

STATE OF ALABAMA

DOMESTIC ENTITY CONVERSION TO
REGISTERED FOREIGN ENTITY

PURPOSE: In order to change the entity type of an entity, the entity must deliver the documentation in this form pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of the completed Conversion package, the filing fee of \$175.00 (credit card, check, or money order) to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**, and a check or money order made out to the Judge of Probate in the county where the entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored. If you desire a stamped copy returned to you, supply a third copy and a pre-addressed postage paid return envelope.

This form must be typed or laser printed.

Faxed and emailed transmissions will not be acknowledged, processed, or returned.

Information on the converting entity (entity will cease to exist at conversion/termination by conversion):

1. **The name of the converting entity:**

Industrial Project Solutions, Inc.

2. **Alabama entity id number of converting entity, if any:** 254-581 (Format 000-000) *

***INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

3. **The certificate of formation of the converting entity was filed in the public office of (name of agency and street address):**

Shelby County Judge of Probate

112 N. Main St.

Columbiana, AL 35051

4. **The date of filing of the certificate of formation of the converting entity is** October 3, 2007

Secretary of State

State of Alabama

I hereby certify that this is a true and complete
copy of the document filed in this office on

DATE: 2/2/15
2/6/15 *Ram*

J. H. Merrill
Secretary of State

Alabama Sec. Of State Entity Change D/ 254-581 Date 2/02/2015 Time 17:00 150206	File \$175.00 Ackn \$.00 Exp \$100.00 Total \$275.00 00/001
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(For SOS Office Use Only)



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Shelby Cnty Judge of Probate, AL
02/09/2015 02:50:15 PM FILED/CERT

This Document was prepared by:

(For County Probate Court Office Use Only)

**John H. Cooper
Sirote & Permutt, P.C.
2311 Highland Avenue South
Suite 500
Birmingham, Alabama 35205**

Information on the converted (formed/created by this conversion) – this entity will continue to exist:

5. **The name of the new entity resulting from this conversion (A name reservation certificate issued by the Alabama Secretary of State must be attached if the name is changing anything more than the entity identifier information – such as Inc., LLC, etc. – if only the identifier information is changing, no name reservation is required):**

Industrial Project Solutions, Inc.

6. **Converted entity will be (check one):**

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> Limited Partnership (LP)
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> Limited Liability Limited Partnership (LLLP)
<input type="checkbox"/> Professional Corporation (PC)	<input type="checkbox"/> Employee Cooperative Corporation
<input type="checkbox"/> Limited Liability Company (LLC)	<input type="checkbox"/> Real Estate Investment Trust
<input type="checkbox"/> Registered Limited Liability Partnership (LLP)	

7. **Jurisdiction of governing statute of converted entity:** Texas

8. **County of formation of converted entity (if applicable):** Not applicable

9. **Street (No PO Boxes) Address of principal office:** 8350 Ashlane Way, Suite 101, The Woodlands, Texas 77382

Mailing Address (if different) Same as above.

10. **The foreign entity has been filed in the public office of (name of agency and street address):**

Texas Secretary of State

Corporations Section

1019 Brazos

Austin, Texas, USA 78701

of State/ Country: Texas

11. **Texas entity number:** 802140284

12. **Name of registered agent for service of process in Alabama:**

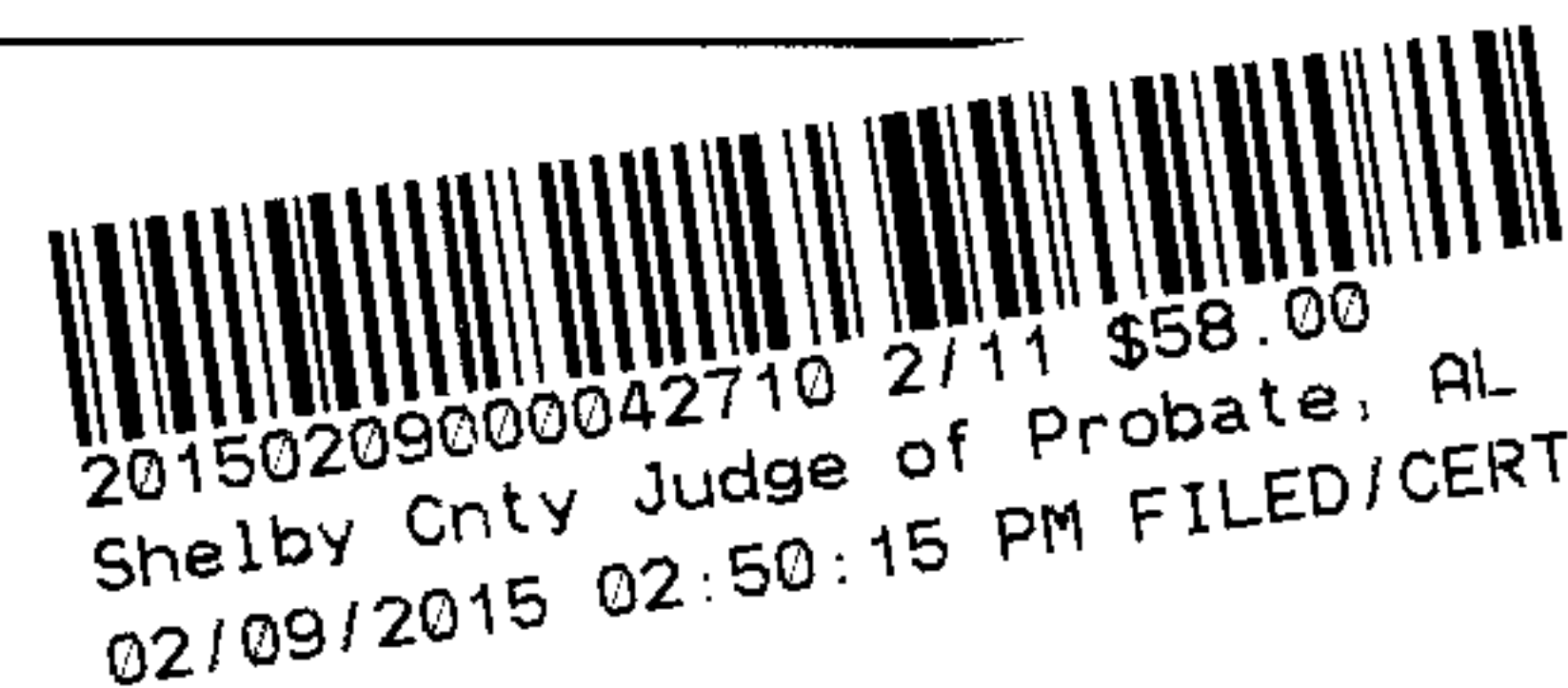
Registered Agent Solutions, Inc.

If an entity is indicated you must provide the entity's Alabama Entity ID Number (see page 1 for search instructions or obtain the number from the entity): 924 -123 (Format 000-000)

13. **Street (No PO Boxes) Address of initial registered office if different from principal office (MUST be physically located in Alabama if the principal office is located outside of Alabama):**

2094 Myrtlewood Drive, Montgomery, AL 36111

Mailing Address (if different) Same as above




15. The undersigned certify that the conversion was approved pursuant to Section 10A-1-8.01 of the *Code of Alabama*. If either the converting or converted entity is a foreign entity, the conversion was approved as required by the governing statute of such foreign entity
16. Information and statements otherwise required to be included in a certificate of formation for the filing entity (information for the converted entity) are attached hereto as Exhibit A and incorporated herein by this reference.
17. If the converted entity is one in which one or more owners lack limited liability protection, a statement that each owner of the converting entity who is to become an owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by Section 10A-1-8.01 is attached.
- (If a foreign entity has converted in its jurisdiction of formation/current domestication: the statement of conversion can give the general identifying information for the entity (name and Alabama ID number – place and date of formation) and attach a certified copy of the statement of conversion in the jurisdiction of formation/current domestication - the effective date will be taken from the date the conversion was filed/effective in that jurisdiction.)
18. The undersigned certify that information included in or attached to this Statement of Conversion form is true and correct.
19. Signature requirements are in accordance with 10A-1-4.01 and 10A-1-8.01 of the *Code of Alabama 1975*.

 X Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the converted entity.


01/30/2015
Date

Fabian Ros, President J
Typed Name and Title of Signature Below

Fabian Ros
Signature of Person Authorized to Sign


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[Attach certified copy of Texas Certificate of Conversion and Certificate of Formation]


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Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Industrial Project Solutions, Inc.
Filing Number: 802140284

Certificate of Conversion

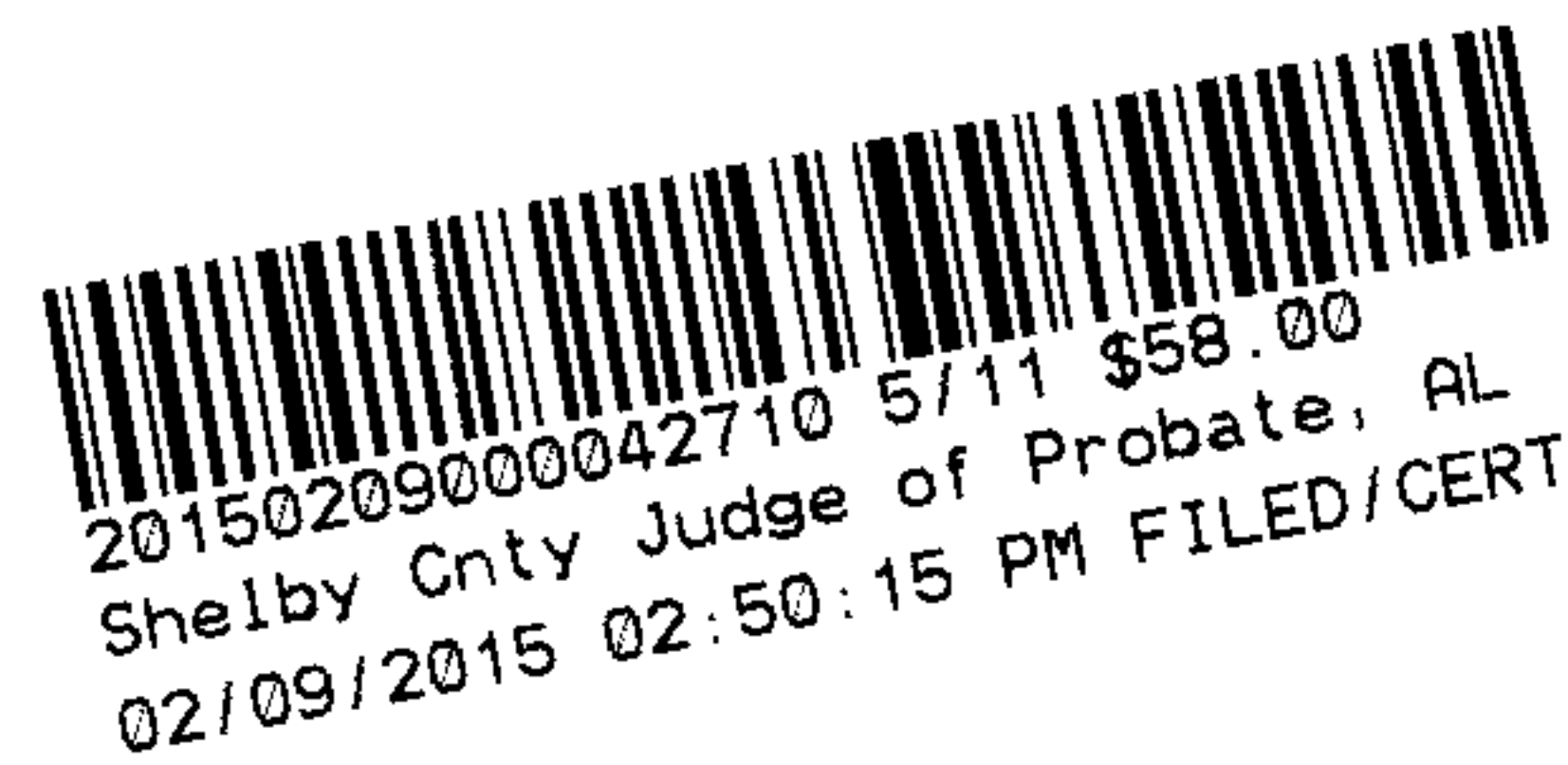
January 21, 2015

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 26, 2015.



A handwritten signature in cursive script that reads "Coby Shorter III".

Coby Shorter, III
Deputy Secretary of State



CERTIFICATE OF CONVERSION
OF
INDUSTRIAL PROJECT SOLUTIONS, INC.

January 20, 2015

FILED
In the Office of the
Secretary of State of Texas
JAN 21 2015
Corporations Section

Pursuant to the provisions of Section 10.154 of the Texas Business Organizations Code (the "**TBOC**"), the undersigned hereby adopts the following Certificate of Conversion for the purpose of effecting a conversion in accordance with the TBOC and certifies as follows:

ARTICLE I

A Plan of Conversion (the "**Plan**") was adopted in accordance with the provisions of the TBOC providing for the conversion (the "**Conversion**") of Industrial Project Solutions, Inc., a corporation formed under the laws of the State of Alabama on October 3, 2007 ("**IPS Alabama**") into Industrial Project Solutions, Inc., a corporation formed under the laws of the State of Texas ("**IPS Texas**"). The IPS Texas Certificate of Formation is attached hereto as Exhibit A.

ARTICLE II

An executed copy of the Plan is on file at IPS Alabama's principal place of business, 8350 Ashlane Way, Suite 101, The Woodlands, TX 77382 and following the Conversion will be on file at the principal place of IPS Texas, 8350 Ashlane Way, Suite 101, The Woodlands, TX 77382. Prior to the Conversion, a copy of the Plan will be furnished by IPS Alabama upon written request and without cost to any shareholder of IPS Alabama. Subsequent to the Conversion, a copy of the Plan will be furnished by IPS Texas upon written request and without cost to any shareholder of IPS Alabama or any shareholder of IPS Texas.

ARTICLE III


The Plan has been approved as required by the laws of IPS Alabama's jurisdiction of formation and by its governing documents.

ARTICLE IV

IPS Texas will be responsible for the payment of all of its own fees and franchise taxes and all fees and franchise taxes owed by IPS Alabama and will be obligated to pay all such fees and franchise taxes if the same are not timely paid.

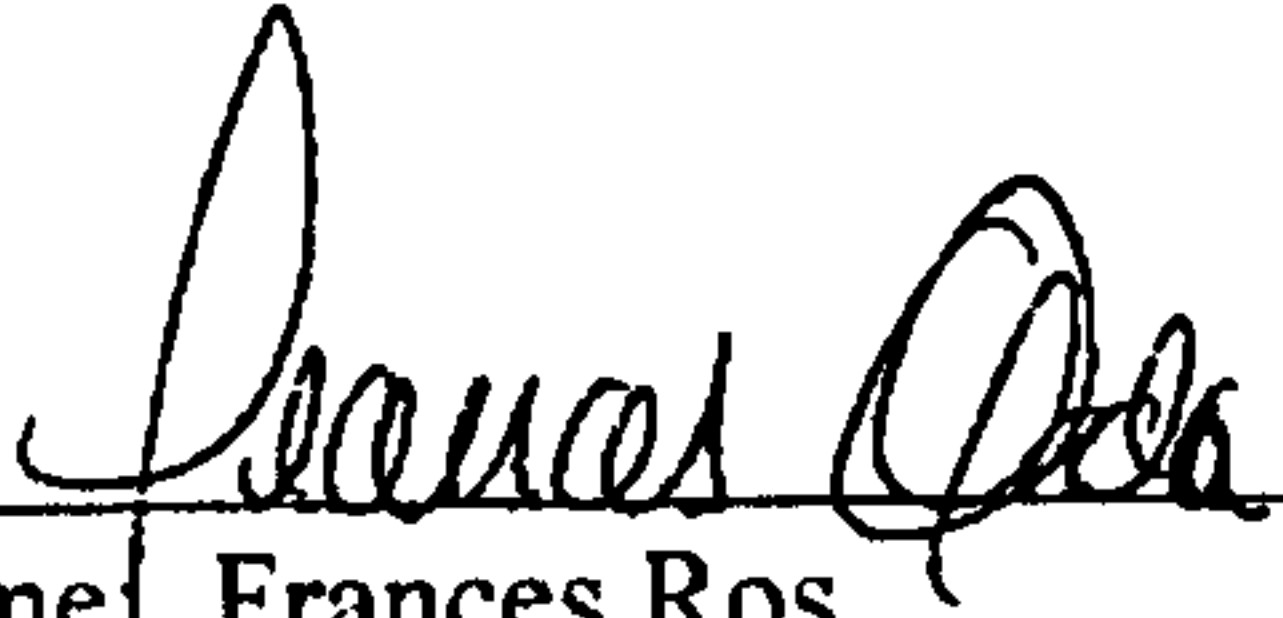
ARTICLE V

This Certificate of Conversion shall be effective immediately upon receipt of filing by the State of Texas.


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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

INDUSTRIAL PROJECT SOLUTIONS, INC.,
an Alabama corporation

By: 
Name: Frances Ros
Title: Secretary and Treasurer



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EXHIBIT A

CERTIFICATE OF FORMATION



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**CERTIFICATE OF FORMATION
OF
INDUSTRIAL PROJECT SOLUTIONS, INC.**

FILED
In the Office of the
Secretary of State of Texas
JAN 21 2015
Corporations Section

The undersigned organizer of Industrial Project Solutions, Inc. (the "Corporation"), acting pursuant to the Texas Business Organizations Code, hereby adopts the following Certificate of Formation for the Corporation:

ARTICLE I

NAME

The name of the corporation is Industrial Project Solutions, Inc.

ARTICLE II

TYPE OF CORPORATION

The Corporation is a domestic business corporation.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Texas Business Organizations Code as it may be amended from time to time, or any successor law.

ARTICLE IV


SHARES

The aggregate number of shares which the Corporation has authority to issue is two hundred thousand (200,000) shares, par value \$0.01 per share. Such shares are designated as common stock and shall have identical rights and privileges in every respect.

ARTICLE V

POWER TO AMEND BYLAWS

Without limiting the power of the shareholders of the Corporation to amend or repeal the Corporation's bylaws or to adopt new bylaws, the Board of Directors shall have the power to amend or repeal the Corporation's bylaws and to adopt new bylaws.


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ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8350 Ashlane Way, Suite 101, The Woodlands, Texas 77382, and the name of its initial registered agent at such address is Frances Ros.

ARTICLE VII

INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

Fabian Ros
8350 Ashlane Way, Suite 101
The Woodlands, Texas 77382

Frances Ros
8350 Ashlane Way, Suite 101
The Woodlands, Texas 77382

The number of directors may hereafter be increased or decreased as provided in the bylaws of the Corporation.

ARTICLE VIII

LIABILITY OF DIRECTORS

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director to the extent the director is found liable for (1) a breach of the director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

ARTICLE IX

ACTIONS BY SHAREHOLDERS WITHOUT A MEETING

Any action required by the Texas Business Organizations Code, or any successor law, to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior

notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE X

CONVERSION

The Corporation is formed under a plan of conversion. The name of the entity being converted is Industrial Project Solutions, Inc., which is an Alabama corporation and its address is 8350 Ashlane Way, Suite 101, The Woodlands, TX 77382, and its date of formation in Alabama was October 3, 2007.

ARTICLE XI

ORGANIZER


The name and address of the organizer is:

Paul Aubert
26511 Oak Ridge Drive, Suite 104
The Woodlands, Texas 77380

IN WITNESS WHEREOF, I have hereunto set my hand this the 20th day of January, 2015.



Paul Aubert


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