



**State of Rhode Island and Providence Plantations**  
**Department of State - Business Services Division**  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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 R.I. DEPT. OF STATE  
 BUS SVCS DIV  
 2017 JUN -9 PM 4:17

**Application for Certificate of Authority**  
**Foreign Business Corporation**  
 Filing and License Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a 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:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                 |
| <b>Clarke Industrial Engineering Incorporated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                 |
| 2. It is incorporated under the laws of:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Delaware</b> |
| 3. The name, if different, which it elects to use in Rhode Island is:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 |
| (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:<br><br>(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:<br><br><b>Clarke Industrial</b> |                 |
| 4. The date of its incorporation is:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>7/2/2014</b> |
| And the period of its duration is: <b>CHECK ONLY ONE BOX</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                 |
| <input checked="" type="checkbox"/> Perpetual (on-going)<br><input type="checkbox"/> Date certain for dissolution _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                 |
| 5. The address of its principal office is:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                 |
| <b>42 Whitecap Drive North Kingstown, RI 02852</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                 |

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|-----------------------------------------------------------------------------------------|------------------------------|----------------------------|
| 6. The name and address of the initial registered agent/office of in Rhode Island:      |                              |                            |
| Agent Name <b>CT Corporation System</b>                                                 |                              |                            |
| Street Address ( <u>NOT</u> a P.O. Box) <b>450 Veterans Memorial Parkway - Suite 7A</b> |                              |                            |
| City/Town<br><b>East Providence</b>                                                     | State<br><b>RHODE ISLAND</b> | Zip Code<br><b>02914CT</b> |

|                                                                                                                       |
|-----------------------------------------------------------------------------------------------------------------------|
| 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:            |
| <b>Design and assembly of the shutter valve, a revolutionary industrial valve in various commercial applications.</b> |

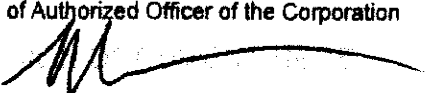
|                                                                                                                                                                          |                                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated): |                                                        |
| NAME                                                                                                                                                                     | ADDRESS                                                |
| <b>Kyle Daniels</b>                                                                                                                                                      | <b>33 Channing Street Newport, RI 02840</b>            |
| <b>William Dambrackas</b>                                                                                                                                                | <b>3040 Birkdale Weston FL 33332-1810</b>              |
| <b>Stephen O'Hara</b>                                                                                                                                                    | <b>8130 Glades Road Suite 293 Boca Raton, FL 33434</b> |
| <b>Robert Williamson</b>                                                                                                                                                 | <b>8130 Glades Road Suite 293 Boca Raton, FL 33434</b> |

|                                                                              |
|------------------------------------------------------------------------------|
| Check the box to indicate an attachment. <input checked="" type="checkbox"/> |
|------------------------------------------------------------------------------|

|                                                                                                                                                                                   |      |         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------|
| 8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated): |      |         |
| OFFICE                                                                                                                                                                            | NAME | ADDRESS |
| PRESIDENT                                                                                                                                                                         |      |         |
| VICE PRESIDENT                                                                                                                                                                    |      |         |
| TREASURER                                                                                                                                                                         |      |         |
| SECRETARY                                                                                                                                                                         |      |         |

|                                                                              |
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| Check the box to indicate an attachment. <input checked="" type="checkbox"/> |
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|                                                                                                                                                                                |                  |        |                                 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------|---------------------------------|
| 9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is: |                  |        |                                 |
| NUMBER OF SHARES                                                                                                                                                               | CLASS            | SERIES | PAR VALUE OR STATE NO PAR VALUE |
| <b>5,500,000</b>                                                                                                                                                               | <b>Common</b>    |        | <b>.00001</b>                   |
| <b>5,000,000</b>                                                                                                                                                               | <b>Preferred</b> |        | <b>.00001</b>                   |
|                                                                                                                                                                                |                  |        |                                 |
|                                                                                                                                                                                |                  |        |                                 |

|                                                                                                                                                                                                                                                                                                                                                                                        |                                          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------|
| 10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:                                                                                                                                                                                                                                                       |                                          |          |
| \$ 170k                                                                                                                                                                                                                                                                                                                                                                                |                                          |          |
| (b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:                                                                                                                                                                                                                                                         |                                          |          |
| \$ 160k                                                                                                                                                                                                                                                                                                                                                                                |                                          |          |
| (c) Estimate, as a percentage, 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. <i>Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.</i>                    |                                          |          |
| 94 %                                                                                                                                                                                                                                                                                                                                                                                   |                                          |          |
| 11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.                                                                                                                                                                                                                                                              |                                          |          |
| \$ 5,000,000                                                                                                                                                                                                                                                                                                                                                                           |                                          |          |
| (b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.                                                                                                                                                                                                                    |                                          |          |
| \$ 5,000,000                                                                                                                                                                                                                                                                                                                                                                           |                                          |          |
| (c) Estimate, as a percentage, the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> |                                          |          |
| 100 %                                                                                                                                                                                                                                                                                                                                                                                  |                                          |          |
| 12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.                                                                                                                               |                                          |          |
| 13. Date when the Certificate of Authority will be effective: <b>CHECK ONLY ONE BOX</b>                                                                                                                                                                                                                                                                                                |                                          |          |
| <input checked="checked" type="checkbox"/> Date received (Upon filing)                                                                                                                                                                                                                                                                                                                 |                                          |          |
| <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____                                                                                                                                                                                                                                                                         |                                          |          |
| Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.                                                                                                                                                              |                                          |          |
| Signature of Authorized Officer of the Corporation                                                                                                                                                                                                                                                                                                                                     | Type or Print Name of Authorized Officer | Date     |
|                                                                                                                                                                                                                                                                                                     | Mark Kacer                               | 6/9/2017 |

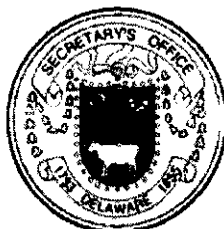
If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "CLARKE INDUSTRIAL ENGINEERING  
INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF  
DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE  
EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE  
EIGHTH DAY OF JUNE, A.D. 2017.



5562923 8300

SR# 20174656258

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202677691

Date: 06-08-17



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:

June 09, 2017 04:17 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

