

AZ CORPORATION COMMISSION  
FILEDAZ CORPORATION COMMISSION  
FILED

NOV 14 2008

DEC 10 2008

FILE NO. F14889042FILE NO. F14889042APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS  
IN ARIZONA

BY

The name of the corporation is: WESTCOAST B.O.P. PRODUCTS (US) INC.,  
a Delaware corporation

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

☐ We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- ☐ Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- ☐ The period of our duration.
- ☐ The state, province or country of our incorporation.

1. The exact name of the foreign corporation is: WESTCOAST B.O.P. PRODUCTS (US) INC.

If the exact name of the foreign corporation is not available for use in this State, then the "fictitious name" adopted for use by the corporation in Arizona is (include a copy of the Board resolutions adopting the fictitious name certified to by the Secretary of the corporation): Not Applicable.

2. The name of the state, province or country in which the foreign corporation is incorporated is Delaware.
3. The foreign corporation was incorporated on the 27th day of October, 2008 and the period of duration is perpetual.



4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.
5. The name and street address of the statutory agent for the foreign corporation in CT Corporation System, a Delaware corporation, 2394 East Camelback Rd, Phoenix AZ 85016.
- 5a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is: 4131 West Lindbergh Way Chandler, AZ 85226.
- 5b. The Annual Report and general correspondence should be mailed to the address specified above in section 5a.
6. The purpose of the corporation is to engage in any and all lawful business in which corporations may be engaged in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations, if any: (if none, so state) No Limitations.
7. The names and usual business address of the current directors and officers of the foreign corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jean Paul Saulnier	4131 West Lindbergh Way Chandler, AZ 85226	President
James Morin	4131 West Lindbergh Way Chandler, AZ 85226	Vice President -- Finance and Secretary
Mark Saulnier	4131 West Lindbergh Way Chandler, AZ 85226	Vice President -- Engineering
Ruth Mangiaterra	4131 West Lindbergh Way Chandler, AZ 85226	General Manager

8. The foreign corporation is authorized to issue 1,000 shares, itemized as follows:

One thousand (1,000) shares of \$0.001 par value voting common stock.

9. The foreign corporation has issued 100 shares, itemized as follows:

100 shares of the Common Stock, at \$0.001 par value per share.



**PROFIT**  
**CERTIFICATE OF DISCLOSURE**  
Pursuant to A.R.S. §10-202. (D).

West Coast BOP Prooducts(US) Inc.

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_\_\_ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

- C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes \_\_\_\_\_ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of bankruptcy or receivership.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY J.P. Saulouer

BY \_\_\_\_\_

PRINT NAME JP Saulouer

PRINT NAME \_\_\_\_\_

TITLE President

DATE \_\_\_\_\_

TITLE \_\_\_\_\_

DATE \_\_\_\_\_

**DOMESTIC CORPORATIONS:** ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

**FOREIGN CORPORATIONS:** MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations  
Rev: 09/2008

Arizona Corporation Commission  
Corporations Division



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTCOAST B.O.P. PRODUCTS (US) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4616354 8300

081127286

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6974472

DATE: 11-18-08





**COMMISSIONERS**  
MIKE GLEASON - Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
KRISTIN K. MAYES  
GARY PIERCE



BRIAN C. MCNEIL  
Executive Director  
  
LINDA FISHER  
Director, Corporations Division

**ARIZONA CORPORATION COMMISSION**

WESTCOAST B.O.P. PRODUCTS (US) INC.  
SQUIRE SANDERS & DEMPSEY LLP  
ATTN: JO ANN GREENFIELD  
40 N CENTRAL AVE #2700  
PHOENIX, AZ 85004

Effective Date: 11/18/2008  
File No: F-1488904-2

Thank you for delivering documents for filing with the Arizona Corporation Commission. Unfortunately, we are returning the enclosed document regarding the above-referenced corporation/limited liability company for the following reasons:

The filing fee has been deposited.

Attach a Certificate of Good Standing/Existence, duly authenticated (certified) by the secretary of state or other official having legal custody of corporate records in the state or country under whose law it is incorporated. It must be dated within (60) sixty days of delivering the Application to the Commission.  
(A.R.S. 10-1503, 10-11503 & 29-802(B))

The certificate of disclosure was not enclosed with the articles of incorporation/application for authority. A form is enclosed for your convenience or visit our website at [www.azcc.gov/divisions/corporations](http://www.azcc.gov/divisions/corporations).

The Certificate of Disclosure must be dated, within thirty (30) days of delivery to the Commission. The Certificate of Disclosure (domestic) must be executed by all incorporator(s)/(foreign) must be executed by a duly authorized officer listed in the application.  
(See A.R.S. 10-202(D) & 10-3202(D)(3))

Pursuant to A.R.S. 10-1503 & 10-11503, please attach a copy of the Articles of Incorporation, and any amendments to the Articles, that have been duly authenticated (certified) by the secretary of state or by the official having legal custody of corporate records in the domicile state or country under whose laws the entity is incorporated. The authentication (certification) must be dated within sixty (60) days of delivering the Application to the Corporation Commission.

If you have any questions, please feel free to contact the Corporate Filings Call Center at 602-542-3026, or Arizona residents only may use the toll free number 800-345-5819. You may also contact our Tucson location at 520-628-6560.

Please Note: Companies must return the corrected document within thirty (30) calendar days of the rejection date to retain the



**COMMISSIONERS**  
MIKE GLEASON - Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
KRISTIN K. MAYES  
GARY PIERCE



**ARIZONA CORPORATION COMMISSION**

**BRIAN C. MCNEIL**  
Executive Director  
  
**LINDA FISHER**  
Director, Corporations Division

- 2 -

original file date.

\*\*\*\*\*IMPORTANT\*\*\*\*\*  
To successfully process your document and avoid further delays, it is imperative that you return the following information to the Corporations Division:

- 1) A copy of this letter and the rejected document.
- 2) The corrected document accompanied by any additional paperwork or filing fees, as requested within this letter.

Sincerely,

Linda CJohnson  
Examiner, Corporations Division

FIL: 001  
REV. 09/2007

1900 WEST WASHINGTON, PHOENIX, ARIZONA 85007-2929 / 400 WEST CONGRESS STREET, SUITE #221, TUCSON, ARIZONA 85704-1347  
www.azcc.gov - 602-542-3020

11/18/2008 TUE 10:31 [TX/RX NO 7890]



File Date: 11/14/08

SSD Client#:103544.00001

# **ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION SUBMISSION COVER SHEET**

Important: USE A SEPARATE COVER sheet for each document.

ARE YOU FILING: ☒ New Entity ☐ Change to existing Entity ☐ Re submission/Correction

Please Select AND Complete all the Appropriate Sections 1 through 10:  
Regarding (Name/Proposed name for Corp/LLC):

1. Type in Name: WESTCOST B.O.P. PRODUCTS (US) INC.

2. Filing Type: (Select Only One)

- ☐ Articles of Domestication .....\$100.00  
☐ Articles of Incorporation (P) .....\$ 60.00  
☐ Articles of Incorporation (NP) .....\$ 40.00  
☐ Articles of Organization (LLC) .....\$ 50.00  
☒ Application For Authority (Business) .....\$175.00  
☐ Application to Conduct Affairs (NP) .....\$175.00  
☐ Application for New Authority .....\$175.00  
☐ Application for Registration .....\$150.00  
☐ Articles of Amendment .....\$ 25.00  
☐ Articles of Amendment & Restatement .....\$ 25.00  
☐ Articles of Correction .....\$ 25.00  
☐ Articles of Merger/Share Exchange .....\$100.00  
☐ Articles of Merger LLC .....\$ 50.00  
☐ Affidavit of Publication .....No Fee  
☐ Other: \_\_\_\_\_

4. Processing Type (Select One)

☒ Expedited (\$35.00) (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at <http://corporations.azcc.gov/>

☒ Regular View current processing times at <http://corporations.azcc.gov/>

5. Select Payment type:

☐ Check Amt \_\_\_\_\_ Check # \_\_\_\_\_

☐ Cash Amt \_\_\_\_\_

☒ MOD Amt 210.00 MOD # 001316

☐ No fee required

☐ See attached distribution of funds instructions

6. Total Payment Type: \$ 210.00

3. Extras:

- ☐ Certified Copies ( ) (Qty @ \$5 each for Corps)  
☐ Certified Copies ( ) (Qty @ \$10 each for LLC-s)  
☐ Good Standing Certificate ( ) (Qty @ \$10 ea.)  
☐ Expedite Good Standing (\$35.00 extra)  
☐ Expedite Certified Copies (\$35.00 extra)

7. Other Special Instructions: Please call me with any questions, 602/528-41728. SELECT ONE RETURN DELIVERY OPTION : ☐ Mail ☐ Pick Up ☒ Fax # 602/253-8129

9. The following individual should be called to pick up completed documents:

Name/Service Co/Preparer: \_\_\_\_\_

Phone: \_\_\_\_\_

Preparer License # \_\_\_\_\_

(If applicable)

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Firm Name: Squire Sanders & Dempsey, L.L.P.Attn: Jo Ann GreenfieldAddress: 40 N. Central Ave, Suite 2700City, State, Zip: Phoenix AZ 85004

Pick-up by: \_\_\_\_\_

Date: \_\_\_\_\_

(FOR ACC USE ONLY. Do not fill in this box)

**RECEIVED****NOV 14 2008**ARIZONA CORP COMMISSION  
CORPORATIONS DIVISION



SSD Client#: 103544.00001

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION  
SUBMISSION COVER SHEET**

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Regarding (Name/Proposed name for Corp/LLC):

1. Type in Name: WESTCOST B.O.P. PRODUCTS (US) INC.

2. Filing Type: (Select Only One)

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- ☐ Articles of Incorporation (P) .....\$ 60.00
- ☐ Articles of Incorporation (NP).....\$ 40.00
- ☐ Articles of Organization (LLC).....\$ 50.00
- ☐ Application For Authority (Business) .....\$175.00
- ☐ Application to Conduct Affairs (NP).....\$175.00
- ☐ Application for New Authority .....\$175.00
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- ☐ Articles of Amendment & Restatement .....\$ 25.00
- ☐ Articles of Correction .....\$ 25.00
- ☐ Articles of Merger/Share Exchange .....\$100.00
- ☐ Articles of Merger LLC .....\$ 50.00
- ☐ Affidavit of Publication.....No Fee
- ☒ Other: Application to Transact Business

4. Processing Type (Select One)

- ☒ **Expedited (\$35.00)** (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at <http://corporations.azcc.gov/>
- ☒ **Regular** View current processing times at <http://corporations.azcc.gov/>

5. Select Payment type:

- ☐ Check Amt \_\_\_\_\_ Check # \_\_\_\_\_
- ☐ Cash Amt \_\_\_\_\_ Previously pd
- ☒ MOD Amt \$210.00 MOD # 001316
- ☐ No fee required
- ☐ See attached distribution of funds instructions

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- ☐ Certified Copies ( ) (Qty @ \$5 each for Corps)
- ☐ Certified Copies ( ) (Qty @ \$10 each for LLC=s)
- ☐ Good Standing Certificate ( ) (Qty @ \$10 ea.)
- ☐ Expedite Good Standing (\$35.00 extra)
- ☐ Expedite Certified Copies (\$35.00 extra)

**RECEIVED**

**DEC 10 2008**

Payment Type: \$ 0.00

7. Other Special Instructions: Please call me with any questions. 602/528-4172

8. SELECT ONE RETURN DELIVERY OPTION : ☐ Mail ☒ Pick Up ☐ Fax # \_\_\_\_\_

9. The following individual should be called to pick up completed documents:

Name/Service Co/Preparer: Jo Ann Greenfield Phone: 602/528-4172  
Preparer License # \_\_\_\_\_  
(If applicable)

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Firm Name: Squire Sanders & Dempsey, L.L.P. Attn: Jo Ann Greenfield  
Address: 40 N. Central Ave, Suite 2700  
City, State, Zip: Phoenix AZ 85004

Pick-up by: \_\_\_\_\_ Date: \_\_\_\_\_  
(FOR ACC USE ONLY. Do not fill in this box)

