

SEP 24 2012

OCT 05 2012

FILE NO. F-1791768-7

FILE NO. F-1791768-7

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

*Read the Instructions C018!*

AZ CORPORATION COMMISSION  
FILED

**1. ENTITY TYPE - check only one to indicate the type of entity applying for authority:**

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER   |
| <input type="checkbox"/> NONPROFIT CORPORATION             | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION                                  |
| <input type="checkbox"/> PROFESSIONAL CORPORATION          | <input type="checkbox"/> CREDIT UNION  |
| <input type="checkbox"/> CLOSE CORPORATION                 | <input type="checkbox"/> TRUST COMPANY   |
| <input type="checkbox"/> BUSINESS TRUST                    | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION                             |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP.        | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.             |
| <input type="checkbox"/> CORPORATION SOLE                  | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

OCT 24 2012

FILE NO. F-1791768-7

**2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) - enter the exact, true name of the foreign corporation:**

BIS INDUSTRIAL SERVICES, INC.

**3. NAME TO BE USED IN ARIZONA (ENTITY NAME) - see Instructions C018! - Identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions**

- |  |   |   |
|--|---|---|
| <p><b>3.1</b> <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes - Go to number 4.</p> | <p><b>3.2</b> <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it - Enter the name in number 3.4 below.</p> | <p><b>3.3</b> <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) - Enter the name in number 3.4 below.</p> |
|--|---|---|

**3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:**

**4. FOREIGN DOMICILE - list the state or country in which the foreign corporation is incorporated:** DELAWARE

**5. DATE OF INCORPORATION IN FOREIGN DOMICILE:** 2/4/2008

**6. DURATION - the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:**

- ☐ The corporation's life period will end after the expiration of \_\_\_\_\_ years (enter a number of years).
- ☐ The corporation's life period will end on this date \_\_\_\_\_ (enter a date).
- ☐ The corporation's life period will end upon the occurrence of this event: \_\_\_\_\_ (describe an event).

**7. PURPOSE - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):**

8. **CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Construction, Construction Management, Engineering, Architecture

<b>9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS</b> – see <i>Instructions C018i</i> – give the <b>physical or street address</b> (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			<b>10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:</b> Is the Arizona known place of business street address the same as the <b>street address</b> of the statutory agent? <input type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
CORPORATION SERVICE COMPANY					
Attention (optional) 2711 CENTERVILLE ROAD, SUITE 400			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City WILMINGTON		DE State	19808 Zip	Address 2 (optional) City State Zip	

<b>11. STATUTORY AGENT IN ARIZONA</b> – see <i>Instructions C018i</i> :					
<b>11.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) and <b>physical or street address</b> (not a P.O. Box) in Arizona of the statutory agent:			<b>11.2 OPTIONAL</b> – mailing address in Arizona of statutory agent (can be a P.O. Box):		
CORPORATION SERVICE COMPANY					
Statutory Agent Name (required)					
Attention (optional) 2338 W. ROYAL PALM ROAD, SUITE J			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City PHOENIX		AZ State	85021 Zip	Address 2 (optional) City State Zip	
<b>11.3 REQUIRED</b> – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

<b>12. DIRECTORS</b> – list the <b>name and business address</b> of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
DAVID G. HILE			JEFFREY L. KOOP		
Director Name 15933 CLAYTON ROAD, SUITE 220			Director Name 15933 CLAYTON ROAD, SUITE 220		
Address 1			Address 1		
Address 2 (optional) BALLWIN		MO State or Province	63011 Zip	Address 2 (optional) BALLWIN	
City Country	UNITED STATES	State or Province	Zip	City Country	UNITED STATES
Date taking office (optional):			Date taking office (optional):		

<b>ELBERT L. WATKINS, JR.</b>				<b>HANS PETTER HANSEN</b>			
Director Name 15933 CLAYTON ROAD, SUITE 220				Director Name 15933 CLAYTON ROAD, SUITE 220			
Address 1				Address 1			
Address 2 (optional) BALLWIN		MO	63011	Address 2 (optional) BALLWIN		MO	63011
City	UNITED STATES	State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
<b>13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Officer Attachment form C085.</b>							
<b>DAVID G. HILE</b>				<b>HANS PETTER HANSEN</b>			
Officer Name 15933 CLAYTON ROAD, SUITE 220				Officer Name 15933 CLAYTON ROAD, SUITE 220			
Address 1				Address 1			
Address 2 (optional) BALLWIN		MO	63011	Address 2 (optional) BALLWIN		MO	63011
City	UNITED STATES	State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title: President/CEO		Date taking office (optional):		Officer Title: Chairman	
<b>JEFFREY L. KOOP</b>				<b>ELBERT L. WATKINS, JR.</b>			
Officer Name 15933 CLAYTON ROAD, SUITE 220				Officer Name 15933 CLAYTON ROAD, SUITE 220			
Address 1				Address 1			
Address 2 (optional) BALLWIN		MO	63011	Address 2 (optional) BALLWIN		M	63011
City	UNITED STATES	State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title: Vice President		Date taking office (optional):		Officer Title: Secretary	
<b>MICHAEL E ZELLER</b>							
Officer Name 15933 CLAYTON ROAD, SUITE 220				Officer Name			
Address 1				Address 1			
Address 2 (optional) BALLWIN		MO	63011	Address 2 (optional)			
City	UNITED STATES	State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title: Other		Date taking office (optional):		Officer Title:	

14. **FOR-PROFITS ONLY - SHARES AUTHORIZED** - see *Instructions C018I* - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the *Shares Authorized Attachment* form C087.

Class: COMMON Series: - Total: 1,000 Par Value: NPV

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_ Par Value: \_\_\_\_\_

15. **FOR-PROFITS ONLY - SHARES ISSUED** - see *Instructions C018I* - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the *Shares Issued Attachment* form C097.

Class: COMMON Series: - Total: 1,000 Par Value: NPV

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_ Par Value: \_\_\_\_\_

16. **NONPROFITS ONLY - MEMBERS** - check one box only:

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

17. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - If "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

**SIGNATURE:**

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

JEFFREY L. KOOP

Printed Name

9/12/12  
Date

**REQUIRED** - check only one:

☐ I am the Chairman of the Board of Directors of the corporation filing this document.

☒ I am a duly-authorized Officer of the corporation filing this document.

☐ I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: \$175.00 (regular processing)  
Expedited processing - add \$35.00 to filing fee.  
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3626 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## STATUTORY AGENT ACCEPTANCE

Please read Instructions **M002L**.

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

BIS INDUSTRIAL SERVICES, INC.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):  
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity):

CORPORATION SERVICE COMPANY

- 3.1 Check one box: ☐ The statutory agent is an Individual (natural person).  
☒ The statutory agent is an Entity.

### STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Rosemarie Gagliardino  
Signature

Rosemarie Gagliardino  
Printed Name  
Assistant VP

9/12/12  
Date

**REQUIRED** – check only one:

☐ Individual as statutory agent: I am signing on behalf of myself as the individual

☒ Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)  
Expedited processing – add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 800-542-3026 or (within Arizona only) 800-345-8819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

BIS INDUSTRIAL SERVICES, INC.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): \_\_\_\_\_

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)  
☐ Annual (credit unions and loan companies only)  
☐ Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

### 4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you <b>MUST</b> complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

**5. BANKRUPTCY QUESTION:**

**5.1** Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds 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 (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

**5.2** If the answer to number 5.1 is YES, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C004.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

**JEFFREY L KOOP**

Name

**15933 CLAYTON ROAD, SUITE 220**

Address 1

**BALLWIN MO 63011****UNITED STATES****SIGNATURE - see Instructions C003i:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT**JEFFREY L. KOOP**

09/12/2012

Printed Name

Date

**REQUIRED - check only one:**

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☒ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

Country

State

Zip

**SIGNATURE - see Instructions C003i:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

**REQUIRED - check only one:**

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☐ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)  
Expedited processing - add \$35.00 to filing fee.  
All fees are nonrefundable - see Instructions.

**Mail:** Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
**Fax:** 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIS INDUSTRIAL SERVICES, 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 TENTH DAY OF SEPTEMBER, A.D. 2012.

4500300 8300

121015338

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9834908

DATE: 09-10-12



# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BIS INDUSTRIAL SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF FEBRUARY, A.D. 2008, AT 4:58 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTH DAY OF MARCH, A.D. 2008, AT 5:56 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BIS FRUCON INDUSTRIAL SERVICES INC." TO "BIS INDUSTRIAL SERVICES, INC.", FILED THE SIXTH DAY OF DECEMBER, A.D. 2011, AT 6:29 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTIETH DAY OF JUNE, A.D. 2012, AT 3:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "BIS INDUSTRIAL SERVICES, INC.".



4500300 8100H

120884284

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9744688

DATE: 07-30-12

**CERTIFICATE OF INCORPORATION**  
**OF**  
**BIS FRUCON INDUSTRIAL SERVICES INC.**  
\*\*\*\*\*

1. The name of the corporation is: BIS Frucon Industrial Services Inc.
2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

---

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or

persons, public or private, or by the government of the United State of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth in this Certificate of Incorporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

---

4. The total number of shares of stock which the corporation shall have authority to issue is: One Thousand Shares (1000); all of such shares shall be without par value.

At all elections of the directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

The holders of BIS Frucon Industrial Services Inc. shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holding thereof, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

---

5. The name and mailing address of each incorporator is as follow:

NAME

MAILING ADDRESS

James J. Scott

15933 Clayton Road  
Ballwin, MO 63011

H. Andy Donelli, Jr.

15933 Clayton Road  
Ballwin, MO 63011

The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
James J. Scott	15933 Clayton Road Ballwin, MO 63011
H. Andy Donnell, Jr.	15933 Clayton Road Ballwin, MO 63011

---

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee,

the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the General Corporation Law of Delaware to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

**8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall provide.**

**Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.**

**Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of the General Corporation Law of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of the General Corporation Law of Delaware order a meeting of the creditors or class of creditors, and /or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said**

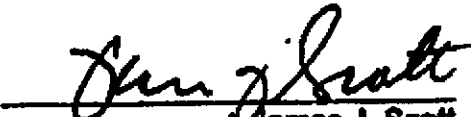

compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit.



WE, THE UNDERSIGNED, being each of the incorporators hereinbefore  
named, for the purpose of forming a corporation pursuant to the General  
Corporation Law of the State of Delaware, do make this Certificate,  
hereby declaring and certifying that this is our act and deed and the facts  
herein stated are true, and accordingly have hereunto set our hands this 25<sup>th</sup>  
day of January, 2008.

  
James J. Scott  
  
H. Andy Donnell, Jr.

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC LIMITED LIABILITY COMPANY  
INTO A  
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(a) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is BIS FRUCON INDUSTRIAL SERVICES INC., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is BIS FRUCON INDUSTRIAL SERVICES LLC.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is BIS FRUCON INDUSTRIAL SERVICES INC.

**FOURTH:** The merger is to become effective on March 5, 2008.

**FIFTH:** The Agreement of Merger is on file at 3993 CLAYTON ROAD, BALLWIN, MO 63011, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 25TH day of FEBRUARY, AD, 2008.

By:   
Authorized Officer

Name: JAMES J. SCOTT  
Print or Type  
Title: SECRETARY

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of  
BIS Frucon Industrial Services Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

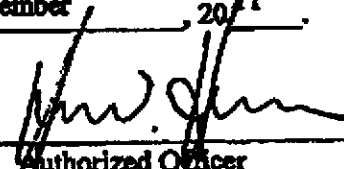
**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "One" so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is: BIS Industrial Services, Inc."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 6th day of December, 2011.

By:   
Authorized Officer  
Title: Chairman

Name: Hans Petter Hansen  
Print or Type

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE  
AND OF REGISTERED AGENT**

**OF**

**BIS INDUSTRIAL SERVICES, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

**BIS INDUSTRIAL SERVICES, INC.**

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on June 13, 2012

/s/ Maureen Cathell

Name: Maureen Cathell

Title: Vice President