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TALLAHASSEE, FLORIDA

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June 23, 2014

VIA EMAIL & U.S. MAIL

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

Re: WaterAim, Inc.
Client Matter: 071549.1000

To Whom It May Concern:

Enclosed are the following documents for WaterAim, Inc.

1. Articles of Incorporation
2. Registered Agent Consent
3. Check in the amount of \$70.00

Please file the Articles of Incorporation and upon completion return filing evidence to me by regular mail in the enclosed envelope.

Sincerely,

A handwritten signature in black ink, appearing to read "Jacqueline A. Bernu", written over a horizontal line.

Jacqueline A. Bernu

Paralegal

Direct Dial: 612.492.7796

Email: jbernu@fredlaw.com

Enclosures

50832177

Attorneys & Advisors
main 612.492.7000
fax 612.492.7077
www.fredlaw.com

Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota
55402-1425

**ARTICLES OF INCORPORATION
OF
WATERAIM, INC.**

The undersigned incorporator, being a natural person of full age, in order to form a corporation under the provisions of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME, REGISTERED AND PRINCIPAL OFFICE**

- 1.01 **Name.** The name of this corporation is WaterAIM, Inc.
- 1.02 **Registered Office.** The name and address of the corporation's registered agent in the State of Florida is Randal Switt, 8357 SW 78th Lane, Gainesville, FL 32608.
- 1.03 **Principal Office.** The principal street address of the corporation is 8357 SW 78th Lane, Gainesville, FL 32608

**ARTICLE II
PURPOSE**

- 2.01 The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE III
SHARES AND SHAREHOLDERS**

- 3.01 **Number of Shares.** The aggregate number of shares the corporation has authority to issue shall be 10,000 common shares, which shall have a par value of \$0.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation.
- 3.02 **Classes of Shares.** The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.
- 3.03 **Issuance of Shares.** The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.
- 3.04 **Preemptive Rights.** No shareholder of the corporation shall have any preemptive rights to subscribe for or purchase his, her or its proportionate share of any stock of the corporation, now or hereafter authorized or issued.

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3.05 **Cumulative Voting.** No shareholder of the corporation shall have the right to cumulate his, her or its votes in the election of directors or for any other purpose whatsoever.

ARTICLE IV INCORPORATOR

4.01 The name and address of the incorporator is as follows:

Robert K. Ranum
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402

ARTICLE V WRITTEN ACTION

6.01 **By Directors.** Any action, other than an action requiring shareholder approval, required or permitted to be taken at a meeting of the Board of Directors of this corporation may be taken by written action signed, or consented to by authenticated electronic communications, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action requiring shareholder approval required or permitted to be taken at a meeting of the Board of Directors of this corporation may be taken by written action signed, or consented to by authenticated electronic communications, by all of the directors. When written action is taken by fewer than all directors, all directors shall be notified immediately of its text and effective date. Failure to provide such notice does not invalidate the written action.

6.02 **By Shareholders.** Any action required or permitted to be taken at a meeting of the shareholders of this corporation may be taken by written action signed, or consented to by authenticated electronic communications, by the shareholders having voting power equal to the voting power that would be required to take the same action of a meeting of the shareholders at which all shareholders were present. When written action is taken by fewer than all shareholders of this corporation, all shareholders must be notified of its text and effective date no later than five (5) days after the effective date of the action. Failure to provide such notice does not invalidate the written action.

ARTICLE VI LIMITATION ON DIRECTORS LIABILITY

7.01 A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under the Florida Business Corporation Act or on violations of Florida state securities laws; (iv) liability for any transaction from which the

director derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article VII becomes effective. If the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification. The provisions of this Article VII shall not be deemed to limit or preclude indemnification of a director by this corporation for any liability of a director which has not been eliminated by the provisions of this Article VII.


**ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION**

8.01 Any amendment of these Articles of Incorporation may be adopted by the affirmative vote of the holders of record of a majority of the total number of issued and outstanding shares of each class and series of voting stock of the corporation, except where a larger proportion is required by law or a shareholder control agreement.

**ARTICLE VIII
MERGER, EXCHANGE, OR SALE OF ASSETS**

9.01 Where approval of shareholders is required by law, the affirmative vote of the holders of at least a majority of the voting power of all shares entitled to vote shall be required to authorize the corporation (i) to merge into or with one or more other corporations, (ii) to exchange its shares for shares of one or more other corporations, or (iii) to sell, lease, transfer or otherwise dispose of all or substantially all of its property and assets, including its good will.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of June, 2014.



Robert K. Ranum, Incorporator

DRAFTED BY:

Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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.



Signature/Registered Agent

6-19-2014

Date

Printed name: Randal Switt

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