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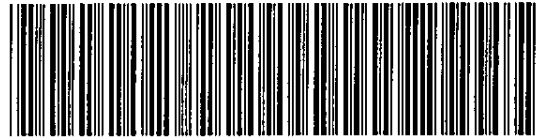
(Business Entity Name)

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**DATE: 07-18-2012**

**NAME: DHI WATER & ENVIRONMENT, INC.**

**TYPE OF FILING: CERTIFICATE OF DOMESTICATION**

**COST: \$128.75**

**RETURN: PLAIN COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**COVER LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: DHI Water & Environment, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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Ryan Maughn  
Name (printed or typed)

Davis Wright Tremaine LLP, 1300 SW 5th Ave., Ste. 2400  
Address

Portland, OR 97201  
City, State & Zip

(503) 778-5297  
Daytime Telephone Number

ryanmaughn@dwt.com  
E-mail address: (to be used for future annual report notification)

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## CERTIFICATE OF DOMESTICATION

The undersigned, Timothy J. Hazlett, President,  
(Name) (Title)

of DHI Water & Environment, Inc. a foreign corporation,  
(Corporation Name)

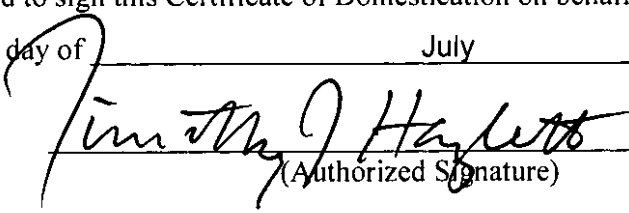
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was April 4, 2006.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Oregon.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was DHI Water & Environment, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is DHI Water & Environment, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Oregon.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of DHI Water & Environment, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 16th day of July, 2012.

  
(Authorized Signature)

### Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION  
OF  
DHI WATER & ENVIRONMENT, INC.**

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TALLAHASSEE, FL 32399

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The undersigned natural person of the age of eighteen (18) years or more, acting as an Incorporator under Chapter 607 of the Florida Business Corporation Act ("Act"), adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is DHI Water & Environment, Inc. ("Corporation"), and its duration shall be perpetual.

**ARTICLE II**

The purpose for which the Corporation is organized is to engage in any lawful activities for which corporations may be organized under the Act.

**ARTICLE III**

1. The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) common voting shares with no par value.
2. No shareholder shall have preemptive rights to acquire the Corporation's shares.
3. No shareholder shall be entitled to cumulate his votes for election of directors.
4. At any meeting of the shareholders, the holders of a majority of all the outstanding voting shares of the capital stock of this Corporation, present in person or represented by proxy, shall constitute a quorum of the shareholders for all purposes.
5. The Corporation shall have the right to purchase its own shares, as provided by the Act.

**ARTICLE IV**

The address of the initial registered office of the Corporation is 55 Office Plaza Dr., Tallahassee, FL 32301, and the name of its initial registered agent at such address is National Corporate Research, Ltd.,. The address of the Corporation's principal office is 100 Second Ave., South, Suite 302 N., St. Petersburg, FL 33701.

## ARTICLE V

1. The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation.
2. Vacancies on the board of directors shall be filled by the affirmative vote of the remaining directors, even though less than a quorum. All other requirements for filling such vacancies shall be established by the Bylaws of the Corporation.
3. All or any number of the directors may be removed, with or without cause, at a meeting expressly called for that purpose by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

## ARTICLE VI

Contracts or transactions of the Corporation with an interested director or officer shall be valid, as provided by the Act. The presence of such interested director shall count toward a quorum, and he may vote in favor of the transaction.

## ARTICLE VII

1. The Corporation shall indemnify, to the fullest extent provided in the Act, any director or officer who was or is a party or is threatened to be made a party to any proceeding by reason of or arising from the fact that he is or was a director or officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.
2. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.
3. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the shareholders or board of directors, or otherwise.

## ARTICLE VIII

The liability of the directors of the Corporation for monetary damages for conduct as a director shall be eliminated to the fullest extent permissible under the Act, except that this provision shall not eliminate or limit the liability of a director if:

- a. The director breached or failed to perform his or her duties as a director;  
and
- b. The director's breach of, or failure to perform, those duties constitutes:
  - (1) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no

- reasonable cause to believe his or her conduct was unlawful;
- (2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;
- (3) A circumstance under which the liability provisions of Chapter 607.0834 under the Act are applicable;
- (4) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or
- (5) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

#### ARTICLE IX

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ryan Maughn	1300 SW Fifth Avenue, Suite 2400, Portland, OR 97201

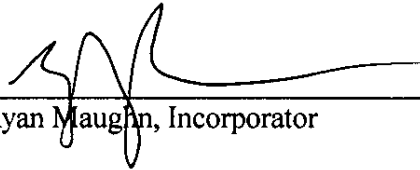
#### ARTICLE X

The person to contact about this filing is:

<u>Name</u>	<u>Telephone Number</u>
Kim Kropp	(206) 757-8762

I, the undersigned Incorporator, declare that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct, and complete.

DATED this 16<sup>th</sup> day of July, 2012.

  
\_\_\_\_\_  
Ryan Maughn, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:

National Corporate Research, Ltd.

By: 

Print Name: Kathy A. Butler, Asst. Sec.

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