

# TE OF ALABAMA

## DOMESTIC ENTITY CONVERSION TO NON-REGISTERED FOREIGN ENTITY (TERMINATION OF DOMESTIC ENTITY)

**PURPOSE:** In order to change a domestic entity (any entity formed in Alabama) to a non-registered foreign entity (an entity formed outside of Alabama and not transacting business in Alabama), the entity must deliver the documentation in this form pursuant to 10A-1-8.04(a)(2), Code of Alabama 1975.

**INSTRUCTIONS:** Mail one (1) signed original and one (1) copy of the completed Conversion/Termination package, the standard filing fee of \$100.00 or the expedited filing fee of \$200.00 (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 converting domestic entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file, certify, and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion/Termination 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.**

### 1. Information on the converting domestic entity (entity will cease to exist in Alabama at conversion/termination):

Alabama Entity ID number of converting entity: 015-458 (Format 000-000) \* **This is not a tax id number or federal employer id number. The number is required to process the filing.**

**\*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](http://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.

The name of the converting/terminating domestic entity as recorded with the Secretary of State of Alabama:

Reds USA, Inc.

### This Document was prepared by:

Rikiya N. Thomas  
Baker Hostetler LLP  
811 Main Street, Suite 1100  
Houston, Texas 77002

(For County Probate Court Office Use Only)

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:

2/11/16  
2/12/16  
J. H. Merrill  
Secretary of State *Ram*

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|                          |                              |                   |               |                  |                |                 |                   |
|--------------------------|------------------------------|-------------------|---------------|------------------|----------------|-----------------|-------------------|
| Alabama<br>Sec. Of State | Entity Change D/C<br>015-458 | Date<br>2/01/2016 | Time<br>17:00 | File<br>\$100.00 | Ackn<br>\$0.00 | Exp<br>\$100.00 | Total<br>\$200.00 |
|                          |                              |                   |               |                  |                |                 | 04/003            |

(For SOS Office Use Only)



**DOMESTIC ENTITY CONVERSION TO NON-REGISTERED FOREIGN ENTITY  
(TERMINATION OF DOMESTIC ENTITY)**

**2. Information on the converted foreign entity(formed/created by this conversion) – this entity will exist outside the State of Alabama:**

The name of the new foreign entity resulting from this conversion:

Reach Engineering and Diving Services USA, Inc.

  
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Converted entity will be (check one):

☒ Business Corporation

☐ Limited Partnership (LP)

☐ Nonprofit Corporation

☐ Limited Liability Limited Partnership (LLLP)

☐ Professional Corporation (PC)

☐ Employee Cooperative Corporation

☐ Limited Liability Company (LLC)

☐ Real Estate Investment Trust

☐ Registered Limited Liability Partnership (LLP) ☐ Other: \_\_\_\_\_

**3. Street (No PO Boxes) Address of principal office of new foreign/surviving entity: \_\_\_\_\_**

1440 Lake Front Circle, Suite 170, The Woodlands, Texas 77380

Mailing Address (if different) \_\_\_\_\_

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

Texas Secretary of State, James E. Rudder Bldg., 1019 Brazos Street, Austin, Texas 78701

of State/Country: Texas, USA

**5. A certified copy of the filed conversion certificate/formation document for the new jurisdiction must be attached (evidences compliance with 10A-1-8.04(a)(1)).**

**6. The converted foreign entity certifies that the entity is no longer transacting business in the State of Alabama.**

**7. 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 a owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01 is attached.**

**8. The undersigned certify that the conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01) and that the information included in or attached to this conversion form are true and correct.**

**9. The converted foreign entity agrees to promptly pay to dissenting owners of the domestic entity that is a party to the conversion/termination of the domestic entity the amount, if any, to which they are entitled under Alabama Law (*Code of Alabama 1975*, 10A-1-8.04).**



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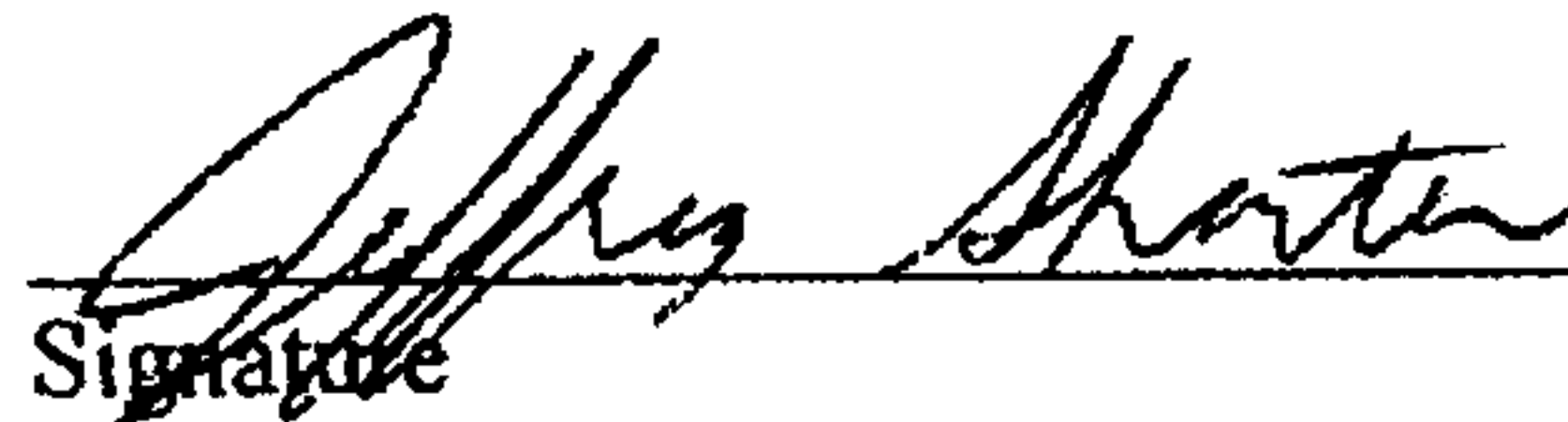
10. The converted foreign entity consents that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of the converted/terminated Alabama domestic entity may be made by registered mail addressed to the principal address of the surviving entity provided in this document or by any method provided by the Alabama Rules of Civil Procedure. Also, any notice or demand required or permitted by law to be served on the domestic entity terminated by this conversion may be served on the surviving or resulting foreign entity by registered mail addressed to the principal office of the surviving entity as provided in this document or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedures for the process of service.

11. The undersigned certify that signatures are in accordance with the requirements of 10A-1-4.01 of the *Code of Alabama 1975* with respect to this filing instrument.

  
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1/26/15  
Date

Jeffrey Shorter, President  
Typed Name and Title of Signature Below

  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name and Title of Signature Below

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name and Title of Signature Below

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name and Title of Signature Below

\_\_\_\_\_  
Signature

Additional signatures may be added by attachment.



Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Carlos H. Cascos  
Secretary of State

## Office of the Secretary of State



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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:

Reach Engineering and Diving Services USA, Inc.  
Filing Number: 802374808

Certificate of Conversion

January 21, 2016

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 29, 2016.



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos  
Secretary of State





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**FILED**  
In the Office of the  
Secretary of State of Texas

**JAN 21 2016**

**Corporations Section**

**CERTIFICATE OF CONVERSION  
OF  
REDS USA, INC.  
(an Alabama corporation)  
INTO  
REACH ENGINEERING AND DIVING SERVICES USA, INC.  
(a Texas corporation)**

Pursuant to Section 10.154 of the Texas Business Organizations Code, the undersigned, an Alabama corporation, Reds USA, Inc. (the "Converting Entity"), adopts the following Certificate of Conversion for the purpose of converting into Reach Engineering and Diving Services USA, Inc., a Texas corporation (the "Converted Entity"), and hereby certifies as follows:

**FIRST:** The Converting Entity is Reds USA, Inc., an Alabama corporation. The Converting Entity was formed on June 6, 2011 and the filing number issued to the Converting Entity by the Alabama Secretary of State is 015-458.

**SECOND:** The Converting Entity is converting into a corporation formed under the laws of the State of Texas. The Converted Entity will be named Reach Engineering and Diving Services USA, Inc.

**THIRD:** An executed Plan of Conversion (the "Plan") is on file at the principal place of business of the Converting Entity. The address of the principal place of business of the Converting Entity is 1440 Lake Front Circle, Suite 170, The Woodlands, Texas 77380.

**FOURTH:** An executed Plan will be on file, from and after the conversion, at the principal place of business of the Converted Entity. The address of the principal place of business of the Converted Entity is 1440 Lake Front Circle, Suite 170, The Woodlands, Texas 77380.

**FIFTH:** A copy of the Plan will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion), on written request and without cost, to any member of the Converting Entity or any member of the Converted Entity.

**SIXTH:** The certificate of formation of the Converted Entity, which is to be created pursuant to the Plan, is attached hereto as Exhibit A.

**SEVENTH:** The approval of the Plan was duly authorized by all action required by the laws under which the Converting Entity was formed and by its governing documents.

**EIGHTH:** The conversion shall be effective when this document is filed by the Texas Secretary of State (the "Effective Time").

**NINTH:** In lieu of providing a tax certificate, the Converted Entity is liable for the payment of any required franchise taxes.

**RECEIVED  
SECRETARY OF STATE**

**JAN 21 2016**

**CLK 57  
AUSTIN, TEXAS**





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EXECUTED this 21<sup>st</sup> day of January, 2016 made effective as of the Effective Time  
hereinabove stated.

**REDS USA, INC.**  
an Alabama corporation

By:   
Name: Jeffrey Shorter  
Title: President





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**EXHIBIT A**

**CERTIFICATE OF FORMATION**

605747023.2





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In the Office of the  
Secretary of State of Texas

**JAN 21 2016**

**Corporations Section**

**CERTIFICATE OF FORMATION**  
**OF**  
**REACH ENGINEERING AND DIVING SERVICES USA, INC.**

The undersigned, acting as the sole organizer of a corporation under the Texas Business Organizations Code (the "Code"), does hereby adopt the following Certificate of Formation for Reach Engineering and Diving Services USA Inc. (the "Corporation").

**ARTICLE ONE**  
**ENTITY NAME AND TYPE**

The name of the Corporation is Reach Engineering and Diving Services USA, Inc. The filing entity being formed is a for-profit corporation.

**ARTICLE TWO**  
**DURATION**

The period of duration of the Corporation is perpetual, unless the Corporation dissolves in accordance with the provisions of its bylaws (the "Bylaws").

**ARTICLE THREE**  
**PURPOSES**

The purposes of the Corporation are (a) to carry on any lawful business, purpose or activity for which corporations may be formed under the Code; and (b) to engage in any other business or activity that may be necessary or incidental to accomplish the foregoing purposes.

**ARTICLE FOUR**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of the Corporation is 5504 Clara Road, Houston, Texas 77041, and the name of the registered agent at such address is Shand Industries Inc.

**ARTICLE FIVE**  
**BOARD OF DIRECTORS**

Section 1. The number and qualifications of directors constituting the Board of Directors of the Corporation shall be fixed or determined in the manner provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent director. In the absence of the Bylaws providing for the number of directors, or should the Corporation fail to determine the number of directors in the manner provided in the Bylaws, the number shall be the same as the number of directors constituting the initial Board of Directors.





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Section 2. The initial Board of Directors shall consist of three (3) members. The name and address of the individuals elected to serve as directors of the Corporation until the first annual meeting of shareholders or until a successor has been elected and qualified is:

| <u>NAME</u>    | <u>ADDRESS</u>                                  |
|----------------|-------------------------------------------------|
| Phillip Wills  | 6 Hawksbill Place<br>The Woodlands, Texas 77382 |
| Bryan Kenski   | 2523 Gaddis Oaks Drive<br>Spring, Texas 77389   |
| Jeffrey Shoner | 11081 Lake Forest Drive<br>Conroe, Texas 77384  |

Section 3. To the fullest extent now or hereafter permitted by law, no director of the Corporation shall be personally liable to the Corporation or to its shareholders for monetary damages for any act or omission in the director's capacity as a director, except liability for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) 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, (iii) 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 (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. Any repeal or modification of the foregoing sentence by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE SIX CONVERSION**

The Corporation is being created pursuant to a plan of conversion. The Corporation was previously Reds USA, Inc., an Alabama corporation, formed on June 6, 2011, with a filing number of 015-458 and a street address of 916 Belcher Drive, Pelham, Alabama 35124.

#### **ARTICLE SEVEN AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 100,000,000 shares of Common Stock, having \$.01 par value per share.

#### **ARTICLE EIGHT EFFECTIVENESS OF FILING**

This document will become effective when the document is filed by the Secretary of State.





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**ARTICLE EIGHT  
ORGANIZER**

The name and address of the organizer is Rikiya N. Thomas, 811 Main Street, Suite 1100, Houston, Texas 77002.

**IN WITNESS WHEREOF**, this Certificate of Formation has been executed by the undersigned on this 21<sup>st</sup> day of January, 2016.

SOLE ORGANIZER:

Rikiya N. Thomas