

# P11000027199

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN EAGLE INFRASTRUCTURE SERVICES, INC.

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June 17, 2022

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EAGLE INFRASTRUCTURE SERVICES, INC.  
2753 STATE HIGHWAY 322  
LONGVIEW, TX 75603-7020

SUBJECT: EAGLE INFRASTRUCTURE SERVICES, INC.  
REF: P11000027199

\*\*\*PLEASE PROVIDE  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

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ARTICLES OF INCORPORATION

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
EAGLE INFRASTRUCTURE SERVICES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation.

**Corporation Name**

The name of the corporation is Eagle Infrastructure Services, Inc. (the "Corporation").

**Text of Amendments**

The amendments adopted by the Corporation (the "Amendments") are set out in full as follows:

1. The Articles of Incorporation of the Corporation be, and hereby are, amended by amending Article IV thereof so that, as amended, said article shall read in its entirety as follows:

The total number of shares of stock that the Corporation is authorized to issue is one thousand and one (1,001) shares, par value \$0.0001 per share, consisting of (a) one thousand (1,000) shares of Common Stock and (b) one (1) share that is hereby designated as Class G Share.

2. The Articles of Incorporation of the Corporation be, and hereby are, amended by adding a new Article IX to the Articles of Incorporation, which said article shall read in its entirety as follows:

At any time when the Class G Share is outstanding, the record holder thereof shall be entitled to elect one director to the Board of Directors (the "Class G Director"), and, if necessary, the size of the Board of Directors shall be increased by one (1) member to allow such election. The Class G Director shall serve for a term expiring at, and shall serve until, the election of his or her successor by the holder of the Class G Share or his or her earlier resignation or removal, or until the Class G Share is redeemed pursuant to this Article IX. The Class G Director may be removed without cause by, and only by, and any vacancy therein occurring for any reason may be filled by, and only by, the record holder of the Class G Share. Notwithstanding anything in these Articles of Incorporation to the contrary, any action permitted to be taken by the holder of the Class G Share at a meeting of shareholders may be taken by written consent in lieu of a shareholder meeting. The Bylaws shall not impose any qualification on the eligibility of a nominee of the record holder of the Class G Share for election as a Class G Director, and no provision of the Bylaws shall require that advance notice of a nominee for election of a Class G Director be provided to the Corporation or otherwise delay the ability of the holder of the Class G Share to elect, appoint or remove the Class G Director. At any time when the Class G Share is outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or these Articles of Incorporation) the written consent or affirmative vote of the holder of the Class G Share, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect: (i) amend, alter or repeal this Article IX; (ii) amend, alter or repeal any provision of these Articles of Incorporation or the Bylaws of the Corporation in a manner that would (y) adversely affect the powers, preferences or rights of the Class G Share or (z) delay or hinder the ability of the Class G Director to call a meeting, including to set the time and date thereof, of the Board of Directors with respect to, or vote on, any (A) instituting or

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consenting to the institution of any proceeding under any debtor relief law, or making an assignment for the benefit of creditors; or applying for or consenting to the appointment of any receiver, trustee, custodian, conservator, liquidator, rehabilitator, administrator, administrative receiver or similar officer for the Corporation or its subsidiaries or for all or any material part of the property of the Corporation or its subsidiaries, (B) the negotiation, approval and consummation of the sale of any assets by the Corporation or its subsidiaries outside of the ordinary course of business or the sale or issuance of the equity interests of the Corporation or its subsidiaries, (C) the negotiation, approval and consummation of the consolidation, amalgamation, conversion or merger by the Corporation or its subsidiaries with or into any other entity and (D) the negotiation, approval and implementation of any key management and key employee retention incentive programs (but excluding, for the avoidance of doubt, devising or implementing employee pay practices or tax strategies) (the "Corporate Decisions"); or (iii) increase the authorized number of Class G Shares. Except as otherwise required by law or otherwise provided herein, the holder of the Class G Share shall not be entitled to vote on any other matter submitted to shareholders of the Corporation. No dividends shall be paid on the Class G Share. Upon the dissolution, liquidation or winding up of the Corporation, the Class G Share shall entitle its holder to \$1.00 and no more (payable out of funds legally available therefor), and shall rank on parity with the Common Stock in connection with any such dissolution, liquidation or winding up. Solely for purposes of this paragraph, neither the sale of all or substantially all of the assets or capital stock of the Corporation, nor the merger or consolidation of the Corporation with any other entity, shall be deemed to be a dissolution, liquidation or winding up of the Corporation. The Class G Share shall be redeemable at the option of the Corporation or the holder thereof for \$1.00 from and after such time, and only from and after such time, that each of the holder of the Class G Share and the Corporation agree that all amounts owed by the Corporation and its subsidiaries under that certain Credit Agreement, dated as of September 8, 2016, among FR Arsenal Holdings Corp., FR Arsenal Holdings II Corp., the guarantors party thereto, Owl Rock Capital Corporation and the lenders party thereto (as amended, restated, supplemented and otherwise modified from time to time prior to the date hereof and as subsequently amended, restated, supplemented or otherwise modified, the "Credit Agreement") have been paid in full in accordance with their terms.

Notwithstanding any provisions to the contrary in these Articles of Incorporation or the Bylaws, (i) the Class G Director shall be entitled to call, including to set the time and date of, a Board of Directors meeting to consider any Corporate Decision upon twenty-four (24) hours' notice provided by such Class G Director to each other director in any manner permitted pursuant to the Bylaws or applicable law, (ii) with respect to any vote by the Board of Directors on a Corporate Decision, the Class G Director shall have a number of votes equal to one (1) plus the aggregate number of votes that all directors on the Board of Directors other than the Class G Director would be entitled to cast assuming there were no vacancies on the Board of Directors or unfilled newly created directorships and each director other than the Class G Director shall be entitled to cast one (1) vote on such matter, (iii) with respect to any meeting at which a Corporate Decision is to be considered, a majority of the votes of the directors, assuming there were no vacancies on the Board of Directors (including in the Class G Director position) or unfilled newly created directorships shall constitute a quorum, and (iv) the approval of any Corporate Decision shall not be delegated to any committee of the Board of Directors or to any officer or agent of the Corporation without the consent of the Class G Director. For purposes of these Articles of Incorporation and the Bylaws, in any circumstance in which the immediately preceding sentence is applicable, any reference to a majority or other proportion of the directors shall be deemed to refer to such majority or other proportion, as applicable, of the votes of the directors.

The Secretary of the Corporation shall maintain a copy of the Credit Agreement at the principal executive offices of the Corporation and a copy thereof shall be provided free of charge

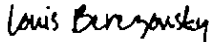
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to any shareholder who makes a request therefor. Notwithstanding anything to the contrary herein, the provisions of this Article IX shall automatically terminate and be of no further force or effect upon the redemption of the Class G Share pursuant to, and in accordance with, the first paragraph of this Article IX. If any provision or provisions of this Article IX shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article IX (including, without limitation, each portion of any paragraph of this Article IX containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not, to the fullest extent permitted by applicable law, in any way be affected or impaired thereby.

#### Adoption of Amendments

The Amendments were adopted on June 14, 2022 by the shareholders. The number of votes cast for the Amendments by the shareholders was sufficient for approval.

#### Eagle Infrastructure Services, Inc.

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Louis Berezovsky  
Title: Chief Financial Officer and Secretary