

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 120928



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, 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 NTA, INC.
2. It is incorporated under the laws of INDIANA
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:

 - (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:

4. The date of its incorporation is December 12, 1975 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 305 N. Oakland Ave., Nappanee, IN. 46550
6. The address of its proposed registered office in Rhode Island is 10 Weybosset St.
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Civil Engineering
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Dennis R. Norkus</u>	<u>305 N. Oakland Ave., Nappanee, IN. 46550</u>
Director	<u>David R. Tompos</u>	<u>305 N. Oakland Ave., Nappanee, IN. 46550</u>
President	<u>Dennis R. Norkus</u>	<u>305 N. Oakland Ave., Nappanee, IN. 46550</u>
Vice President	<u>David R. Tompos</u>	<u>305 N. Oakland Ave., Nappanee, IN. 46550</u>
Treasurer	<u>Dennis R. Norkus</u>	<u>305 N. Oakland Ave., Nappanee, IN. 46550</u>
Secretary	<u>David R. Tompos</u>	<u>305 N. Oakland Ave., Nappanee, IN. 46550</u>

FILED
SEP 20 2001
By Janet
211090

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 Statement that Shares are without Par Value
1000	Common	N/A	No Par Value

10. The aggregate number of its issued shares, 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 Statement that Shares are without Par Value
300	Common	N/A	No Par Value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 444,880.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (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 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 5,300,000.00.
- (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 \$ 0.
- (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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 9/14/01

NTA, INC.

Print Exact Name of Corporation Making Application

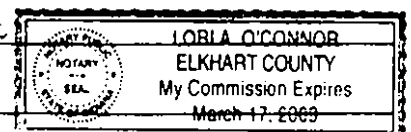
By Dennis R. Norkus
☒ President or ☐ Vice President (check one)

By [Signature] **AND**
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Indiana
COUNTY OF Elkhart

In Nappanee, on this 14th day of September, 2001, personally appeared before me Dennis R. Norkus who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public
My Commission Expires: _____





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARDS FOR DESIGN PROFESSIONALS

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS

BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS

BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 3rd FLOOR, PROVIDENCE, R.I. 02908-5860

(401) 222-2565

Fax: (401) 222-5744

23 August 2001

NTA, INC.

DAVID R. ROMPOS

305 N. OAKLAND AVE., PO BOX 490

NAPPANEE, IN 46550

Dear Sir/Madam:

Your request for issuance of a Certificate of Authorization has been reviewed and approved, in the **Civil** discipline only, by the Rhode Island Board of Registration for Professional Engineers at their meeting of 15 August 2001.

You can amend your Certificate of Authorization at a later date if you wish to include other disciplines. Please note that this approval is to offer services in the Mechanical discipline only. In accordance with the procedures adopted by this Board, **you are requested to provide the following information.**

The document requested by the Board is a **CERTIFICATE OF GOOD STANDING**, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the **original certificate of such notice be provided within 60 days. A copy of this letter must accompany your certificate of authority application, along with the required fee for a certificate of good standing, to the Secretary of State's office.**


You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this **CERTIFICATE OF GOOD STANDING**, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice engineering in the state of Rhode Island.

Very truly yours,

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS


L. Robert Smith, PE
Secretary

LRS/im

Certified Mail

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

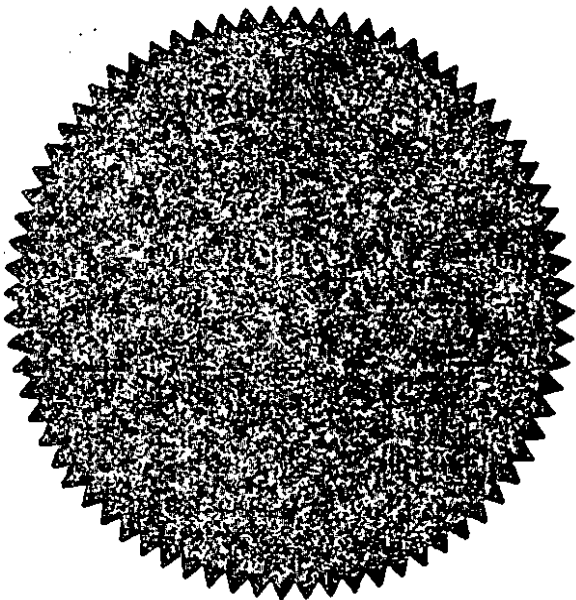
CERTIFICATE OF INCORPORATION
OF

NTA, INC.

I, LARRY A. CONRAD, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the provisions of the **INDIANA GENERAL CORPORATION ACT**

as amended.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this12th.....day of

December, 1975

LARRY A. CONRAD, Secretary of State

By.....
Deputy

APPROVED
AND
FILED
DEC 12 1975


SECRETARY OF
STATE OF INDIANA

ARTICLES OF INCORPORATION
OF

NTA, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana General Corporation Act, as amended (hereinafter referred to as the "Act") execute the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is NTA, INC.

ARTICLE II
PURPOSES

The purposes for which the Corporation is formed are: In furtherance and not limitation of the powers conferred by law;

- A. To continue as a corporation, under its corporate name, perpetual;
- B. To sue and be sued in its corporate name;
- C. To have a corporate seal and to alter the same at pleasure, and to use such seal generally, but the use of such seal shall be necessary only as required by law;
- D. To acquire, own, hold use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible, legal or equitable;
- E. To conduct business in this state and elsewhere, to have one or more offices out of this state; and to acquire, own, hold or use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible, out of this state;
- F. To acquire, guarantee, hold, own and vote and to sell, assign transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign;

G. To borrow money and/or issue, seel or pledge its property and franchises to secure the payment thereof;

H. To purchase, own and/or hold and to sell and transfer (But not to vote) sahres of its own capital stock if and when the capital of this corporation is not thereby impaired;

I. To appoint such officers and agents as the business of this corporation may require, and to define their duties and fix their compensation;

J. To by its Board of Directors make, alter, amend or repeal by-laws for the government and regulation of its affairs;

K. To cease doing business and to dissolve and surrender its corporate franchise;

L. To do all acts and things necessary, convenient or expedient to carry out the purpose for which it is formed;

M. To engage in every type of engineering and/or designing business including consultation on the same, sales, manufacturing and all facets connected with a general engineering business.

N. To carry on, engage in and conduct any business or businesses, do any acts or act which a natural person or persons might do and for which this corporation is formed and such as are not repugnant to law; and this corporation is shall not be deemed to possess the power of carrying on the business of receiving deposits of money, bullion or foreign coins, or of issuing bills, notes or other evidences of debt for circulation as money, and this corporation shall not engage in the business of rural loans and savings associations, credit unions or conduct a banking, railroad, insurance, surety, trust, safe deposit, mortgage, guarantee or building and loan business;

O. To handle and/or store all of the various kinds of materials, merchandise and property for said corporation;

P. To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein;

Q. To pay for any property, real or personal, this corporation may acquire or purchase with shares of the captial stock, bonds or other obligations or securities of this corporation, or to issue its shares of stock in exchange therefor;

R. The foregoing clauses shall be construed as powers as well as purposes, and the matters expressed in each clause, shall, except if otherwise expressly provided, be in no wise limited, by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes; and the enumeration of specific power and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by an Act of the General Assembly of the State of Indiana, entitled "The Indiana General Corporation Act", approved March 16, 1929, and as amended subsequently thereto, to corporations organized thereunder, and all the power conferred by all acts heretofore or hereafter amendatory of or supplemental to the said Act or the said laws, and the enumeration of certain powers as herein specified

is not intended as exclusive of or as a waiver of, any of the powers, rights, or privileges granted or conferred by the said Act or the said laws nor or hereafter in force; provided, however, that the corporation shall not in any state, territory, district, possession or country carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

ARTICLE III PERIOD OF EXISTENCE

The period during which the Corporation shall continue is Perpetual

ARTICLE IV RESIDENT AGENT AND PRINCIPAL OFFICE

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is Dennis R. Norkus, 1539 Kensington Place, Mishawaka, Indiana, 46544.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 1539 Kensington Place, Mishawaka, Indiana 46544.

ARTICLE V SHARES

Section 1. Number. The total number of shares which the Corporation has authority to issue is 1,000.00 shares without par value.

Section 2. Terms.

A. The capital stock shall consist of a single class of common stock without par value.

B. The holders of said capital stock shall be entitled to share equally, share for share, in such dividends as may be declared from time to time by the Board of Directors of the Corporation.

C. Without action of the shareholders, authorized and unissued shares of stock may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, and any and all shares to issue, the full consideration for which has been paid or delivered, shall be deemed full-paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.

D. Shareholders shall have the right to purchase at such prices and upon such terms as may be determined by the Board of Directors such shares of the capital stock of the Corporation as may hereafter be issued, in the respective ratios which the number of shares held by each shareholder bears to the total number of shares issued and outstanding.

E. Any shareholder or the personal representative of any deceased shareholder, shall not transfer, alienate or in any way dispose of any share of the corporation unless such share shall first have been offered for sale to the corporation. The corporation reserves the exclusive right and option to purchase such share or shares, at a price equal to the book value thereof within thirty days after such offer. After the expiration of such time, the shareholder, if the corporation shall not have the exercise of its option to purchase such share or shares, shall be free to transfer, alienate or otherwise dispose of such shares without any restriction whatsoever.

ARTICLE VI
REQUIREMENTS PRIOR TO DOING BUSINESS

The Corporation will not commence business until consideration of the value of at least \$1,000.00 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII
DIRECTORS

Section 1. Number of Directors. The initial Board of Directors is composed of four members. The number of Directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be four.

Section 2. Names and Post Office Addresses of the Directors. The names and post office addresses of the initial Board of Directors of the Corporation are:

N

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
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Dennis R. Norkus, 1539 Kensington Place, Mishawaka, Indiana 46544

David R. Tompos, 1002 Beechwood Drive, Napanee, Indiana

Section 3. Qualifications of Directors. Directors need not be shareholders of the corporation.

ARTICLE VIII
INCORPORATORS

The names and post office addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Dennis R. Norkus,	1539 Kensington Place,	Mishawaka,	Indiana	46544
David R. Tompos,	1002 Beachwood Drive,	Nappanee,	Indiana	

ARTICLE IX
PROVISIONS FOR REGULATION OF BUSINESS
AND CONDUCT OF AFFAIRS OF CORPORATION

If this corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members, or with any other corporation or association of which one or more of its Directors are shareholders, directors or officers, such contract or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of this corporation, provided such contracts or transaction is entered into in good faith and in the usual course of business.

All provisions for regulation of business and conduct of affairs of a corporation shall be contained in the By-Laws. The By-Laws of the corporation may be amended from time to time by the affirmative vote of the majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article VIII, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 11th day of December, 1975.

(Written Signature)

(Printed Signature)

Dennis R. Norkus
(Written Signature)

DENNIS R. NORKUS
(Printed Signature)

David R. Tompos
(Written Signature)

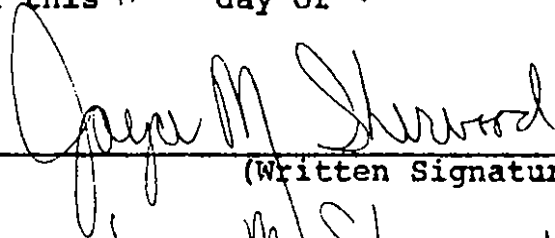
DAVID R. TOMPOS
(Printed Signature)

STATE OF INDIANA
COUNTY OF ST. JOSEPH

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that

, of the incorporators referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 11th day of December 1975.



(Written Signature)

Joyce M. Sherwood

(Printed Signature)

My Commission Expires:

July 24, 1978

This instrument was prepared by Edward N. Kalamaros, Attorney at Law, of Edward N. Kalamaros & Associates, Professional Corporation, 11th Floor, Tower Building, South Bend, Indiana 46601.



STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
(7) SEVEN page document(s)
as filed in this office.

DATED 09-12 20 01

Steve Bauer
Secretary of State

BY *Shirley Johnson*
This Certification Stamp replaces our previous Certification System.