Karen Y Johnson Davidson County
Batch# 173384 DEEDWARR
12/12/2018 12:42:30 PM 45 pgs
Fees: $228.00 Taxes: $5,365.00
20181212-0121028

**This instrument prepared by:**
Kristin L. Ubersax
Parker-Hannifin Corporation
6035 Parkland Blvd.
Cleveland, Ohio 44124

**Return Recorded Document to:**
Mr. Chad M. Ray
122 Bella Vista Drive
Goodlettsville, TN 37072

**Name and Address of Property Owner:**
Total Filtration Services, Inc.
6035 Parkland Blvd.
Cleveland, Ohio 44124

**Send Tax Bills To:**
Mr. Chad M. Ray
122 Bella Vista Drive
Goodlettsville, TN 37072

**Map and Parcel Numbers** 019-130-052.00

## LIMITED WARRANTY DEED

THIS INDENTURE, made this 10th day of December, 2018, by and between Total Filtration Services, Inc., an Ohio corporation, successor by merger to ESI International, Inc., an Ohio corporation, formally known as MPW Filtration Acquisition Corp., an Ohio corporation, successor by merger to ESI International, Inc., a Tennessee corporation, formally known as Energy Services, Inc., a Tennessee corporation (see Exhibit C) (hereinafter referred to as "Grantor") and Chad M. Ray (hereinafter referred to as "Grantee"), having an address of 122 Bella Vista Drive, Goodlettsville, TN 37072; and

W I T N E S S E T H:

That for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor has granted, bargained, sold, aliened, conveyed and confirmed and does hereby grant, bargain, sell, alien, convey and confirm unto Grantee all of that certain tract or parcel of land lying and being in Goodlettsville, Tennessee, being more particularly described in Exhibit A attached hereto and by this reference made a part hereof (hereinafter referred to as the "Property").

The Property is conveyed subject to those matters set forth on Exhibit B attached hereto and by this reference made a part hereof.

TO HAVE AND TO HOLD said Property, together with all and singular the rights, members and appurtenances thereof, to the same being, belonging or in anywise appertaining, to the only proper use, benefit and behoof of Grantee forever IN FEE SIMPLE.

AND THE SAID Grantor shall warrant and forever defend the right and title to said Property unto the Grantee against the lawful claims of all persons claiming by, through or under Grantor, subject to the matters set forth on Exhibit B attached hereto.

IN WITNESS WHEREOF, Grantor has signed and sealed this Limited Warranty Deed the day and year first above written.

GRANTOR:

TOTAL FILTRATION SERVICES, INC.

By: M Kurlich
Name: MICHAEL BURLICH

**Corporate Notary Acknowledgement:**

STATE OF OHIO
COUNTY OF CUYAHOGA

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared Michael Kurlich with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and upon oath acknowledged himself/herself/themselves to be the President of Total Filtration Services, Inc., an Ohio corporation, and that as such President being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the said corporation, on behalf of said corproation.

Witness my hand and official seal at office at Cleveland, OH on this the 6th day of December, 2018.

Gloria A. Hren
Notary Public

Commission Expires: _____

NOTARY PUBLIC STATE OF OHIO

Gloria A. Hren, Notary Public
State of Ohio • Cuyahoga County
My Commission Expires November 26, 2020

**Oath of Consideration:**

State of Tennessee :
County of Davidson :

The actual consideration for this transfer or the value of the property transferred, whichever is greater, is One Million Four Hundred Fifty Thousand Dollars ($1,450,000.00),

Chad M. Ray — Grantee's Agent

Sworn to and subscribed before me on this the 10th day of December, 2018.

Notary Public

My commission expires: 12/28/19

NOTARIAL SEAL STATE OF OHIO

Janine M. Djuric
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 12/28/2019

mc djm AMD

# Exhibit A

## Legal Description

Issuing Office File Number:

The land referred to herein below is situated in the County of Davidson, State of Tennessee, and described as follows:

Being a tract or parcel of land situated in the Second Civil District of Goodlettsville, Davidson County, Tennessee, and is more particularly described according to a survey by R.L. Montoya-Land Surveying, Inc., dated March 19, 1993, as follows:

Beginning at a Railroad Spike at the southeasterly intersection of Church Street and Depot Street; thence, with the southerly margin of Depot Street South 87 degrees 46 minutes 00 seconds East 384.15 feet to a Railroad Spike at the intersection of McCasland Street; thence, with the westerly margin of McCasland Street, South 04 degrees 56 minutes 49 seconds East, 112.55 feet to an iron rod; thence continuing with said margin along a curve to the right with a radius of 460.00 feet, a distance of 79.43 feet to an iron rod; thence, South 04 degrees 56 minutes 49 seconds West, 109.96 feet to a P.K. Nail; thence, leaving said margin, South 88 degrees 22 minutes 30 seconds West, 231.00 feet to a point in a drain; thence, North 04 degrees 56 minutes 49 seconds West, 85.00 feet to an iron rod at an iron pipe; thence, South 88 degrees 22 minutes 30 seconds west, 125.00 feet to an iron rod in the easterly margin of Church Street; thence, with said margin North 04 degrees 56 minutes 49 seconds West, 242.30 feet to the point of beginning, containing 2.46 acres more or less.

Being the same property conveyed to Energy Services, Inc., a Tennessee corporation from Tandem Services Plus, a Tennessee general partnership by Quitclaim Deed of record in Book 9788, page 964, in the Register's Office for Davidson County, Tennessee. The said Energy Services, Inc., a Tennessee corporation having since changed its name to ESI International, Inc., by Amendment to Charter of record in Book 10655, page 87; the said ESI International, Inc., having since merged into and become knowns as MPW Filtration Acquisition Corp. as evidenced by merger documents of record in Book 10665, page 898, (a wholly-owned subsidiary of MPW Industrial Services Group, Inc.). The said that MPW Industrial Services Group, Inc. or MPW Filtration Acquisition Corp. appears to have since changed its name, by an unrecorded merger or amendment, to MPW Filtration Management Services Corp., which then merged into and became known as Total Filtration Services, Inc., evidenced by merger documents in Instrument No.200107240078228 and Instrument No. 200211190143346.

## Exhibit B

### Encumbrances

1. Agreement for Dedication of Easement for Sanitary Severs from Water Bonnet Manufacturing, Inc. to The City of Goodlettsville, of record in Book 8801, page 940, in the Register's Office of Davidson County, Tennessee.

2. Easement Deed from Total Filtration Services, Inc. to U.S. Sprint Communications Company, of record in Instrument No. 201401140003779, in the Register's Office of Davidson County, Tennessee.

[redacted]

3. Rights of CSX, its successors and assigns, as adjoining land owner, including but not limited to slope easement and maintenance rights.

**Exhibit C**

**Merger Documentation**

**(See following pages)**

Doc ID.--> 200117600204

| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|---|---|---|---|---|---|---|---|
| 06/26/2001 | 200117600204 | MERGER/DOMESTIC (MER) | 50.00 | 10.00 | .00 | .00 | .00 |

**Receipt**
This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

# STATE OF OHIO

## Ohio Secretary of State, J. Kenneth Blackwell

**935903**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**TOTAL FILTRATION SERVICES, INC.**

and, that said business records show the filing and recording of:

| Document(s) | Document No(s): |
|---|---|
| **MERGER/DOMESTIC** | **200117600204** |

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 21st day of June, A.D. 2001.

J. Kenneth Blackwell

Ohio Secretary of State

Doc ID --> 200117600204

| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|---|---|---|---|---|---|---|---|
| 06/28/2001 | 200117600204 | MERGED OUT OF EXISTENCE (MEX) | .00 | .00 | .00 | .00 | .00 |

**Receipt**
This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

# STATE OF OHIO

## Ohio Secretary of State, J. Kenneth Blackwell

**993038**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**ESI INTERNATIONAL, INC.**

and, that said business records show the filing and recording of:

| Document(s) | Document No(s): |
|---|---|
| **MERGED OUT OF EXISTENCE** | **200117600204** |

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 21st day of June, A.D. 2001.

J. Kenneth Blackwell

Ohio Secretary of State

Doc ID --> 200117600204

| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|---|---|---|---|---|---|---|---|
| 06/26/2001 | 200117600204 | MERGED OUT OF EXISTENCE (MEX) | .00 | .00 | .00 | .00 | .00 |

**Receipt**
This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

# STATE OF OHIO

## Ohio Secretary of State, J. Kenneth Blackwell

**894862**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**ESI-NORTH LIMITED**

and, that said business records show the filing and recording of:

| Document(s) | Document No(s): |
|---|---|
| **MERGED OUT OF EXISTENCE** | **200117600204** |

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 21st day of June, A.D. 2001.

J. Kenneth Blackwell
Ohio Secretary of State



201812120121028

Doc ID --> 200117600204

| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|---|---|---|---|---|---|---|---|
| 06/26/2001 | 200117600204 | MERGED OUT OF EXISTENCE (MEX) | .00 | .00 | .00 | .00 | .00 |

**Receipt**
This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

# STATE OF OHIO

## Ohio Secretary of State, J. Kenneth Blackwell

**981653**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**GAUTHIER ENTERPRISES, INC.**

and, that said business records show the filing and recording of:

| *Document(s)* | *Document No(s):* |
|---|---|
| **MERGED OUT OF EXISTENCE** | **200117600204** |

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 21st day of June, A.D. 2001.

J. Kenneth Blackwell

Ohio Secretary of State

Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form ☐ Yes

# CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

2001 JUN 11 AM 11:33 CLERK

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I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:
MPW Filtration Management Services Corp.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:
Total Filtration Services, Inc.
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- ☒ Domestic (Ohio) for-profit corporation, charter number 935907
- ☐ Domestic (Ohio) non-profit corporation, charter number
- ☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and licensed to transact business in the State of Ohio under license number
- ☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and **NOT** licensed to transact business in the state of Ohio.
- ☐ Domestic (Ohio) limited liability company, with registration number
- ☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and registered to do business in the State of Ohio under registration number
- ☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and **NOT** registered to do business in the State of Ohio.
- ☐ Domestic (Ohio) limited partnership, with registration number
- ☐ Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number
- ☐ Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and **NOT** registered to do business in the state of Ohio.
- ☐ Domestic (Ohio) partnership having limited liability, with the registration number

# J. Kenneth Blackwell
**Secretary of State**

☐ Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) non-profit incorporation under the laws of the state/county of _____ and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) non-profit incorporation under the laws of the state/county of _____ and not licensed to transact business in the state of Ohio.

**II. MERGING ENTITY**

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: **(If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)**

| Name | State/Country of Organization | Type of Entity |
|---|---|---|
| ESI International, Inc. - Charter No. 993038 | Ohio | Corporation |
| ESI-North Limited - Charter No. 894862 | Ohio | LLC |
| Gauthier Enterprises, Inc. - Corp. I.D. No. 681453 | Michigan | Corporation |
| | | |
| | | |

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

David J. Boyd, General Counsel (name) — CLARCOR Inc., 2323 Sixth Street, P.O. Box 7007 (street and number)

Rockford (city, village or township) — Illinois (state) — 61125 (zip code)

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on: _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

CT Corporation System (name) — 441 Vine Street (street and number)

Cincinnati (city, village or township), Ohio — 45202 (zip code)

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)*

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

# J. Kenneth Blackwell
Secretary of State

Signature of Agent [signature] Timothy R. Peterson Special Asst. Sec.

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)*

VIII. **STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. **AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change") No Change

X. **QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

_____ (name) _____ (street and number)

_____ (city, village or township), Ohio _____ (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

_____

_____

_____

(c.) The location of the main office (non-Ohio) shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

# J. Kenneth Blackwell
## Secretary of State

(d.) The principal office location in the state of Ohio shall be:

(street address)

(city, township, or village) (county) (state) (zip code)

**(Please note, if there will not be an office in the state of Ohio, please list none.)**

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed.)
(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____
(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village) (state) (zip code)

3. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed).
(a.) The name of the limited partnership is

(b). The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village) (county) (state) (zip code)

(d. ) The limited partnership's principal office address is:

(street address)

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)



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# J. Kenneth Blackwell
## Secretary of State

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. **Foreign Qualifying Partnership Having Limited Liability**

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street name and number)

(city, village or township), Ohio (zip code)

***(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)***

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) (street and number)

(city, village or township), Ohio (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

**The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.**

MPW Filtration Management Services Corp.
(Exact name of entity)
By: David J. Boyd
Its: David J. Boyd, Secretary
Date: June 5, 2001

ESI International, Inc.
(Exact name of entity)
By: David J. Boyd
Its: David J. Boyd, Secretary
Date: June 5, 2001

# J. Kenneth Blackwell
**Secretary of State**

ESI-North Limited
(Exact name of entity)
By: David J. Boyd
Its: David J. Boyd, Secretary
Date: June 5, 2001

Gauthier Enterprises, Inc.
(Exact name of entity)
By: David J. Boyd
Its: David J. Boyd, Secretary
Date: June 5, 2001

(Exact name of entity)
By:
Its:
Date:

(Exact name of entity)
By:
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(Exact name of entity)
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(Exact name of entity)
By:
Its:
Date:

154-MER
08/09 - 04/2000 CT System Online



Version: 7/15/99

DOC ID ----> 6054_0667

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
11/07/97

CHARTER NUMBER: 993038
ROLL AND FRAME: 6054-0667

06054-0667

| CORPORATION: | DOCUMENT NUMBER | CODE | FEE |
|---|---|---|---|
| ESI INTERNATIONAL, INC. FORMERLY MPW FILTRATI | 97103139301 | MER | 50.00 |
| ON ACQUISITION CORP. | 97103139301 | MIS | 10.00 |
| | | AMA | NO FEE |
| | | CHN | NO FEE |

046568

RETURN TO: JONES, DAY, REAVIS AND POGUE
ATTN H BOWMAN
41 S HIGH ST #1900
COLUMBUS OH 43215

TOTAL : 60.00

0574

201812120121028

DOC ID ----> 6054_0667

06054-0668

# The State of Ohio

**Bob Taft**

Secretary of State

993038

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER MIS AMA CHN

of:

ESI INTERNATIONAL, INC. FORMERLY MPW FILTRATION ACQUISITION CORP.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6054 at Frame 0669 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 31ST day of OCT ,
A.D. 19 97 .

Bob Taft
**Bob Taft**
Secretary of State
201812120121028

DOC ID ----> 6054_0667

06054-0669

993038

Approved
Date 10/31/97
Fee 50

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

97103139301

# CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

## I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

MPW Filtration Acquisition Corp.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: ESI International, Inc.
(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

[X] Domestic (Ohio) corporation

[ ] Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

[ ] Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

[ ] Domestic (Ohio) limited liability company

[ ] Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

[ ] Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

[ ] Domestic (Ohio) limited partnership, registration number _____

RECEIVED
OCT 31 1997
BOB TAFT
SECRETARY OF STATE

201812120121028

06054-0670

[ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____

[ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

**II. Merging Entities**

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to enter this item, please attach a separate sheet listing the merging entities/Ohio registered or foreign qualified limited partnerships must include registration number)*

| Name | State/ Country of Organization | Type of Entity |
|---|---|---|
| ESI International, Inc. | Tennessee | For Profit Corporation |
| | | |
| | | |
| | | |
| | | |

**III. Merger Agreement on File**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

| Name | Address |
|---|---|
| Daniel P. Buettin<br>MPW Industrial<br>Services Group, Inc. | 9711 Lancaster Road, SE<br>(street and number)<br>Hebron, Ohio 43025<br>(city, village or township) (state) (zip code) |

**IV. Effective Date of Merger**

This merger is to be effective:

On _____ *(If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

06054-0671

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name Address

_____ _____
(complete street address)

_____
(city, village or township) (zip code)

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)*

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

_____
Signature of Agent

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)*

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, ~~articles of organization or certificate of limited partnership~~ (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

*(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)*

06054-0672

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

_____ _____
(name) ( street and number)

_____, Ohio _____
(city, village or township) ( zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

a. The name of the limited liability company in its state of organization/registration is _____
_____

b. The name under which the limited liability company desires to transact business in Ohio is_____

c. The limited liability company was organized or registered on _____under the laws of the state/country of
month day year
_____.

d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:_____

_____

06054-0673

2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

a. The name of limited partnership is_____
_____

b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country of organization is_____
_____

d. The limited partnership's principal office address is _____
_____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name Address

_____

_____

_____

***(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)***

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

_____

_____

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

DOC ID ----> 6054_0667

06054-0674

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

MPW Filtration Acquisition Corp.
exact name of entity

By: _____
Its: Secretary

Date: 10-31-97

ESI International, Inc.
exact name of entity

By: _____
Its: PRESIDENT

Date: 10-31-97

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

_____
exact name of entity

By: _____
Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signatures, a separate sheet should be attached containing such signatures)

201812120121028

EXHIBIT A

06054-0675

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**MPW FILTRATION ACQUISITION CORP.**

I, Brad A. Martyn, Secretary, of MPW Filtration Acquisition Corp., an Ohio corporation (the "Corporation"), do hereby certify that by written action without a meeting the sole shareholder of the Corporation has adopted the following resolution:

RESOLVED, that the Amended and Restated Articles of Incorporation, changing the name of the Corporation to ESI International, Inc., be, and the same hereby is, adopted.

The Amended and Restated Articles of Incorporation, attached hereto and presented herewith for filing with the Secretary of State of Ohio, will supersede the existing Articles of Incorporation.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the Corporation, has hereunto subscribed his name this 31st day of October, 1997.

MPW FILTRATION ACQUISITION CORP.

By: _____
Brad A. Martyn, Secretary

06054-0676

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

ESI INTERNATIONAL, INC.

FIRST: The name of the Corporation shall be ESI International, Inc.

SECOND: The principal office of the Corporation in the State of Ohio is to be located in the City of Hebron, County of Licking.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.99, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the Corporation is authorized to have outstanding is 850 shares of Common Stock, without par value.

FIFTH: The amount of stated capital with which the Corporation will commence business is $100.00.

SIXTH: No holders of any class of shares of the Corporation shall have any pre-emptive right to purchase or have offered to them for purchase any shares or other securities of the Corporation.

SEVENTH: The Corporation may from time to time, pursuant to authorization by the Directors and without action by the shareholders, purchase or otherwise acquire shares of the Corporation of any class or classes in such manner, upon such terms and in such amounts as the Directors shall determine; subject, however, to such limitation or restriction, if any, as is

contained in the express terms of any class of shares of the Corporation outstanding at the time of the purchase or acquisition in question.

EIGHTH: Notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute or by these Articles, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

NINTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction, contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of the corporation is a member of any firm, a shareholder, director or trustee or beneficiary of any trust that is in any way interested in such transaction, contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction, contract or act of the corporation or for any gain or profit directly or indirectly realized by him by reason of the fact that he or any firm in which he is a member or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction, contract or act; provided the fact that such director or officer or such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the members of the Board of Directors as shall be present at any meeting at which action upon such transaction, contract or act shall have been taken. Any director may be counted in

determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such transaction, contract or act, and may vote thereat to authorize, ratify or approve any such transaction, contract or act, and any officer of the corporation may take any action within the scope of his authority, respecting such transaction, contract or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction, contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be), his good faith shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

DOC ID ----> 6054_0667

☐ UNIFORM COMMERCIAL CODE FILING 06054-0679

☑ CORPORATIONS FILING

**CORPORATIONS ONLY**

☑ Expedite Service ☐ Pick-Up ☐ Mail

## CORRESPONDENCE

**PLEASE RETURN THE ATTACHED DOCUMENTS TO:**

Jones, Day, Reavis and Pogue
FIRM NAME

Heidi Bowman
ATTENTION

41 South High Street Suite 1900
COLUMBUS, OH 43215
ADDRESS

614-469-3904
PHONE

UCC ONLY

☐ MAIL ☐ PICK UP

RECEIVED
OCT 31 1998
BOB TAFT
SECRETARY OF STATE

201812120121028

FILED

BOOK 10665 PG 898

**ARTICLES OF MERGER**
**OF**
**ESI INTERNATIONAL, INC.**
**INTO**
**MPW FILTRATION ACQUISITION CORP.**

Pursuant to §§ 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act ("TBCA") and § 1701.78 of the General Corporation Law of the State of Ohio ("OGCL"), ESI International, Inc., a Tennessee corporation ("ESII"), MPW Industrial Services Group, Inc., an Ohio corporation ("MPW"), and MPW Filtration Acquisition Corp., an Ohio corporation and a wholly-owned subsidiary of MPW ("MPW Filtration"), desiring to effect a merger, hereby adopt the following articles of merger ("Articles"):

1. The parties to the merger are ESII, MPW, and MPW Filtration.

2. Attached hereto as Exhibit A (which is incorporated herein by reference) is the Agreement and Plan of Merger (the "Merger Agreement"), merging ESII with and into MPW Filtration, with MPW Filtration as the surviving corporation (the "Merger").

3. The Merger Agreement was duly adopted by: (a) unanimous vote of the Board of Directors of ESII on October 12, 1997, (b) unanimous written action of the Board of Directors of MPW Filtration on October 1, 1997, and (c) unanimous vote of the Board of Directors of MPW on September 29, 1997.

4. The Merger Agreement was duly approved by: (a) unanimous vote of the shareholders of ESII on October 12, 1997, and (b) unanimous written consent of the sole shareholder of MPW Filtration on October 1, 1997. Under § 1701.78(D) of the OGCL, the approval of shareholders of MPW (which will issue shares in connection with the Merger) is not required.

5. The Merger Agreement and performance of its terms were duly authorized by all action required by the laws of the State of Ohio, with said laws being the laws under which MPW and MPW Filtration were organized, and by MPW's and MPW Filtration's respective charters.

6. The Merger shall take effect upon the Effective Time (as defined in the Merger Agreement), and simultaneously therewith, MPW Filtration shall change its name to ESI International, Inc.

[Remainder of page intentionally blank - signatures follow]



201812120121028

The undersigned have caused these Articles to be signed by a duly authorized officer on October 31, 1997.

**ESI INTERNATIONAL, INC.**

By: _____
Name: C. WILLIAM CALDWELL
Title: PRESIDENT

**MPW INDUSTRIAL SERVICES GROUP, INC.**

By: _____
Brad A. Martyn
Corporate Controller

**MPW FILTRATION ACQUISITION CORP.**

By: _____
Brad A. Martyn
Secretary

**EXHIBIT A**

Agreement and Plan of Merger

[Attached]

3405 1244 BOOK 10665 PG 901

# AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Merger Agreement"), dated as of October 31, 1997 by and between ESI International, Inc., a Tennessee corporation ("ESII"), MPW Industrial Services Group, Inc., an Ohio corporation ("MPW"), and MPW Filtration Acquisition Corp., an Ohio corporation and wholly-owned subsidiary of MPW ("MPW Filtration"). ESII, MPW, and MPW Filtration are hereinafter sometimes collectively referred to as the "Parties".

WHEREAS, ESII, ESI North, Limited, an Ohio limited liability corporation, MPW, MPW Filtration, C. William Culwell, William J. Eaves, Barry Thiel, Dan Jones, Jerry Broyles, George Sullivan, and Kelly Six, individuals and all the stockholders of ESII (the "Stockholders"), entered into that certain Merger and Purchase Agreement, dated as of October 1, 1997 (the "Agreement");

WHEREAS, the respective Boards of Directors of ESII and MPW Filtration have determined that it is advisable and in the best interests of each corporation that ESII merge with and into MPW Filtration pursuant to the provisions of the General Corporation Law of the State of Ohio (the "OGCL"), the Business Corporation Act of the State of Tennessee (the "TBCA"), and the terms and conditions provided in the Agreement and herein;

WHEREAS, the Board of Directors and shareholders of MPW Filtration have, by written authorization, duly approved and adopted this Merger Agreement and directed that it be executed by the undersigned;

WHEREAS, the Board of Directors and shareholders of ESII have, by written authorization, duly approved and adopted this Merger Agreement and directed that it be executed by the undersigned officers;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the parties agree that ESII shall be merged with and into MPW Filtration and that the terms and conditions of the merger, the mode of carrying the merger into effect, and certain other provisions relating thereto shall be as hereinafter set forth.

## ARTICLE 1

## THE MERGER

1.1 *Surviving Corporation.* Subject to the terms and provisions of this Merger Agreement and the Agreement, and in accordance with § 1701.78 of the OGCL and § 48-21-102 of the TBCA, at the Effective Time (as defined in Section 1.7 hereof), ESII shall be merged with and into MPW Filtration (the "Merger"). MPW Filtration shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its corporate existence under the name, ESI International, Inc., pursuant to the OGCL. At the Effective Time, the separate corporate existence of ESII shall cease.

1.2 *Effect of Merger.* At the Effective Time, the Merger shall have the effects provided for herein and in § 1701.82 of the OGCL and § 48-21-108 of the TBCA.

1.3 *Articles of Incorporation.* As of the Effective Time, the Articles of Incorporation attached hereto as Exhibit A shall be the Articles of Incorporation of the Surviving Corporation until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law.

1.4 *Code of Regulations.* As of the Effective Time, the Code of Regulations of MPW Filtration, as in effect immediately prior to the Effective Time, shall become the Code of Regulations of the Surviving Corporation until thereafter duly altered, amended or repealed in accordance with the provisions thereof and applicable law.



RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

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1.5 *Directors of the Surviving Corporation.* As of the Effective Time, the directors of the Surviving Corporation shall be as set forth on Exhibit B hereto.

1.6 *Officers of the Surviving Corporation.* As of the Effective Time, the officers of the Surviving Corporation shall be as set forth in Exhibit C hereto.

1.7 *Effective Time.* The Merger shall become effective in accordance with the provisions of § 1701.81 of the OGCL and § 48-21-107 of the TBCA, upon the later to occur of (a) completion of the filing of a certificate of merger with the Secretary of State of the State of Ohio, and (b) the filing of the articles of merger with the Secretary of State of the State of Tennessee. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

1.8 *Additional Actions.* If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of ESII acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, ESII and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments, and assurances in law and to do all acts necessary or proper to vest, perfect, or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of ESII or otherwise to take any and all such action.

## ARTICLE 2

## TREATMENT OF SHARES

2.1 *ESII Shares and MPW Shares.* At the Effective Time, each share of common stock of ESII issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the number of shares of common stock, no par value, of MPW as specified in Section 3.1 of the Agreement in accordance with the terms and conditions set forth therein.

2.2 *MPW Filtration Shares.* At and after the Effective Time, each share of common stock of MPW Filtration existing prior to the Effective Time shall continue to represent one share of common stock of the Surviving Corporation so that the interests of the shareholders in the Surviving Corporation are the same as the interests of the shareholders in MPW Filtration immediately prior to the Effective Time.

## ARTICLE 3

## APPROVAL; AMENDMENT; TERMINATION; MISCELLANEOUS

3.1 *Amendment.* Subject to applicable law, this Merger Agreement may be amended, modified or supplemented by written agreement of the Parties at any time prior to the Effective Time.

3.2 *Counterparts.* This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

3.3 *Assignment.* This Merger Agreement shall be binding upon and inure to the benefit of the parties to it and their respective heirs, legal representatives, successors and assigns. This Merger Agreement may not be assigned by any party except with the written consent of the other party to this Merger Agreement.



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3.4 *Statutory Agent in Ohio.* The name and address of the statutory agent in Ohio upon whom any notice, process or demand against ESII or the Surviving Corporation may be served is:

Daniel P. Buettin
MPW Industrial Services Group, Inc.
9711 Lancaster Road, S.E.
Hebron, OH 43025

3.5 *Designated Agent in Tennessee.* The Surviving Corporation agrees that it may be served with process in the State of Tennessee in any proceeding for enforcement of any obligation of ESII, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and the Surviving Corporation irrevocably appoints the Tennessee Secretary of State as its agent to accept service of process in any such suit or other proceedings; a copy of such process shall be mailed by the Tennessee Secretary of State to:

Daniel P. Buettin
MPW Industrial Services Group, Inc.
9711 Lancaster Road, S.E.
Hebron, OH 43025

[Remainder of page intentionally blank - signatures follow]



201812120121028

IN WITNESS WHEREOF, MPW, MPW Filtration and ESII have caused this Merger Agreement to be signed by the undersigned duly authorized officers as of the date first above written.

MPW INDUSTRIAL SERVICES GROUP, INC.
(an Ohio corporation)

By: _____
Brad A. Martyn
Corporate Controller

MPW FILTRATION ACQUISITION CORP.
(an Ohio corporation)

By: _____
Brad A. Martyn
Secretary

ESI INTERNATIONAL, INC.
(a Tennessee corporation)

By: C. William Colwell

Name: C. William Colwell

Title: President



201812120121028

3405 1248

BOOK 10665 PG 905

**EXHIBIT A**

Articles of Incorporation of Surviving Corporation

[Attached]

COMAIN01 Doc: 134712_3.WPD

BOOK 10665PG906

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

ESI INTERNATIONAL, INC.

FIRST: The name of the Corporation shall be ESI International, Inc.

SECOND: The principal office of the Corporation in the State of Ohio is to be located in the City of Hebron, County of Licking.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.99, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the Corporation is authorized to have outstanding is 850 shares of Common Stock, without par value.

FIFTH: The amount of stated capital with which the Corporation will commence business is $100.00.

SIXTH: No holders of any class of shares of the Corporation shall have any pre-emptive right to purchase or have offered to them for purchase any shares or other securities of the Corporation.

SEVENTH: The Corporation may from time to time, pursuant to authorization by the Directors and without action by the shareholders, purchase or otherwise acquire shares of the Corporation of any class or classes in such manner, upon such terms and in such amounts as the Directors shall determine; subject, however, to such limitation or restriction, if any, as is

contained in the express terms of any class of shares of the Corporation outstanding at the time of the purchase or acquisition in question.

EIGHTH: Notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute or by these Articles, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

NINTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction, contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of the corporation is a member of any firm, a shareholder, director or trustee or beneficiary of any trust that is in any way interested in such transaction, contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction, contract or act of the corporation or for any gain or profit directly or indirectly realized by him by reason of the fact that he or any firm in which he is a member or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction, contract or act; provided the fact that such director or officer or such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the members of the Board of Directors as shall be present at any meeting at which action upon such transaction, contract or act shall have been taken. Any director may be counted in



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determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such transaction, contract or act, and may vote thereat to authorize, ratify or approve any such transaction, contract or act, and any officer of the corporation may take any action within the scope of his authority, respecting such transaction, contract or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction, contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be), his good faith shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

3405 1232

BOOK 10665 PG 909

**EXHIBIT B**

Directors of Surviving Corporation

Monte R. Black
Ira O. Kane
Daniel P. Buetin
Dean Weston
Barry W. Thiel
Jerry Broyles



201812120121028

EXHIBIT C

BOOK 10665 PG 910

Officers of Surviving Corporation

| *Name* | *Office* |
|---|---|
| Monte R. Black | Chairman of the Board of Directors |
| Daniel P. Buettin | Chief Financial Officer, Vice President, and Secretary |
| Dean Weston | Chief Executive Officer |
| Barry W. Thiel | Chief Operating Officer and President |
| Jerry Broyles | Vice President |
| Brad A. Martyn | Treasurer, Controller, and Assistant Secretary |

0364816
IDENTIF. & REFERENCE

97 OCT 31 PM 1:30

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

6126 10/31 0101 03CHECK 9.00

PICK-UP

COMAIN01 Doc: 134712_3.WPD

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/09/1997
REQUEST NUMBER: 97282021

CHARTER/QUALIFICATION DATE: 03/15/1977
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0010337
JURISDICTION: TENNESSEE

TO:
TUKE YOPP & SWEENEY
414 UNION STREET
SUITE 1100
NASHVILLE, TN 37219

REQUESTED BY:
TUKE YOPP & SWEENEY
414 UNION STREET
SUITE 1100
NASHVILLE, TN 37219

BOOK 10655 PG 87

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ESI INTERNATIONAL, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

| REFERENCE NUMBER | DATE FILED | FILING TYPE | FILING ACTION NAM | DUR | STK | PRN | OFC | AGT | INC | MAL | FYC |
|---|---|---|---|---|---|---|---|---|---|---|---|
| BC14P3620 | 03/15/1977 | CHART-PROFIT | | | | | | | | | |
| 278 01163 | 03/31/1982 | MERGER | | | | | | | | | |
| 493 00701 | 08/31/1984 | AMEND-CHARTER | | | | | X | | | | |
| 2685-1681 | 04/26/1993 | AN RPT | | | | | X | | | | |
| 3257-2990 | 12/23/1996 | AMEND-CHARTER | X | | | | | | | | |

2793 10/22 0101 03CHECK 5.00

97 OCT 22 PM 4:15

FILED/RECORDED/REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

0361741
IDENTIFICATION REFERENCE

FOR: REQUEST FOR COPIES

ON DATE: 10/09/97

FEES

RECEIVED: $20.00 $20.00

TOTAL PAYMENT RECEIVED: $40.00

RECEIPT NUMBER: 00002191832
ACCOUNT NUMBER: 00237228

FROM:
TUKE YOPP & SWEENEY (NATIONSBANK/UNION)
414 UNION ST
SUITE 1100
NASHVILLE, TN 37219-0000

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

201812120121028

BOOK 10655 PG 88

RECEIVED
SECRETARY OF STATE

96 DEC 23 PM 2:04

SECRETARY OF STATE

# ARTICLES OF AMENDMENT TO THE CHARTER

CORPORATE CONTROL NUMBER (IF KNOWN) 0010337

PURSUANT TO THE PROVISIONS OF SECTION 48-20-106 OF THE *TENNESSEE BUSINESS CORPORATION ACT*, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

PLEASE MARK THE BLOCK THAT APPLIES:

☒ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.

☐ AMENDMENT IS TO BE EFFECTIVE, _____ (MONTH) _____ (DAY) _____ (YEAR)

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS ON RECORD:

ENERGY SERVICES, INC

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

EST INTERNATIONAL, INC.

2. PLEASE INSERT ANY CHANGES THAT APPLY:
   A. PRINCIPAL ADDRESS: (street) _____
   _____ (city) _____ (state) _____ (zip code)
   B. REGISTERED AGENT: _____
   C. REGISTERED ADDRESS: (street) _____
   _____ (city) TN (state) _____ (zip code) _____ (county)
   D. OTHER CHANGES:

3. THE CORPORATION IS FOR PROFIT.

4. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

5. THE AMENDMENT WAS DULY ADOPTED ON SEPT (MONTH) 12 (DAY) 1996 (YEAR) BY:

(NOTE: PLEASE MARK THE BLOCK THAT APPLIES)

☐ THE INCORPORATORS.

☐ THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL, AS SUCH WAS NOT REQUIRED.

☒ THE SHAREHOLDERS.

Sec-Treas
SIGNER'S CAPACITY

Billy J. Eaves
SIGNATURE

Billy J. Eaves
NAME OF SIGNER (TYPED OR PRINTED)

SS-4423 (Rev. 12/93) RDA 1678

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

## Tennessee Certification of Electronic Document

I, Elizabeth Majoy, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Elizabeth Majoy
Signature

State of Ohio
County of Cuyahoga

Personally appeared before me, Janine M Djuric, a notary public for this county and state, Elizabeth Majoy, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Janine M Djuric
Notary Signature

MY COMMISSION EXPIRES: 12/28/19

NOTARY'S SEAL

NOTARIAL SEAL STATE OF OHIO

Janine M. Djuric medina (MD)
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 12/28/2019

(3) All electronic documents eligible for registration pursuant to this subsection are validly registered when accepted for recording by the county register. Electronic documents registered by county registrars prior to July 1, 2007 shall be considered validly registered with or without the certification provided in subsection (2).