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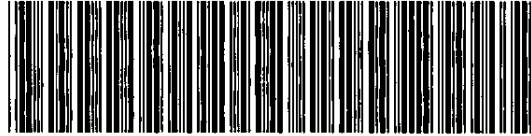
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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SUSSMAN SHANK^{*}LLP
— ATTORNEYS —

1000 SW Broadway, Suite 1400 | Portland, Oregon 97205
503.227.1111 or 800.352.7078 | 503.248.0130 fax | sussmanshank.com

TRANSMITTAL MEMO

VIA UPS

DATE: August 29, 2016

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

RE: Water Quality Environmental, Inc.

OUR FILE: 18823-002

ENCLOSURES: 1. Cover Letter;
2. Check in the amount of \$70.00 for filing fee; and
3. Original and additional copy of Articles of Incorporation.

MESSAGE: Please file the Articles of Incorporation for Water Quality Environmental, Inc.

SUSSMAN SHANK LLP



Teresa L. Whitcomb
Paralegal to Jeffrey S. Tarr

TLW:emc
Encl.

*18823-002\TLW - FL DIV OF CORPORATIONS (02390237);1

COVER LETTER

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

SUBJECT: Water Quality Environmental, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Jeffrey S. Tarr

Name (Printed or typed)

Sussman Shank LLP, 1000 SW Broadway Suite 1400

Address

Portland, OR 97205

City, State & Zip

503-227-1111

Daytime Telephone number

jtarr@sussmanshank.com

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

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
of
WATER QUALITY ENVIRONMENTAL, INC.**

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE 1
Name**

The name of the corporation is Water Quality Environmental, Inc. (the "Company"), and it has perpetual duration.

**ARTICLE 2
Principal Street Address and Mailing Address**

The principal place of business and mailing address of the Company is as follows:

18560 Ocean Mist Drive
Boca Raton, FL 33498

**ARTICLE 3
Purposes and Powers**

Section 3.1 Purposes: The purposes for which the Company is organized are to engage in any lawful business, trade or activity for which a corporation may be organized under the Florida Business Corporation Act, including, but not limited to, water quality consulting.

Section 3.2 Powers: The Company has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including, but not limited to, the powers specified in the Florida Business Corporation Act or which may be hereafter granted under the Florida Business Corporation Act.

**ARTICLE 4
Authorized Capital Shares**

The total number of shares which the Company has authority to issue is one thousand (1,000) shares of common stock.

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ARTICLE 5
No Preemptive Rights

Except as may be otherwise provided by the Board of Directors of the Company, no holder of any shares of the Company is entitled to any preemptive right to purchase or subscribe for any unissued or treasury shares or other securities of the Company.

ARTICLE 6
No Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors is permitted.

ARTICLE 7
Initial Officers and Directors

The names and addresses of the initial directors and officers of the Company are as follows:

Directors:

Stephen W. Johnson
18560 Ocean Mist Drive
Boca Raton, FL 33498

Jodi L. Johnson
18560 Ocean Mist Drive
Boca Raton, FL 33498

Officers:

President:

Stephen W. Johnson
18560 Ocean Mist Drive
Boca Raton, FL 33498

Secretary and Treasurer:

Jodi L. Johnson
18560 Ocean Mist Drive
Boca Raton, FL 33498

ARTICLE 8
Board of Directors

The number of directors on the Board of Directors of the Company will be as provided in the Company's bylaws and may be increased or decreased from time to time in the manner provided therein. The initial number of directors on the Board of Directors of the Company is two (2) and the names of the directors constituting the initial Board of Directors of the Company are set forth in Article 7, above.

ARTICLE 9
Limitations on Liability of Directors

Section 9.1 Limitations and Exceptions: No director of the Company will be personally liable to the Company or its shareholders for monetary damages for conduct as a director, except that this provision will not eliminate or limit the liability of a director for:

- (a) Any act or omission occurring prior to the date of adoption of this Article;
- (b) Any breach of the director's duty of loyalty to the Company or its shareholders;
- (c) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (d) Any distribution to shareholders which is unlawful under the Florida Business Corporation Act or successor statute; or
- (e) Any transaction from which the director derived an improper personal benefit.

Section 9.2 Amendment or Repeal: No amendment to or repeal of this Article 9 will apply to or have any effect on the liability or alleged liability of any director of the Company for or with respect to any acts or omissions prior to such amendment or repeal.

Section 9.3 Statutory Amendments: If the Florida Business Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company will be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any amendment to or repeal of this Article or amendment to the Florida Business Corporation Act will not adversely affect any right or protection of a director of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 10
Registered Agent and Office and Address For Notices

The initial registered agent of the Company is:

Stephen W. Johnson

and the street address of the initial registered office and mailing address of the initial registered agent are:

18560 Ocean Mist Drive
Boca Raton, FL 33498

ARTICLE 11
Acquisition of Its Own Stock

Subject to the provisions of the Florida Business Corporation Act, the Company may acquire its own shares, and shares so acquired will constitute authorized but unissued shares of the Company.

ARTICLE 12
Distributions to Shareholders

Subject to the provisions of the Florida Business Corporation Act, the Board of Directors, by majority vote, and without action of the shareholders, may make distributions to the Company's shareholders, but no distribution may be made if, after giving effect to such distribution:

(a) The Company would not be able to pay its debts as they become due in the usual course of business; or

(b) The Company's total assets would be less than the sum of its total liabilities.

ARTICLE 13
Bylaws

The Board of Directors has the power to adopt, amend or repeal the Bylaws of the Company and to adopt new Bylaws, subject to the power of the shareholders to amend or repeal such Bylaws. The shareholders will also have the power to amend or repeal the Bylaws of the Company and to adopt new Bylaws.

ARTICLE 13
Indemnification

Section 13.1 Right of Indemnification For Directors: The Company must indemnify its directors for liability and related expenses to the full extent permitted by the Florida Business Corporation Act.

Section 13.2 Right of Indemnification for Officers, Agents and Employees: The Company must indemnify its officers, agents and employees for liability and related expenses to the full extent permitted by the Florida Business Corporation Act.

Section 13.3 Provisions Not Exclusive: This Article 13 is not exclusive of any other provisions for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Company.

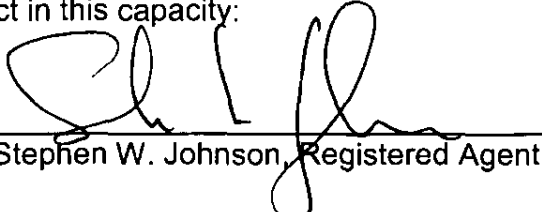
ARTICLE 14
Incorporator

The name and address of the incorporator is:

Jeffrey S. Tarr
Sussman Shank LLP
1000 SW Broadway, Suite 1400
Portland, OR 97205
(503) 227-1111

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

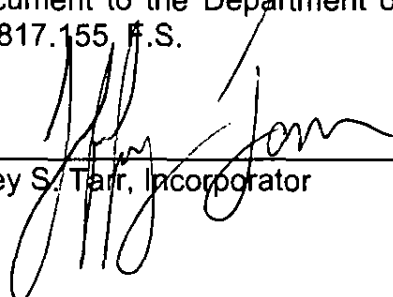
Dated August 18, 2016


Stephen W. Johnson, Registered Agent

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16 AUG 30 AM 11:45

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Dated August 23, 2016



Jeffrey S. Tarr, Incorporator

*18823-002\FL - ARTICLES OF INCORPORATION FOR WATER QUALITY ENVIRONMENTAL, INC. (02378944);1

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