallas, TX 75247  
(Street Address of Principal Office)

6. Same as above  
(Mailing Address)

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

Name: C T Corporation System  
Office Address: 1200 S. Pine Island Rd.  
Plantation, Florida 33324  
(City) (Zip code)

**Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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.*

Denise Bell Denise Bell, Assistant Secretary  
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Basil Haymann, Managing Member, 1011 Regal Row, Dallas, TX 75247

Garry Becker, President, 1011 Regal Row, Dallas, TX 75247

Jeffrey D. Sarembock, CFO, 1011 Regal Row, Dallas, TX 75247

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Jeffrey D. Sarembock  
(Signature of an authorized person)

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Jeffrey D. Sarembock

Typed or printed name of signee

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
16 MAY 19 PM 4:39



December 30, 2014

To Whom It May Concern:

Wick Phillips recently represented FabriTec Structures, LLC, formerly known as USA Shade and Fabric Structures, Inc. in connection with a restructuring transaction (the "Restructuring"). Pursuant to the Restructuring, USA Shade and Fabric Structures, Inc., was merged with and into an entity owned by certain owners of USA Shade and Fabric Structures, Inc., with USA Shade and Fabric Structures, Inc., being the surviving entity (the "Merger"). A copy of the Certificate of Merger is attached hereto as Exhibit A. Following the Merger, USA Shade and Fabric Structures, Inc., was converted into a Delaware limited liability company with the name of FabriTec Structures, LLC (the "Conversion"). A copy of the Certificate of Conversion is attached hereto as Exhibit B.

The intent, and result of the Merger and Conversion, was that USA Shade and Fabric Structures, Inc. was converted into FabriTec Structures, LLC, in a manner that allowed FabriTec Structures, LLC to retain the same EIN Number as a Delaware LLC. Attached hereto as Exhibit C is a W-9 reflecting such EIN Number for FabriTec Structures, LLC.

Sincerely,

Wick Phillips Gould & Martin, LLP

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STATE  
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Exhibit A

Certificate of Merger

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SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
16 MAY 19 PM 4:39

# Delaware

PAGE 1

*The First State*

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:

"FT MERGER COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "USA SHADE & FABRIC STRUCTURES, INC." UNDER THE NAME OF "USA SHADE & FABRIC STRUCTURES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2014, AT 3:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15 MAY 19 PM 4:39

3790446 8100M

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You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1891453

DATE: 11-21-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:19 PM 11/19/2014  
FILED 03:20 PM 11/19/2014  
SRV 141431331 - 3790446 FILE

CERTIFICATE OF MERGER  
OF  
FT MERGER COMPANY, LLC  
(a Delaware limited liability company)  
merging with and into  
USA SHADE & FABRIC STRUCTURES, INC.,  
(a Delaware corporation)

November 19, 2014

Pursuant to Title 8, Section 264 of the Delaware General Corporation Law ("DGCL"), USA SHADE & FABRIC STRUCTURES, INC. (the "Corporation"), for the purpose of merging FT MERGER COMPANY, LLC, a Delaware limited liability company ("FT Merger Co."), into the Corporation (the "Merger"), does hereby certify as follows:

1. The name of each constituent corporation is USA Shade & Fabric Structures, Inc., a Delaware corporation, and FT Merger Company, LLC, a Delaware limited liability company.
2. An Agreement and Plan of Merger (the "Merger Agreement") relating to the Merger has been approved, adopted, certified, executed, and acknowledged by the Corporation and FT Merger Co. in accordance with Section 264 of the DGCL.
3. The name of the surviving corporation of the Merger is USA Shade & Fabric Structures, Inc.
4. The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.
5. The Merger is to be effective at 3:20 p.m. (Eastern Time) on November 19, 2014.
6. The fully executed Merger Agreement is on file at the principal place of business of the Corporation at 1011 Regal Row, Dallas, Texas 75247.
7. A copy of the fully executed Merger Agreement will be furnished by the Corporation, as the surviving corporation pursuant to the Merger, on request and without cost, to any stockholder of the Corporation or any member of FT Merger Co.

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TALLAHASSEE, FLORIDA  
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IN WITNESS WHEREOF, the undersigned caused this Certificate of Merger to be executed as of the Effective Date.

CORPORATION:

USA SHADE & FABRIC STRUCTURES,  
INC.

By: 

Name: Jeffrey D. Sarambock

Title: Chief Financial Officer

FT MERGER CO:

FT MERGER COMPANY, LLC

By: \_\_\_\_\_

Name: Basil A. Haymann

Title: Manager

FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
19 MAY 19 PM 4:39



IN WITNESS WHEREOF, the undersigned caused this Certificate of Merger to be executed as of the Effective Date.


CORPORATION:

USA SHADE & FABRIC STRUCTURES,  
INC.

By: \_\_\_\_\_  
Name: Jeffrey D. Sorenbock  
Title: Chief Financial Officer

FT MERGER CO:

FT MERGER COMPANY, LLC

By:   
Name: Basil A. Haymann  
Title: Manager

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SECRETARY OF  
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16 MAY 19 PM 4:39

Exhibit B

Certificate of Conversion

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TALLAHASSEE, FLORIDA  
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# Delaware

PAGE 1

*The First State*

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 CORPORATION UNDER THE NAME OF "USA SHADE & FABRIC STRUCTURES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "USA SHADE & FABRIC STRUCTURES, INC." TO "FABRITEC STRUCTURES, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF NOVEMBER, A.D. 2014, AT 3:21 O'CLOCK P.M.

FILED  
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TALLAHASSEE, FLORIDA  
16 MAY 19 PM 4:39

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1891466

DATE: 11-21-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:19 PM 11/19/2014  
FILED 03:21 PM 11/19/2014  
SRV 141431377 - 3790446 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY

Pursuant to Section 18-214 of the Limited Liability Company Act of Delaware, USA SHADE & FABRIC STRUCTURES, INC. (the "Corporation"), does hereby certify as follows:

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The Corporation was first formed on April 14, 2004.
4. The name of the Corporation immediately prior to filing this Certificate is "USA Shade & Fabric Structures, Inc."
5. The name of the limited liability company set forth in the Certificate of Formation is "FabriTec Structures, LLC."

IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 19 day of November, 2014.

CORPORATION:

USA SHADE & FABRIC STRUCTURES,  
INC.

By: 

Name: Jeffrey D. Sarembock

Title: Chief Financial Officer

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TALLAHASSEE, FLORIDA  
16 MAY 19 PM 4:39

Exhibit C

W-9

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TALLAHASSEE, FLORIDA  
16 MAY 19 PM 4:39

## Request for Taxpayer Identification Number and Certification

Give Form to the  
requester. Do not  
send to the IRS.

Print or type  
See Specific Instructions on page 2.

Name (as shown on your income tax return)

**FabriTec Structures, LLC**

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:

☐ Individual/sole proprietor ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☒ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶

☐ Other (see instructions) ▶

Exemptions (see instructions):

Exempt payee code (if any)

Exemption from FATCA reporting  
code (if any)

Address (number, street, and apt. or suite no.)

**1011 Regal Row**

City, state, and ZIP code

**Dallas, TX 75247**

List account number(s) here (optional)

Requester's name and address (optional)

### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

\_\_\_\_ - \_\_\_\_ - \_\_\_\_

Employer identification number

2 0 - 1 0 4 3 8 7 2

### Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below), and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign  
Here

Signature of  
U.S. person ▶

Date ▶

8/8/14

### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** The IRS has created a page on [www.irs.gov/w9](http://www.irs.gov/w9) for information about Form W-9, at [www.irs.gov/w9](http://www.irs.gov/w9). Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

### Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
  - A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
  - An estate (other than a foreign estate), or
  - A domestic trust (as defined in Regulations section 301.7701-7).
- Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.



OGDEN UT 84201-0046

In reply refer to: 0423448947  
Feb. 25, 2015 LTR 3064C 0  
20-1043872 000000 00

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BODC: LM

FABRITEC STRUCTURES LLC  
8505A CHANCELLOR ROW  
DALLAS TX 75247



089252

Dear Taxpayer: -

Thank you for the inquiry of Jan. 16, 2015, to resolve your account with us.

We have processed your form and changed the name of your company in our records according to your state articles of re-organization/conversion.

If you need forms, schedules, or publications mentioned in this letter, you can get them by visiting the IRS website at [www.irs.gov](http://www.irs.gov) or by calling toll-free at 1-800-TAX-FORM (1-800-829-3676).

If you have questions, you can call Entity Dept. at 801-620-6449 between 12:01 a.m. and 11:59 p.m. MST.

If you prefer, you can write to us at the address at the top of the first page of this letter.

When you write, include this letter and provide in the spaces below your telephone number with the hours we can reach you. Keep a copy of this letter for your records.

Telephone Number ( ) \_\_\_\_\_ Hours \_\_\_\_\_

Thank you for your cooperation.

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