RI SOS Filing Number: 201734977790 Date: 2/27/2017 11:16:00 AM

Filing Fee: $75.00

ID Number: 1657442

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2017 FEB -6 AM 11:36
R.I. DEPT OF STATE
BUS SVCS DIV

BUSINESS CORPORATION

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is ARCTIC SHEET METAL, INC.

2. It is incorporated under the laws of OREGON

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 10/16/15, authorizing it to transact business in Rhode Island under the name of: ________

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BUS SVCS DIV
2017 FEB 2 AM 11:16

4. The corporate name of the corporation has been changed to N/A

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is: N/A

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

____

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

____

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

NO CHANGE.

11:16 **FILED**

FEB 27 2017

BY 296915

Form No. 151
Revised: 12/05

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase *(If there has been no increase in shares, insert "no change")*:

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2,500			NO PAR VALUE

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 6,000,000.^^.

   (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ Ø.

   (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is Ø %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*]

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 25,000,000.^^.

   (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 2,000.^^.

   (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .0001 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing ______________

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

Date: 1/31/17

Dana McQuown
Signature of Authorized Officer of the Corporation

DANA McQUOWN
Type or Print Name of Authorized Officer

CC-9768-$100

Articles of Amendment - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

FEB 26 2015

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 119879-14

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: Arctic Sheet Metal, Inc.

2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

Article II

Shares Authorized. The aggregate number of shares that the Corporation shall have authority to issue is 2,500 shares of common stock.

3) THE AMENDMENT WAS ADOPTED ON: February 26, 2015

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

☒ Shareholder action was required to adopt the amendment(s).

The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	25	25	25	0

☐ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

5) EXECUTION: (Must be signed by at least one officer or director.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: [signature] Printed Name: Douglas E. McQuown Title: CEO

ARCTIC SHEET METAL, INC.

11987914-15882108 AMDART

FEES

Required Processing Fee $100

No Fee for President/Secretary Change.

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.

PLAN OF RECAPITALIZATION

DATED:	February 26, 2015	
BETWEEN:	Arctic Sheet Metal, Inc., an Oregon corporation	("Corporation")
AND:	Douglas E. McQuown	("Shareholder")

RECITALS

A. The Corporation is a corporation organized in Oregon to engage in the business of manufacturing and installing sheet metal products.

B. The Shareholder is the owner of all issued and outstanding shares of stock of the Corporation.

C. The parties desire to recapitalize the Corporation and to effect a tax-free recapitalization under §§354 and 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended ("Code"), as set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

AGREEMENT

1. **Recapitalization.** Effective on the date the Articles of Amendment increasing the number of authorized shares of the Corporation are filed with the Oregon Secretary of State ("Effective Date"), the Corporation shall be recapitalized in the form of a one hundred (100) for one (1) stock split as provided herein.

2. **Conditions of Recapitalization.** This Plan of Recapitalization ("Plan") is contingent upon its approval by the holders of a majority of outstanding shares of the Corporation entitled to vote thereon and by a majority of the Board of Directors of the Corporation.

3. **Conversion of Shares.** On the Effective Date, each issued and outstanding share of stock of the Corporation prior to the Effective Date shall be changed into and shall become one hundred (100) shares of issued and outstanding stock of the Corporation.

4. **Certificates for Shares.** Each certificate that prior to the Effective Date represented shares of stock of the Corporation shall be canceled as of the Effective Date. The Shareholder shall surrender such certificate to the Corporation. The Corporation shall issue to Shareholder a new certificate representing one hundred (100) shares of stock of the Corporation for each share of stock previously represented by such outstanding certificate.

5. **Stated Capital.** The aggregate amount of the stated capital of the Corporation represented by issued and outstanding shares of stock of the Corporation on the Effective Date shall be the same as the aggregate amount of the stated capital of the Corporation represented by the shares issued and outstanding prior to the Effective Date.

6. Tax Effect. It is the intent of the parties that the recapitalization shall be a tax-free recapitalization under §§354 and 368(a)(1)(E) of the Code.

7. Termination. This Plan shall automatically terminate if it is not approved by the holders of a majority of the issued and outstanding shares of common stock of the Corporation entitled to vote thereon and a majority of the Board of Directors.

8. Future Assurances. Each party shall, upon request, execute and deliver such additional documents as may be necessary or convenient for the purpose of evidencing or perfecting any rights or interests arising under this Plan.

9. Binding Effect. All of the covenants, agreements, conditions, and terms contained in this Plan shall be binding upon, apply and inure to the benefit of the successors, assigns, heirs, and representatives of the parties.

10. Applicable Law. The applicable law for the purpose of interpretation of this Plan, or the enforcement of any rights or obligations hereunder, shall be the laws of the State of Oregon.

IN WITNESS WHEREOF, the parties have executed this Plan as of the date set forth above.

SHAREHOLDER

Douglas E. McQuown

CORPORATION

Arctic Sheet Metal, Inc., an Oregon corporation

By: Douglas E. McQuown, Chief Executive Officer

By: Dana McQuown
Dana McQuown, Secretary

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

Certified Copy 217H569W4

I, JEANNE P. ATKINS, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached

Copy of the

Articles of

Amendment

for

ARCTIC SHEET METAL, INC.

is a true copy of the original document(s).

STATE OF OREGON 1859

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

Jeanne P. Atkins

JEANNE P. ATKINS, SECRETARY OF STATE

9/23/2016

RI SOS   Filing Number: 201734977790   Date: 2/27/2017 11:16:00 AM

State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

February 27, 2017 11:16 AM

Nellie M. Gorbea
Secretary of State

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
HOPE
1636