

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

Edgar D. Whitcomb, Secretary of State

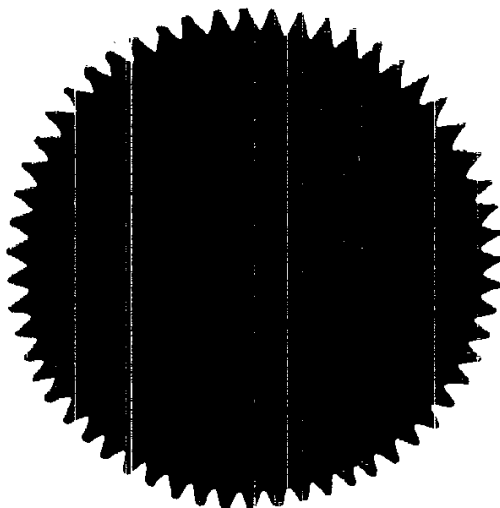
6802-436

CERTIFICATE OF INCORPORATION  
OF

EDWARDS ELECTRIC CO., INC.

I, Edgar D. Whitcomb, 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 triplicate by all of the incorporators and acknowledged and verified by at least three of them 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 triplicate 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 two copies of such Articles bearing the endorsement of my approval and filing have been returned by me to the incorporators or 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,

this 28th day of

February 1968

Edgar D. Whitcomb, Secretary of State

By \_\_\_\_\_ Deputy

APPROVED  
AND  
FILED

FEB 28 1968

*Edgar D. Whitcomb*  
SECRETARY OF STATE OF INDIANA

ARTICLES OF INCORPORATION

OF

EDWARDS ELECTRIC CO., 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 EDWARDS ELECTRIC CO., INC.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

(a) For all types of electrical installations, sales and service, including but not limited to commercial and industrial electric installations and service and all allied purposes thereto.

(b) To enter into partnerships in connection with any phase of the Corporation's operations so far as the same lawfully may be done; to sue and be sued in its corporate name; to acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and intangible; to borrow money, and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage or pledge its property, real, personal, or mixed, tangible and intangible; to loan money as may be necessary or convenient to the effectuation of the corporation's activities; to conduct business in this State and elsewhere and to have one or more offices in or out of this State; to acquire, own and otherwise deal in property, real and personal; tangible and intangible, as above set forth, out of this State; to acquire, guarantee, hold, own and vote, and to sell, assign and transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign.

(c) To purchase, own and hold and to sell and transfer (but not to vote) shares of its own capital stock.

(d) To guarantee the notes and other evidences of indebtedness, or obligations, of others, upon terms and conditions and under circumstances and for purposes determined by the directors and officers of the corporation to be in the best interest of the corporation.

(e) All powers herein expressed are in definition and not limitation of the general powers purposes granted corporations under the Indiana General Corporation Act of 1929, as amended, and insofar as the same shall not be specifically set forth, such powers are incorporated herein by reference thereto.

(f) To enter into all transactions and to do everything necessary, suitable or proper for the accomplishment of any of the powers or purposes, the attainment of any objects or the furtherance of any of the powers or purposes hereinbefore set forth, either alone or in connection with other corporations, firms and individuals, either as principals or agents, and to do every other act or acts, thing or things incidental or pertinent to or growing out of or in any way connected with the foregoing purposes or powers or any of them.

### ARTICLE III

#### Term of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is 7734 Landau Lane, Indianapolis, Indiana; and the name and post-office address of its Resident Agent in charge of such office is Donald L. Edwards, 7734 Landau Lane, Indianapolis, Indiana.

### ARTICLE V

#### Amount of Capital Stock

The total number of shares into which the authorized capital stock of the corporation is divided is 1,000 shares consisting of no shares with a par value and 1,000 shares without par value.

## ARTICLE VI

### Terms of Shares

- a. There shall be and there is hereby created one class only of capital stock of the corporation.
- b. All of the capital stock of the corporation shall be designated as common stock.
- c. Each shareholder shall have pre-emptive rights to subscribe to or purchase any additional shares or issues of the Corporation of any class and any shares purchased or acquired by the Corporation which are not cancelled but held as treasury stock.

## ARTICLE VII

### Voting Rights of Capital Stock

The registered holders of issued and outstanding common stock shall be entitled to cast one vote for each share of stock registered in their respective names as of the closing date set by the Board of Directors of the corporation prior to any regular or special meeting of the stockholders of the corporation.

## ARTICLE VIII

### Initial Stated Capital

The corporation will not commence business until consideration of the value of at least \$7,000.00 has been received for the issuance of shares.

## ARTICLE IX

### Directors

Section 1. Number. The initial board of directors shall be composed of three members. The number of directors from time to time may be fixed by the by-laws of the corporation at any number, not less than three. In the absence of a by-law fixing the number of directors, the number shall be three.

Section 2. Qualifications. Directors need not be shareholders of the corporation.

## ARTICLE X

### Initial Board of Directors

Names and Post-Office Addresses. The names and post-office

addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number &amp; Street</u>	<u>City</u>	<u>State</u>
Donald L. Edwards	7734 Landau Lane	Indianapolis	Indiana
Clifford E. Edwards	7121 Chandler Dr.	Indianapolis	Indiana
Ruth A. Edwards	7734 Landau Lane	Indianapolis	Indiana

#### ARTICLE XI

##### Incorporator or Incorporators

Section 1. Names and Post-Office Addresses. The name and post-office address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Number &amp; Street</u>	<u>City</u>	<u>State</u>
Donald L. Edwards	7734 Landau Lane	Indianapolis	Indiana

Section 2. Age. Such incorporator is of lawful age.

#### ARTICLE XII

##### Provisions for Regulation of Business and Conduct of

##### Affairs of Corporation

No such provisions except as contained in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article XI, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 28<sup>th</sup> day of February, 1968.

Donald L. Edwards  
Donald L. Edwards

STATE OF INDIANA )  
                          ) SS:  
COUNTY OF MARION )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Donald L. Edwards, being the incorporator referred to in Article XI 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 28<sup>th</sup> day of

February, 1968.

Donald R. Willsey  
Notary Public

My Commission Expires:

April 25, 1970

This instrument prepared by: Donald R. Willsey  
Attorney at Law  
4040 S. Meridian Street  
Indianapolis, Indiana 46217  
787-8301

6802-43605

0385

FILING FEE \$4.00

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND/OR RESIDENT AGENT

OF EDWARDS ELECTRIC CO., INC.  
(NAME OF CORPORATION)

February 28, 1968  
(DATE OF INCORPORATION)

THE UNDERSIGNED OFFICERS OF THE ABOVE INDIANA CORPORATION FOR-PROFIT, DESIRING TO GIVE NOTICE OF CHANGE OF PRINCIPAL OFFICE AND/OR RESIDENT AGENT AS REQUIRED BY LAW, HEREBY CERTIFY:

**FILED**

JUL 21 1975

*Langford*  
STATE OF INDIANA  
SECRETARY OF

1. THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS NOW 1402 South East Street, Indianapolis, Indiana 46225
2. THE RESIDENT AGENT OF THE CORPORATION IS NOW \_\_\_\_\_ ADDRESS OF RESIDENT AGENT IS NOW \_\_\_\_\_
3. THE ABOVE CHANGES HAVE BEEN AUTHORIZED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AMENDING ARTICLE(S) \_\_\_\_\_

OF THE ARTICLES OF INCORPORATION

*James R. Y. Coleman, Jr.*  
PRESIDENT OR VICE PRESIDENT

*Jack V. Edwards*  
SECRETARY OR ASSISTANT SECRETARY

NOTARY INFORMATION: STATE OF INDIANA COUNTY OF Marion  
SUBSCRIBED AND SWORN BEFORE ME, A NOTARY PUBLIC IN AND FOR THIS COUNTY AND STATE  
THIS 8 DAY OF July 1975

*Robert R. McDaniel*  
NOTARY PUBLIC COMMISSION EXPIRES Nov 22 77

**THIS DOCUMENT MUST BE NOTARIZED AND ACCOMPANIED BY A \$4.00 FILING FEE!**

ROOM 155  
STATE CAPITOL BUILDING  
INDIANAPOLIS, INDIANA 46204  
CORPORATION FORM NO. 120

FIRST CLASS MAIL  
U.S. POSTAGE  
PAID 106  
INDIANAPOLIS, IN  
PERMIT NO. 2552

**ANNUAL DOMESTIC CORPORATION REPORT FOR INDIANA CORPORATIONS**

(DO NOT WRITE OR MARK IN THIS SPACE!)

TO

6802-436 05  
EDWARDS ELECTRIC CO INC  
7734 LANDAU LANE  
INDPLS

DOMESTIC 1

02 1977

IND 46227

**A PERSONAL LETTER TO CORPORATION OFFICERS:**

This snap-out set contains two copies of the annual domestic corporation report. For your convenience, we have also included a form for filing a change of principal office and/or resident agent. This form appears on the back of page 1.

PLEASE NOTE THAT THE FILING FEE FOR DOMESTIC PROFIT MAKING CORPORATION ANNUAL REPORTS IS \$500 (as set forth to IC 1971, 23-3-2, as amended by Indiana Acts 1973, Public Law 247).

The State of Indiana requires that each corporation file an annual report with the Secretary of State. The filing deadline is July 30th. The reporting year is the State of Indiana fiscal year which ends June 30th and the report should reflect the condition of the corporation on that date. I trust that you will read the instructions carefully and complete the form accurately and thoroughly. In order to facilitate the data conversion for our computerized records system, we are asking that all information be printed legibly or typed. Illegible reports will be returned as unapproved.

I wish to take this opportunity to thank you for your cooperation and to extend to you the services of the Corporation Division at any time. If you need assistance in completing this document, please contact the Chief Deputy of the Corporation Division Department at (317) 633-6576.



STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF

APR 27 1981  
MICROFILMED

102-4215  
2/28/68

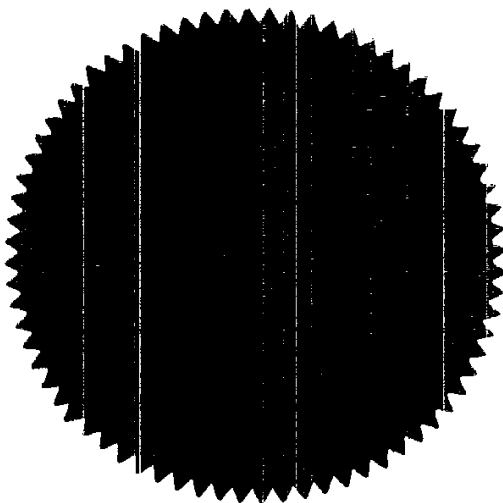
**EDWARDS ELECTRIC CO., INC.**

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Amendment for the above Corporation have been filed in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4).

**The name of the corporation is amended as follows:**

**EDWARDS ELECTRIC AND REFRIGERATION CO., INC.**

NOW, THEREFORE, upon due examination, I find that the Articles of Amendment conform to law, and 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 Corporation.



In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis,

this 16th day of

April, 1981

EDWIN J. SIMCOX, Secretary of State

By \_\_\_\_\_ Deputy

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (a) For all types of electrical and refrigeration installations, sales and service, including but not limited to commercial and industrial electric and refrigeration installations and service and all allied purposes thereto.
- (b) To enter into partnerships in connection with any phase of the Corporation's operations so far as the same lawfully may be done; to sue and be sued in its corporate name; to acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and intangible; to borrow money, and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage or pledge its property, real, personal, or mixed, tangible and intangible; to loan money as may be necessary or convenient to the effectuations of the corporation's activities; to conduct business in this State and elsewhere and to have one or more offices in or out of this State; to acquire, own and otherwise deal in property, real and personal; tangible and intangible, as above set forth, out of this State; to acquire, guarantee, hold, own and vote, and to sell, assign and transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign.
- (c) To purchase, own and hold and to sell and transfer (but not to vote) shares of its own capital stock.
- (d) To guarantee the notes and other evidences of indebtedness, or obligations, of others, upon terms and conditions and under circumstances and for purposes determined by the directors and officers of the corporation to be in the best interest of the corporation.
- (e) All powers herein expressed are in definition and not limitation of the general powers purposes granted corporations under the Indiana General Corporation Act of 1929, as amended, and insofar as the same shall not be specifically set forth, such powers are incorporated herein by reference thereto.
- (f) To enter into all transactions and to do everything necessary, suitable or proper for the accomplishment of any of the powers or purposes, the attainment of any objects or the furtherance of any of the powers or purposes hereinbefore set forth, either alone or in connection with other corporations, firms and individuals, either as principals or agents, and to do every other act or acts, thing or things incidental or pertinent to or growing out of or in any way connected with the foregoing purposes or powers or any of them.

NOTE: This form may now also be used for amending pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation was formed pursuant to the authority of one of these statutes *other* than the General Corporation Act, so indicate in the preamble below by striking the references to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed pursuant to the authority of the *Indiana General Corporation Act*, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble or Article I below.

APPROVED  
AND  
FILED  
APR 16 1981  
*Edwin J. Simcox*  
SECRETARY OF STATE OF INDIANA

State Form 38333  
Corporate Form No. 102 (Oct. 1979) Page One  
ARTICLES OF AMENDMENT (Amending Individual Articles Only)

Prescribed by Edwin J. Simcox, Secretary of State of Indiana

Use Size 8 1/2 x 11 White Paper for Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Amendment in the Office of the County Recorder is generally no longer required by the Indiana General Corporation Act. However, if the name of the corporation is changed by this amendment, a certified copy of the Certificate of Amendment must be filed with the Recorder of every county in which the corporation owns real estate.

**ARTICLES OF AMENDMENT**  
**OF THE**  
**ARTICLES OF INCORPORATION**  
**OF**

EDWARDS ELECTRIC CO., INC.

The undersigned officers of Edwards Electric Co., Inc. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Corporation Act (Medical Professional Corporation Act/Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

**ARTICLE I**  
**Text of the Amendment**

The exact text of Article(s) I. and II. of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendments"), now is as follows:

**ARTICLE I**

Name

The name of the Corporation is EDWARDS ELECTRIC AND REFRIGERATION CO., INC.

## ARTICLE II

### Manner of Adoption and Vote

#### Section 1. Action by Directors (select appropriate paragraph).

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on March 27, 1981, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments that the provisions and terms of Article(s) 1 & 11 of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such shareholders, to be held March 27, 1981, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on \_\_\_\_\_, 19\_\_\_\_, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of Articles of its Articles of Incorporation be amended so as to read as set forth in the Amendments, and a meeting of such shareholders was called to be held \_\_\_\_\_, 19\_\_\_\_, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

#### Section 2. Action by Shareholders (select appropriate paragraph).

(a) The Shareholders of the Corporation entitled to vote in respect of the Amendments, at a meeting thereof, duly called, constituted and held on March 27, 1981, at which a quorum of such shareholders was present, adopted the Amendments.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amendments

- (1) Only one class
- (2)
- (3)

The number of shares entitled to vote in respect of the Amendments, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	<u>Total</u>	<u>Shares Entitled to Vote as a Class</u> <u>(as listed immediately above)</u>		
		(1)	(2)	(3)
Shares entitled to vote:	70			
Shares voted in favor:	70			
Shares voted against:	0			

(b) By written consent executed on \_\_\_\_\_, 19\_\_\_\_, signed by the holders of \_\_\_\_\_ shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amendments.

Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

### ARTICLE III

#### Statement of Changes Made With Respect to Any Increase In The Number of Shares Heretofore Authorized

Aggregate Number of Shares  
Previously Authorized

Increase (indicate "0" or "N/A" if no increase)

Aggregate Number of Shares  
To Be Authorized After Effect of This Amendment

IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 3rd day of April, 1981.

*Donald L. Edwards*  
(Written Signature)

DONALD L. EDWARDS  
(Printed Signature)

President or Vice President

*Ruth A. Edwards*  
(Written Signature)

RUTH A. EDWARDS  
(Printed Signature)

Secretary or Assistant Secretary

STATE OF INDIANA }  
COUNTY OF MARION } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that DONALD L. EDWARDS, the President, and RUTH A. EDWARDS, the Secretary of the Corporation, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 3rd day of April 1981

*Lynne M. Kyle*  
(Written Signature)

Lynne M. Kyle  
(Printed Signature)

NOTARY PUBLIC

My Commission Expires:  
March 22, 1982

My County of Residence is:  
Johnson

This instrument was prepared by DONALD R. WILLSEY, Attorney at Law,  
(Name)  
4040 South Meridian Street Indianapolis Indiana 46217  
(Number and Street or Building) (City) (State) (Zip Code)

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF

(1)

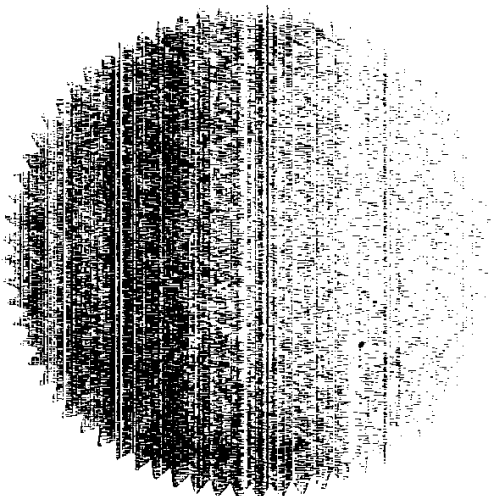
MAR 28 1968  
MICROFILMED  
6802-436 05  
2/28/68

EDWARDS ELECTRIC & REFRIGERATION CO., INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Amendment for the above Corporation have been filed in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4). The name of the corporation is amended as follows:

EDWARDS ELECTRICAL & MECHANICAL, INC.

NOW, THEREFORE, upon due examination, I find that the Articles of Amendment conform to law, and 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 Corporation.



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

this 14th day of

March, 1968

EDWIN J. SIMCOX, Secretary of State

By

Deputy

NOTE: This form may now also be used for amending pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation was formed pursuant to the authority of one of these statutes *other than the General Corporation Act*, so indicate in the preamble below by striking the references to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed pursuant to the authority of the *Indiana General Corporation Act*, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble or Article I below.

State Form 38333

Corporate Form No. 102 (Oct. 1979) Page One

**ARTICLES OF AMENDMENT (Amending Individual Articles Only)**

Prescribed by Edwin J. Simcox, Secretary of State of Indiana

Use Size 8 1/4 x 11 White Paper for Inserts

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APPROVED  
AND  
FILED  
MAR 14 1986

*Edwin J. Simcox*  
FOR SECRETARY OF STATE

**ARTICLES OF AMENDMENT**  
**OF THE**  
**ARTICLES OF INCORPORATION**  
**OF**

EDWARDS ELECTRIC & REFRIGERATION, INC.

The undersigned officers of EDWARDS ELECTRIC & REFRIGERATION, INC. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Corporation Act (Medical Professional Corporation Act/Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

**ARTICLE I**  
**Text of the Amendment**

The exact text of Article(s) \_\_\_\_\_ of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendments"), now is as follows: ARTICLE I

That the name of the corporation is

"EDWARDS ELECTRICAL & MECHANICAL, INC."



## ARTICLE II

### Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph).

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on \_\_\_\_\_, 19\_\_\_\_, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments that the provisions and terms of Article(s) \_\_\_\_\_ of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such shareholders, to be held \_\_\_\_\_, 19\_\_\_\_, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on January 8, 1986, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of Articles of its Articles of Incorporation be amended so as to read as set forth in the Amendments, and a meeting of such shareholders was called to be held January 8, 1986, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders (select appropriate paragraph).

(a) The Shareholders of the Corporation entitled to vote in respect of the Amendments, at a meeting thereof, duly called, constituted and held on January 8, 1986, at which a quorum of such shareholders was present, adopted the Amendments.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amendments

(1) Ruth A. Edwards -

(2)

(3)

The number of shares entitled to vote in respect of the Amendments, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	<u>Total</u>	<u>Shares Entitled to Vote as a Class</u> <u>(as listed immediately above)</u>		
		(1)	(2)	(3)
Shares entitled to vote:	1000			
Shares voted in favor:	1000			
Shares voted against:	0			

(b) By written consent executed on January 8, 19 86, signed by the holders of All shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amendments.

### Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

## ARTICLE III

### Statement of Changes Made With Respect to Any Increase In The Number of Shares Heretofore Authorized

Aggregate Number of Shares  
Previously Authorized

Increase (indicate "0" or "N/A" if no increase)

N/A

Aggregate Number of Shares

To Be Authorized After Effect of This Amendment

6802-436 05

850096428

**Dissolution of Firm or Partnership Engaged in Business  
Under Name Other Than Their Own**

Name of Firm or Partnership UNIVERSAL FILTER SALES and SERVICE COMPANY

Kind of Business Filter Sales

Place of Business 545 South East Street, Indianapolis, Indiana 46225

To Whom It May Concern:

Notice is hereby given that Edwards Electric & Refrigeration Co., Inc.

RECEIVED FOR RECORD  
BETH CO. RECORDING  
NOV 4 8 40 AM '85

doing business under the firm name and style of Universal Filter Sales and Service Company

have dissolved <sup>said business</sup> ~~partnership~~ this 23rd day of October 1985

The business affairs of the Universal Filter Sales and Service Company

~~will be carried on by~~ <sup>will be carried on by</sup> Universal Filter Company, Inc.

Cannot Be Cross Returned

Gary Edwards  
President  
Gary Edwards, Pres.

Subscribed and sworn to before me, this 23rd day of October 1985

THIS INSTRUMENT PREPARED BY

Steven E. Willsey

up 1/20/87

Marion County Recorder.

**CERTIFICATE OF  
DISSOLUTION**

*Title of Firm, etc.* Universal Filter

Sales and Service Company

*Place of Business* 545 South East Street

Indianapolis, Indiana 46225

*Filed* ....., 19 .....

....., Recorder.



IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 9 day of Jan., 1986.

x Gary Edwards  
(Written Signature)  
Gary Edwards  
(Printed Signature)

President or Vice President

Ruth A. Edwards  
(Written Signature)  
Ruth A. Edwards  
(Printed Signature)

Secretary or Assistant Secretary

STATE OF INDIANA }  
COUNTY OF Marion } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Gary Edwards the President, and Ruth A. Edwards the Secretary of the Corporation, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this

9

day of

January1986

John L. Hudgins  
(Written Signature)  
John L. Hudgins  
(Printed Signature)

NOTARY PUBLIC

My Commission Expires:

2/15/86

My County of Residence is:

Marion

This instrument was prepared by

JOHN L. HUDGINS  
ATTORNEY AT LAW  
4310 E. TENTH STREET  
INDIANAPOLIS, IN 46201  
317/357-8458

Attorney at Law,

(Number and Street or Building)

(State)

(Zip Code)

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CS02 - 436

CERTIFICATE OF REINSTATEMENT

To Whom These Presents Come, Greeting:

WEERIAS, there has been presented to me an Application for Reinstatement  
of an Indiana Corporation,

**EDWARDS ELECTRICAL & MECHANICAL INC**

and said application has been prepared in accordance with the  
Indiana Business Corporation Law,  
as amended.

NOW, THEREFORE, I, EVAN PAYE, Secretary of State of Indiana, hereby  
certify that upon due examination I find such Application for  
Reinstatement conforms to law, and having received all annual reports and  
fees as required by law, I do further certify that said corporation is now  
reinstated and is a corporation duly organized and existing by virtue of  
the laws of the state of Indiana. I further certify that Articles of  
Dissolution have not been filed.

The effective date of this Certificate of Reinstatement is October 17, 1988.

In Witness Whereof, I have hereunto set my  
hand and affixed the Seal of the State of  
Indiana, at the City of Indianapolis, this  
Seventeenth day of October, 1988.

\_\_\_\_\_  
EVAN PAYE, Secretary of State

By \_\_\_\_\_

(Type)

REV. 10-1-71,

## NOTICE OF CLEARANCE FOR REINSTATEMENT

10# 35-1142330	NAME OF CORPORATION EDWARDS ELECTRICAL & MECHANICAL, INC.	OFF. OF REVENUE
TRMC#	ADDRESS INDPLS., INDIANA	REGISTERED

DATE ISSUED: 10-11-88 EXPIRATION DATE OF THIS NOTICE: 11-11-88

TO:

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF INDIANA

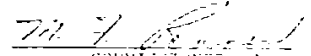
THIS IS TO NOTIFY YOU THAT THE EDWARDS ELECTRICAL &amp; MECHANICAL, INC.

HAS FILED IN THE OFFICE OF THE COMMISSIONER OF THE INDIANA DEPARTMENT OF REVENUE AN AFFIDAVIT DISCLOSING THAT IT HAD APPLIED TO YOU FOR A CERTIFICATE OF REINSTATEMENT, AND HAS REQUESTED A NOTICE OF CLEARANCE FROM THIS DEPARTMENT STATING THAT THE ABOVE CORPORATION HAS PAID ALL TAXES DUE TO THE INDIANA DEPARTMENT OF REVENUE.

UNDER THE ABOVE CONDITIONS IT HAS BEEN DETERMINED, THROUGH EXAMINATION OF THE SAID CORPORATION'S RECORDS OR OTHERWISE, THAT ALL TAX, INTEREST, AND PENALTIES FOUND DUE UNDER THE TAXING ACTS UP TO AND INCLUSIVE OF 10-11-88 ONLY, HAS BEEN PAID OR FULLY SATISFIED.

THEREFORE, THE SAID EDWARDS ELECTRICAL & MECHANICAL, INC. HAVING MET THE REQUIREMENT OF THE SECRETARY OF STATE, AS SET OUT UNDER THE APPLICABLE ACTS, IS ENTITLED TO THIS RELEASE UNDER SAID ACTS PROVIDED THE SAID CORPORATION COMPLETES ITS REINSTATEMENT WITHIN 60 DAYS AFTER THE DATE OF ISSUANCE OF THIS NOTICE OF CLEARANCE.

IN THE EVENT, THE SAID CORPORATION FAILS TO MEET ALL THE REQUIREMENTS OF THE SECRETARY OF STATE FOR ITS REINSTATEMENT AND FAILS TO SECURE ITS CERTIFICATE OF REINSTATEMENT WITHIN THE 60 DAY PERIOD, AS ABOVE SET OUT THEN THIS NOTICE OF CLEARANCE SHALL BE NULL AND VOID FOR USE BY THE SECRETARY OF STATE.

  
COMMISSIONER

FOR THE COMMISSIONER

INSTRUCTIONS:

TO SECRETARY OF STATE:

THIS NOTICE IS TO BE RETURNED TO THE INDIANA DEPARTMENT OF REVENUE IF REINSTATEMENT IS NOT EFFECTED ON OR BEFORE

EXPIRATION DATE: 11-11-88

TO THE CORPORATION:

THIS IS TO NOTIFY YOU THAT THIS IS THE SIGNED ORIGINAL WHICH HAS BEEN SENT TO YOU. YOU ARE TO INCLUDE IT ALONG WITH THE OTHER DOCUMENTS CONSTITUTING YOUR APPLICATION FOR REINSTATEMENT. DO NOT MAIL THIS CERTIFICATE SEPARATELY TO THE SECRETARY OF STATE UNLESS YOU ARE SO DIRECTED.

REV. 10-1-71

## NOTICE OF CLEARANCE FOR REINSTATEMENT

ID# 35-1142330	NAME OF CORPORATION EDWARDS ELECTRICAL & MECHANICAL, INC.	AFFIDAVIT FROM 10-
TRMC#	ADDRESS INDPLS., INDIANA	RECEIVED: 10-11-88

DATE ISSUED: 10-11-88 EXPIRATION DATE OF THIS FORM: 12-09-88

TO:

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF INDIANA

THIS IS TO NOTIFY YOU THAT THE EDWARDS ELECTRICAL &amp; MECHANICAL, INC.

HAS FILED IN THE OFFICE OF THE COMMISSIONER OF THE INDIANA DEPARTMENT OF REVENUE AN AFFIDAVIT DISCLOSING THAT IT HAS APPLIED TO YOU FOR A CERTIFICATE OF REINSTATEMENT, AND HAS REQUESTED A NOTICE OF CLEARANCE FROM THIS DEPARTMENT STATING THAT THE ABOVE CORPORATION HAS PAID ALL TAXES DUE TO THE INDIANA DEPARTMENT OF REVENUE.

UNDER THE ABOVE CONDITIONS IT HAS BEEN DETERMINED, THROUGH EXAMINATION OF THE SAID CORPORATION'S RECORDS OR OTHERWISE, THAT ALL TAX, INTEREST, AND PENALTIES FOUND DUE UNDER THE TAXING ACTS UP TO AND INCLUSIVE OF 10-11-88 ONLY, HAS BEEN PAID OR FULLY SATISFIED.

THEREFORE, THE SAID EDWARDS ELECTRICAL & MECHANICAL, INC. HAVING MET THE REQUIREMENT OF THE SECRETARY OF STATE, AS SET OUT UNDER THE APPLICABLE ACTS, IS ENTITLED TO THIS RELEASE UNDER SAID ACTS PROVIDED THE SAID CORPORATION COMPLETES ITS REINSTATEMENT WITHIN 60 DAYS AFTER THE DATE OF ISSUANCE OF THIS NOTICE OF CLEARANCE.

IN THE EVENT, THE SAID CORPORATION FAILS TO MEET ALL THE REQUIREMENTS OF THE SECRETARY OF STATE FOR ITS REINSTATEMENT AND FAILS TO SECURE ITS CERTIFICATE OF REINSTATEMENT WITHIN THE 60 DAY PERIOD, AS ABOVE SET OUT THEN THIS NOTICE OF CLEARANCE SHALL BE NULL AND VOID FOR USE BY THE SECRETARY OF STATE.

*M. F. R...*  
COMMISSIONER

FOR THE COMMISSIONER

*James J. Frank...*  
AUDIT ADMINISTRATOR

## INSTRUCTIONS:

TO SECRETARY OF STATE:

THIS NOTICE IS TO BE RETURNED TO THE INDIANA DEPARTMENT OF REVENUE IF REINSTATEMENT IS NOT EFFECTED ON OR BEFORE

EXPIRATION DATE: 12-09-88

## TO THE CORPORATION:

THIS IS TO NOTIFY YOU THAT THIS IS THE SIGNED ORIGINAL WHICH HAS BEEN SENT TO YOU. YOU ARE TO INCLUDE IT ALONG WITH THE OTHER DOCUMENTS CONSTITUTING YOUR APPLICATION FOR REINSTATEMENT. DO NOT MAIL THIS CERTIFICATE SEPARATELY TO THE SECRETARY OF STATE UNLESS YOU ARE SO DIRECTED.





# APPLICATION FOR REINSTATEMENT

State Form 4180 (R3 / 7-87) Obsolete after 12-87  
Corporate Form 111

176802-  
456

Instructions: Application must be accompanied by:

1. ~~REINSTATEMENT FILING FEE~~ 30
2. Annual reports for all years of delinquency
3. Annual report filing fees (see fee schedule)
4. Reinstatement Clearance from Indiana Department of Revenue

Please send to: SECRETARY OF STATE  
Room 155, State House  
Indianapolis, Indiana 46204

Any domestic (Indiana) for-profit corporation, the charter of which has been administratively dissolved by the Secretary of State for failure to file annual reports, may apply for the reinstatement of its corporate charter pursuant to Indiana Code 23-1-46-3.

SECTION I: Corporate Information	
A. Corporation's Name <u>EDWARDS ELECTRICAL AND MECHANICAL, INC.</u>	B. Date of Incorporation <u>2-28-68</u>
C. Effective date of administrative dissolution	

SECTION II: Affidavit of Corporate Officer or Director	
The undersigned, being at least one of the principal officers or a director of the above-named corporation deposes and says:	
A. That the grounds for dissolution did not exist or have been eliminated;	
B. That the Corporation's name satisfies the requirements of Indiana Code 23-1-23-1.	

Written Signature <u>Gary Edwards</u>	Printed Signature <u>GARY EDWARDS</u>
Title of Signator <u>PRESIDENT</u>	

## ANNUAL REPORT FILING FEE STATEMENT

### Corporations For-Profit

1973 - present.....\$15.00 per year

### Change of Principal Office and/or Resident Agent

All Corporations.....NO FEE

Please Note: The Application for Reinstatement must be accompanied by a certificate the Indiana Department of Revenue reciting that all taxes owed by the Corporation have been paid. Contact the Department of Revenue at (317) 232-2114, Room 211, State Office Building, Indianapolis, 46204

CERTIFICATE OF  
ADMINISTRATIVE DISSOLUTION

FORWARD ELECTRICAL & MECHANICAL INC  
1402 S. WEST ST  
INDIANAPOLIS, IN 46203

a domestic corporation,

is hereby

ADMINISTRATIVELY DISSOLVED pursuant to the provisions set forth in I.C. 23-1-24-4, I.C. 23-1-46-1 and I.C. 23-1-46-2 because of the following reason:

\*\*\* FOR FAILURE TO FILE ANNUAL REPORT(S). \*\*\*

FOR FURTHER INFORMATION PLEASE CALL (317) 230-8724.

This corporation continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under I.C. 23-1-45-5 and notify claimants under I.C. 23-1-45-6 and I.C. 23-1-45-7.

The corporation may apply to the secretary of state for reinstatement as described in I.C. 23-1-46-3.

In Witness Whereof, I have hereunto set my hand  
and affixed the seal of the State of Indiana, at the  
City of Indianapolis, this THIRTY-FOUR  
day of OCTOBER, 19 87.



EVAN BAYH, Secretary of State

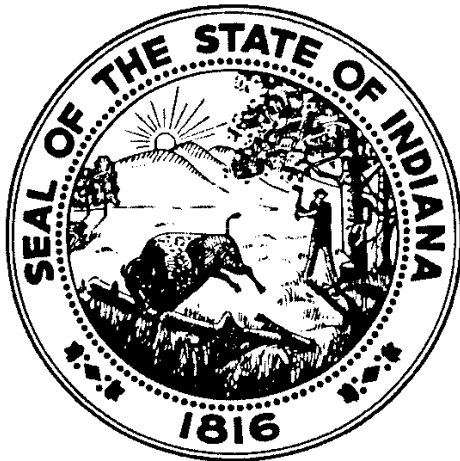
**State of Indiana  
Office of the Secretary of State**

**NOTICE OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
of**

**EDWARDS ELECTRICAL & MECHANICAL INC**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Notice of Change of Registered Office or Registered Agent of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, December 28, 1999.



In Witness Whereof, I have caused to be  
affixed my signature and the seal of the  
State of Indiana, at the City of  
Indianapolis, December 28, 1999.

*Sue Anne Gilroy*

SUE ANNE GILROY,  
SECRETARY OF STATE



**NOTICE OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT  
ALL CORPORATIONS**  
State Form 26276 (R / 1-88)

Provided by: EVAN BAYH

Indiana Secretary of State  
Room 156, State House  
Indianapolis, IN 46204  
(317) 232-6576

Indiana Code 23-1-24-2 (for profit corporations)  
Indiana Code 23-7-1-1-53 (non-profit corporations)  
**NO FILING FEE**

APPROVED  
AND  
FILED

President original and 2 copies

Name of Corporation <u>Edwards Electrical &amp; Mechanical Inc.</u>	Date of Incorporation <u>February 28, 1968</u>
Current Registered Office Address <u>6831 E. 32nd Street, Indianapolis, IN</u>	ZIP Code <u>46226</u>
New Registered Office Address <u>One North Capitol Avenue, Indianapolis, Indiana 46204</u>	

Current Registered Agent (Type or Print Name) <u>Gary Edwards</u>
New Registered Agent (Type or Print Name) <u>C T Corporation System</u>

**STATEMENT BY REGISTERED AGENT OR CORPORATION**

This statement is a representation that the new registered agent has consented to the appointment as registered agent, or statement attached signed by registered agent giving consent to act as the new registered agent.

After the change or changes are made, the street address of this corporation's registered agent and the address of its registered office will be identical.

The resident agent filing this statement of change of the registered agent's business street address has notified the represented corporation in writing of the change, and the notification was manually signed or signed in facsimile.

IN WITNESS WHEREOF, the undersigned being the (Registered Agent) Corporation Secretary  
of said corporation executes this notice and verifies, subject to penalties of perjury, that the statements contained herein are true, this 14 day of December, 19 99.

Signature <u>Nancy C. Ashcom</u>	Printed Name <u>Nancy C. Ashcom</u>
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STATEMENT OF CONSENT TO ACT  
AS REGISTERED AGENT

C T Corporation System hereby accepts the appointment to serve as  
registered agent in Indiana for Edwards Electrical & Mechanical Inc. .  
(Name of Corporation)

December 21 , 19 99

C T CORPORATION SYSTEM

By

  
JOYCE A. GILBERT  
ASSISTANT SECRETARY , Assistant Secretary  
(Print Name and Title)

Indiana Secretary of State  
Packet: 196802-436  
Filing Date: 02/01/2007  
Effective Date: 02/01/2007

196802-436



**NOTICE OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT (ALL ENTITIES)**

State Form 26276-01-01-01

RECEIVED  
IND. SECRETARY OF STATE

FEB 01 2007

TODD ROKITA  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington St., Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576

**INSTRUCTIONS:** Use 8 1/2" x 11" white paper for attachments.  
Present original and one (1) copy to address in upper right corner of this form.  
Please TYPE or PRINT.  
Please visit our office on the web at [www.sos.in.gov](http://www.sos.in.gov).

Indiana Code 23-1-24-2 (for profit corporation)  
Indiana Code 23-17-6-2 (non-profit corporation)

**NO FILING FEE**

Name of entity	Edwards Electrical Mechanical, Inc	Date of incorporation / organization / admission	2/28/68
Current registered office address (number and street, city, state, ZIP code)	251 E. Chic St, Ste 1100, Indpls IN 46204		
New registered office address (number and street, city, state, ZIP code)	2350 N. Shadeland Ave, Indpls, IN 46219		

Current registered agent (type or print name)	CT Corporation System
New registered agent (type or print name)	Keith Weppner Paul Morey

**STATEMENTS BY REGISTERED AGENT OR ENTITY**

This statement is a representation that the new registered agent has consented to the appointment as registered agent, or statement attached signed by registered agent giving consent to act as the new registered agent.

After the change or changes are made, the street address of this corporation's registered agent and the address of its registered office will be identical.

The registered agent filing this statement of change of the registered agent's business street address has notified the represented corporation in writing of the change, and the notification was manually signed or signed in facsimile.

IN WITNESS WHEREOF, the undersigned executes this notice and verifies, subject to the penalties of perjury, that the statements contained herein are true, this 31st day of JANUARY, 2007.

Signature	Keith Weppner	Title	CFO
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# INDIANA BUSINESS ENTITY REPORT

Indiana Secretary of State

2/29/2012 3:54:11 PM

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**Filer Name**  
PAUL MOREY

**Filer Title**  
PRESIDENT

---

**Years Filed**  
2012/2013

---

**Entity name and current principal office address**

EDWARDS ELECTRICAL & MECHANICAL INC  
2350 N. SHADELAND AVENUE  
INDIANAPOLIS, IN 46219

---

**Entity Creation Date**  
2/28/1968

**Domicile State**  
INDIANA

---

**Entity Type**  
FOR-PROFIT DOMESTIC CORPORATION

---

**Current registered agent and registered address**

PAUL MOREY  
2350 N SHADELAND AVE  
INDIANAPOLIS, IN 46219

---

**Current principal(s) and address(es)**

**PRESIDENT**

PAUL MOREY  
2350 N. SHADELAND AVE  
INDIANAPOLIS, IN 46219

**VICE PRESIDENT**

MICHAEL SCHMOLL  
2350 N. SHADELAND AVENUE  
INDIANAPOLIS, IN 46219-1736