

**562317**

## Florida Department of State

Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H10000126144 3)))



H100001261443ABCT

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

ATTN: Teresa

**\*RE-SUBMIT\***

From:

Account Name : C T CORPORATION  
Account Number : FCA000000023  
Phone : (850) 222-1000  
Fax Number : (850) 878-5300

Please retain original filing  
date of submission 5/25/10

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

Please note  
our office forgot  
to order cert  
copy +  
good standing  
previously.

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CONSERVATION BILLING SERVICES, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	18 13
Estimated Charge	\$52.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 MAY 25 PM 3:09

FILED

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** CONSERVATION BILLING SERVICES, INC.

**DOCUMENT NUMBER:** 862317

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN FORSHAW

Name of Contact Person

VERTEX BUSINESS SERVICES

Firm/ Company

200 YORKLAND BLVD, STE 1100

Address

TORONTO, ONTARIO M2J 5C6

City/ State and Zip Code

dianne.smith@vertex.co.uk

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

For further information concerning this matter, please call:

DIANNE SMITH

Name of Contact Person

at ( 416 )

496 5250

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



June 1, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CONSERVATION BILLING SERVICES, INC.

200 YORKLAND BLVD

SUITE 1100

NORTH YORK ON, M2J 5-C6CA

SUBJECT: CONSERVATION BILLING SERVICES, INC.

REF: S62317

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

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout 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) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000123979  
Letter Number: 410A00013255

RECEIVED  
2010 JUN -1 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314



May 28, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CONSERVATION BILLING SERVICES, INC.  
200 YORKLAND BLVD STE 1100  
NORTH YORK ON,, M2J-5C6CA

SUBJECT: CONSERVATION BILLING SERVICES, INC.  
REF: 862317

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 principal and mailing address should be the same through 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) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000126144  
Letter Number: 910A00013528



May 28, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CONSERVATION BILLING SERVICES, INC.  
200 YORKLAND BLVD  
SUITE 1100  
NORTH YORK ON, M2J 5-C6CA

SUBJECT: CONSERVATION BILLING SERVICES, INC.  
REF: S62317

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.

Please correct the corporate name on the attached document to the amendment.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000126144  
Letter Number: 310A00013479



May 26, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CONSERVATION BILLING SERVICES, INC.

200 YORKLAND BLVD

SUITE 1100

NORTH YORK ON, M2J 5-C6CA

SUBJECT: CONSERVATION BILLING SERVICES, INC.

REF: S62317

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 current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000123979  
Letter Number: 410A00013255

Articles of Amendment  
to  
Articles of Incorporation  
of

CONSERVATION BILLING SERVICES, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

S62317

(Document Number of Corporation (if known))

FILED  
2010 MAY 25 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

MultiF2010 Inc.

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

250 E. ARAPAHO ROAD, STE 100

RICHARDSON, TX 75081

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

200 YORKLAND BLVD. STE 1100

TORONTO, ONTARIO M2J 5C6

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida  
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
**(Attach additional sheets, if necessary)**

<b><u>Title</u></b>	<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Type of Action</u></b>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
**(attach additional sheets, if necessary). (Be specific)**

---



---



---



---



---



---



---



---

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
**(if not applicable, indicate N/A)**

---



---



---



---



---



---



---



---



The date of each amendment(s) adoption: 5/25/2010

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 25<sup>th</sup> MAY 2010

Signature [Signature]  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOHN FORSHAW  
(Typed or printed name of person signing)

ASSISTANT SECRETARY  
(Title of person signing)

**CONSERVATION BILLING SERVICES INC.  
CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS**

**MAY 25th, 2010**

The undersigned, being all of the members of the board of directors of Conservation Billing Services Inc., a Florida corporation (the "Corporation"), in lieu of holding a special meeting of the board of directors of the Corporation (the "Board"), hereby take the following actions and adopt the following resolutions by written consent pursuant to the bylaws of the Corporation ("Bylaws") and Section 607.0821 of the Florida Business Corporation Act:

**ASSET PURCHASE AGREEMENT**

RESOLVED, that the form, terms and provisions of the Asset Purchase Agreement, to be entered into on or after the date hereof, by and between the Corporation, NWP Services Corporation, a Delaware corporation ("NWP") and Vertex US Holdings Inc., a Delaware corporation together with any schedules and exhibits attached thereto (the "Asset Purchase Agreement"), substantially in the form reviewed by the undersigned, and the Corporation's performance of its obligations under the Asset Purchase Agreement, be, and hereby are, in all respects approved, and further resolved, that each of the Directors of the Corporation (the "Directors") be, and each hereby is, authorized and directed to execute and deliver the Asset Purchase Agreement, and each of the agreements, instruments, certificates and documents contemplated by the Asset Purchase Agreement (including the exhibits), in the name and on behalf of the Corporation substantially in the forms hereby approved, with such changes therein and modifications and amendments thereto as any of the Directors may in their discretion approve, which approval shall be conclusively evidenced by their execution thereof.

FURTHER RESOLVED, that any of the Directors be, and each hereby is, authorized and empowered to take all such further actions including, without limitation, to arrange for and enter into supplemental agreements, instruments, certificates, or documents relating to the transactions contemplated by the Asset Purchase Agreement and to execute and deliver all such supplemental agreements, instruments, certificates or documents in the name and on behalf of the Corporation, which in his or her sole judgment are necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the Asset Purchase Agreement and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, capitalized terms used herein and not otherwise defined are defined in the Asset Purchase Agreement.

#### TRANSITION SERVICES AGREEMENT

RESOLVED, that the form, terms and provisions of the Transition Services Agreement, to be entered into or after the date hereof, by and among the Corporation, Vertex US Holdings Inc., a Delaware corporation, NWP and NWP Acquisition Corporation, a Delaware corporation, together with any schedules and exhibits attached thereto (the "Transition Services Agreement"), substantially in the form reviewed by the undersigned, and the Corporation's performance of its obligations under the Transition Services Agreement, be, and hereby are, in all respects approved, and further resolved, that each of the Directors be, and each hereby is, authorized and directed to execute and deliver the Transition Services Agreement, and each of the agreements, instruments, certificates and documents contemplated by the Transition Services Agreement, in the name and on behalf of the Corporation substantially in the forms hereby approved, with such changes therein and modifications and amendments thereto as any of the Directors may in their discretion approve, which approval shall be conclusively evidenced by their execution thereof.

FURTHER RESOLVED, that any of the Directors be, and each hereby is, authorized and empowered to take all such further actions including, without limitation, to arrange for and enter into supplemental agreements, instruments, certificates, or documents relating to the transactions contemplated by the Transition Services Agreement and to execute and deliver all such supplemental agreements, instruments, certificates or documents in the name and on behalf of the Corporation, which in his or her sole judgment are necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the Transition Services Agreement and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

#### CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by creating a new Article I to read as follows (the "Amendment"):

##### Article I. NAME

The name of the Corporation shall be MultiF2010 Inc. and the principal office and mailing address is 250 E Arapaho Road, Suite 100, Richardson, Texas 75081.

FURTHER RESOLVED, that any of the Directors be, and each hereby is, authorized and empowered to take all such further actions including, without limitation, to arrange for and enter into supplemental agreements, instruments, certificates, or documents relating to the transactions contemplated by the Amendment and to execute and deliver all such supplemental agreements, instruments, certificates or documents in the name and on behalf of the Corporation, which in his or her sole judgment are

necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the Amendment and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

#### GENERAL RATIFICATION

RESOLVED, that any acts of the Board or the Directors or of any person or persons designated and authorized to act by the Directors, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Corporation.

#### MISCELLANEOUS

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, each of the Directors be, and each hereby is, authorized to take all such further action, and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and to pay all such fees and expenses, which shall in such Director's judgment be necessary, proper or advisable.

FURTHER RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent.

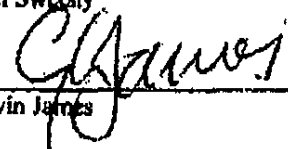
FURTHER RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

FURTHER RESOLVED, that the actions taken by this written consent shall have the same force and effect as if taken at a special meeting of the Board duly called and constituted pursuant to the Bylaws and the laws of the State of Florida.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

  
By \_\_\_\_\_  
Name: Paul Sweeney

  
By \_\_\_\_\_  
Name: Gavin James

By \_\_\_\_\_  
Name: John Hall

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

By \_\_\_\_\_  
Name: Paul Sweeny

By \_\_\_\_\_  
Name: Gavin James

By John Hall  
Name: John Hall