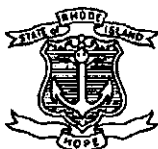


Filing Fee: \$150.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**LIMITED LIABILITY COMPANY**

**APPLICATION FOR REGISTRATION**

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

WM Bagco, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 04/06/2009

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

155 South Main Street, Suite 301

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is C T Corporation System

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:

1001 Fannin, Suite 4000 Houston, TX 77002

**FILED**

SEP 03 2010

By

12:36  
075125818

2010 SEP -3 PM 12:36

STATE OF RHODE ISLAND  
CORPORATIONS DIVISION

10. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☒ by its members. *(If you have checked this box, go to item no. 11.)*

or

- B. The limited liability company is to be managed ☐ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

Manager

Address


11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: August 31, 2010

WM Bageco, LLC

Print Exact Name of Limited Liability Company Making Application

By Linda J. Smith

Signature of authorized person

Linda J. Smith, V.P. and Secretary of the Sole Member

# Delaware

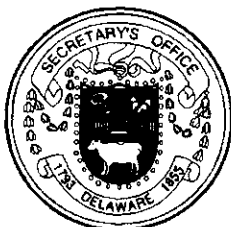
PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WM BAGCO, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4673577 8300

100878209

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8205839

DATE: 09-01-10

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WM BAGCO, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SIXTH DAY OF APRIL, A.D. 2009, AT 12:40 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "WM RHINOBAG, LLC" TO "WM RHINOBAG, INC.", FILED THE EIGHTH DAY OF APRIL, A.D. 2009, AT 4:25 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF APRIL, A.D. 2009, AT 4:25 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "WM RHINOBAG, INC." TO "WM BAGCO, LLC", FILED THE FIFTEENTH DAY OF MAY, A.D. 2009, AT 3:53 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE FIFTEENTH DAY OF MAY, A.D. 2009, AT 3:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "WM BAGCO, LLC".

4673577 8100H

100878209

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8205840

DATE: 09-01-10

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:05 PM 04/06/2009  
FILED 12:40 PM 04/06/2009  
SRV 090337524 - 4673577 FILE

**CERTIFICATE OF FORMATION  
OF  
WM RHINO BAG, LLC**

The undersigned, being over the age of 18 years and acting as sole organizer of a limited liability company under the Delaware Limited Liability Company Act (the "Act"), does hereby adopt the following Certificate of Formation for WM RhinoBag, LLC (the "Company").

**ARTICLE ONE**

The name of the limited liability company is WM RhinoBag, LLC.

**ARTICLE TWO**

The address of its initial registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

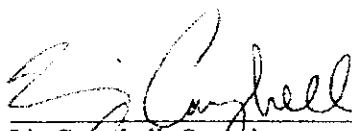
**ARTICLE THREE**

The adoption by the members of the Company of the Limited Liability Company Agreement ("LLC Agreement") of the Company shall bind all of the members of the Company existing from time to time to the terms and provisions of such LLC Agreement (as such terms and provisions may be restated or amended as provided therein), and the purchase of or subscription for membership interests in the Company shall constitute an agreement by any such member to be so bound, notwithstanding that any such member has not executed a counterpart of such LLC Agreement or of any such restatements of or amendments to such LLC Agreement.

**ARTICLE FOUR**

The name of the sole organizer is Liz Campbell and the address of the organizer is 1001 Fannin, Suite 4000, Houston, Texas 77002.

IN WITNESS WHEREOF, I have hereunder set my hand this 6th day of April, 2009.

  
\_\_\_\_\_  
Liz Campbell, Organizer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:41 PM 04/08/2009  
FILED 04:25 PM 04/08/2009  
SRV 090347442 - 4673577 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is April 6, 2009.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is WM RhinoBag, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is WM RhinoBag, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 8th day of April, A.D. 2009.

By: Linda J. Smith

Name: Linda J. Smith  
Print or Type

Title: V.P. and Secretary  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:41 PM 04/08/2009  
FILED 04:25 PM 04/08/2009  
SRV 090347442 - 4673577 FILE

**CERTIFICATE of INCORPORATION  
of WM RHINO BAG, INC.**

- First:** The name of this Corporation is WM RhinoBag, Inc.
- Second:** Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The registered agent in charge thereof is The Corporation Trust Company.
- Third:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- Fourth:** The amount of the total authorized capital stock of this corporation is 1,000 shares, with no par value.
- Fifth:** The name and mailing address of the incorporator are as follows:
- Name: Linda J. Smith  
Mailing Address: 1001 Fannin Street, Suite 4000  
Houston, Texas 77002
- Sixth:** The person who is to serve as a director until the first annual meeting of stockholders or until his successor is elected and qualified is:

Linda J. Smith  
1001 Fannin Street, Suite 4000  
Houston, Texas 77002

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 8th day of April, A.D. 2009.

BY: Linda J. Smith  
(Incorporator)

NAME: Linda J. Smith  
(Type or Print)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:53 PM 05/15/2009  
FILED 03:53 PM 05/15/2009  
SRV 090482020 - 4673577 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is 04/08/2009.
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
WM RhinoBag, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of  
Formation is WM Bagco, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
14th day of May, A.D. 2009.

By: Linda J. Smith  
Authorized Person

Name: Linda J. Smith  
Print or Type



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:53 PM 05/15/2009  
FILED 03:53 PM 05/15/2009  
SRV 090482020 - 4673577 FILE

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

- First: The name of the limited liability company is WM Bagco, LLC
- Second: The address of its registered office in the State of Delaware is  
1209 Orange Street in the City of Wilmington  
Zip Code 19801.
- The name of its Registered agent at such address is The Corporation Trust Company.
- Third: (Insert any other matters the members determine to include herein.)

The adoption by the members of the Company of the Limited Liability Company Agreement ("LLC Agreement") of the Company shall bind all of the members of the Company existing from time to time to the terms and provisions of such LLC Agreement (as such terms and provisions may be restated or amended as provided therein), and the purchase of or subscription for membership interests in the Company shall constitute an agreement by any such member to be so bound, notwithstanding that any such member has not executed a counterpart of such LLC Agreement or of any such restatements of or amendments to such LLC Agreement.

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
14th day of May, 2009.

By: Linda J. Smith  
Authorized Person(s)

Name: Linda J. Smith  
Typed or Printed



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

