



05561620

ARIZONA CORP COMMISSION
FILED

JUL 13 2016

FILE NO. F-2105592-8

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 C018i

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. |

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

Alpha Source Inc.

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – *see Instructions C018i* - 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

- | | | |
|---|--|---|
| 3.1 <input type="checkbox"/> Name in state or country of incorporation, with no changes –
Go to number 4. | 3.2 <input type="checkbox"/> Name in state or country of incorporation, <i>with a corporate identifier added to it</i> –
Enter the name in number 3.4 below. | 3.3 <input checked="" type="checkbox"/> Fictitious name (check this <i>only if</i> 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. |
|---|--|---|

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

MSR Alpha Source Inc.

4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated: Wisconsin

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: August 5, 1987

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.

The servicing of medical equipment.

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see <i>Instructions C018i</i> - give the physical or street address (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:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" 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:		
Attention (optional)			Attention (optional)		
6619 West Calumet Road					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City Milwaukee	State WI	Zip 53223	City	State	Zip

11. STATUTORY AGENT IN ARIZONA - see <i>Instructions C018i</i> :					
11.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
3800 North Central Avenue, Suite 460					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City Phoenix	State AZ	Zip 85012	City	State	Zip
11.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
Richard Lytle			Norine Carlson-Weber		
Director Name			Director Name		
6619 West Calumet Road			6619 West Calumet Road		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Milwaukee	WI	53223	Milwaukee	WI	53223
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		

Alex Kessel				Michael Bernstein			
Director Name 6619 West Calumet Road				Director Name 6619 West Calumet Road			
Address 1				Address 1			
Address 2 (optional) Milwaukee		WI	53223	Address 2 (optional) Milwaukee		WI	53223
City	Country	State or Province	Zip	City	Country	State or Province	Zip
	UNITED STATES				UNITED STATES		
Date taking office (optional):				Date taking office (optional):			
David Schroeder				Fred Robertson			
Director Name 6619 West Calumet Road				Director Name 6619 West Calumet Road			
Address 1				Address 1			
Address 2 (optional) Milwaukee		WI	53223	Address 2 (optional) Milwaukee		WI	53223
City	Country	State or Province	Zip	City	Country	State or Province	Zip
	UNITED STATES				UNITED STATES		
Date taking office (optional):				Date taking office (optional):			
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 <u>Officer Attachment</u> form C085.							
Richard Lytle				Michael Bernstein			
Officer Name 6619 West Calumet Road				Officer Name 6619 West Calumet Road			
Address 1				Address 1			
Address 2 (optional) Milwaukee		WI	53223	Address 2 (optional) Milwaukee		WI	53223
City	Country	State or Province	Zip	City	Country	State or Province	Zip
	UNITED STATES				UNITED STATES		
Date taking office (optional):		Officer title: President/CEO		Date taking office (optional):		Officer title: VicePresident	
Alex Kessel				Karen Tichy			
Officer Name 6619 West Calumet Road				Officer Name 6619 West Calumet Road			
Address 1				Address 1			
Address 2 (optional) Milwaukee		WI	53223	Address 2 (optional) Milwaukee		WI	53223
City	Country	State or Province	Zip	City	Country	State or Province	Zip
	UNITED STATES				UNITED STATES		
Date taking office (optional):		Officer title: Secretary		Date taking office (optional):		Officer title: Other	
Robert Ospalik							
Officer Name 6619 West Calumet Road				Officer Name			
Address 1				Address 1			
Address 2 (optional) Milwaukee		WI	53223	Address 2 (optional)			
City	Country	State or Province	Zip	City	Country	State or Province	Zip
	UNITED STATES						
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: N/A Total: 500,000 Par Value: \$0.01
Class: Preferred Series: Series A Total: 250,000 Par Value: \$0.01

- 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: N/A Total: 172,360 Par Value: \$0.01
Class: Preferred Series: Series A Total: 204,150 Par Value: \$0.01

- 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

Karen Tichy

5-17-2016

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> 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 602-542-3026 or (within Arizona only) 800-345-5819.

CERTIFIED COPY OF RESOLUTION

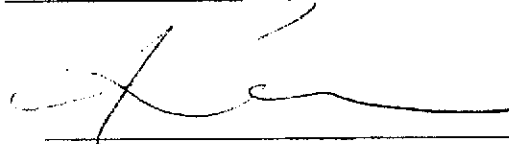
CORPORATION ADOPTING A FICTITIOUS NAME FOR USE

IN THE STATE OF ARIZONA

I, the undersigned, Karen Tichy, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the board of directors of Alpha Source Inc., a corporation duly organized and existing under the laws of the State of Wisconsin, which resolution was duly adopted at a duly called meeting of the said Board, held on May 19, 2016, a quorum being present, and is set forth in the minutes of the said meeting; that I am the keeper of the corporate seal and the minutes and records of this corporation; and that the said resolution has not been rescinded or modified:

"RESOLVED that Alpha Source Inc., organized and existing in the State of Wisconsin, hereby adopts the name MSR Alpha Source Inc. for use in the State of Arizona for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Arizona under the name MSR Alpha Source Inc.; and resolved further that all activities and business of the corporation within the State of Arizona shall be carried out under the name MSR Alpha Source Inc."

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation, on this the 19th day of June, 2016.



Karen Tichy
Chief Financial Officer

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

DIRECTOR ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:

MSR Alpha Source Inc.

2. **A.C.C. FILE NUMBER:** _____

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. **DIRECTORS** – FOR NEW DIRECTORS - list the name in the NEW Name blank, list the address, and check the "add box. FOR DIRECTORS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each director being changed as it is currently shown in A.C.C. records, and below that provide any new information for that director (new name and/or address), then check all boxes that apply to indicate the change being made for that director. If more space is needed, use another Director Attachment form C082.

Allan Klotsche					
Name			Name		
6619 West Calumet Road			Address 1		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Milwaukee	WI	53223			
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country		
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add as director			<input type="checkbox"/> Address change <input type="checkbox"/> Add as director		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director			<input type="checkbox"/> Name change <input type="checkbox"/> Remove director		
Name			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):		
<input type="checkbox"/> Address change <input type="checkbox"/> Add as director			<input type="checkbox"/> Address change <input type="checkbox"/> Add as director		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director			<input type="checkbox"/> Name change <input type="checkbox"/> Remove director		

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

SHARES AUTHORIZED ATTACHMENT

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

MSR Alpha Source 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. Additional classes and total number of shares **AUTHORIZED**:

Class: Preferred	Series: N/A	Total: 50,000	Par Value: \$0.01
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:

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

SHARES ISSUED ATTACHMENT

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

MSR Alpha Source 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. Additional classes and total number of shares **ISSUED**:

Class: Preferred	Series: N/A	Total: 0	Par Value: \$0.01
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:

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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

MSR Alpha Source Inc.

2. **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). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

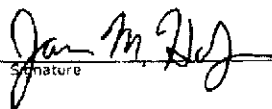
3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

James M. Halpin
Assistant Secretary

05/26/2016


Signature

Printed Name

Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **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 – not applicable.
All fees are nonrefundable - see Instructions.

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

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CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

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

MSR Alpha Source 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 MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment 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 C084.
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.

Karen Tichy

Name

6619 West Calumet Road

Address 1

Address 2

Milwaukee

WI

53223

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and 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

Karen Tichy

07/13/2016

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

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and 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

All fees are nonrefundable - see Instructions.

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

Fax: 602-542-4100

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C003.001
Rev. 2010

Arizona Corporation Commission - Corporations Division
Page 2 of 2

United States of America
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, GEORGE PETAK, Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

ALPHA SOURCE INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is August 5, 1987.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on May 18, 2016.

A handwritten signature in cursive script that reads "George Petak".

GEORGE PETAK, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: 176372-3339FC32

DFI/CORP/30
DOCUMENT
1/11

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, GEORGE PETAK, Administrator, Division of Corporate and Consumer Services, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

George Petak

GEORGE PETAK, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

BY:

[Signature]

DATE: MAY 18 2016

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

ARTICLES OF INCORPORATION

OF ALPHA SOURCE INC.

Executed by the undersigned for the purpose of forming a Wisconsin corporation under the "Wisconsin Business Corporation Law", Chapter 180 of the Wisconsin Statutes:

ARTICLE I

The name of the corporation is ALPHA SOURCE INC.

ARTICLE II

The period of existence shall be perpetual.

ARTICLE III

The purposes shall be to engage in any lawful activities authorized by Chapter 180 of the Wisconsin Statutes.

ARTICLE IV

The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, with a class, is:

CLASS	SERIES (IF Any)	NUMBER OF SHARES	PAR VALUE PER SHARE OR STATEMENT OF SHARES WITHOUT PAR VALUE
Common	None	2800	No Par Value

ARTICLE V

The preferences, limitation, designation, and relative rights of each class or series of stock, are None.

ARTICLE VI

The initial registered office is located in Milwaukee County, Wisconsin, and the address of such registered office is 400 North Broadway Street, Milwaukee, Wisconsin 53202.

03/11/67 WISCONSIN DEPT-STATE
2229
2232 600
170.00

(1) A26317

NAME of initial registered agent at such address is Norine G.

Rosenthal.

ARTICLE VIII

The number of directors constituting the Board of Directors of the corporation shall be fixed by the Bylaws.

ARTICLE IX

These articles may be amended in the manner authorized by law at the time of amendment.

ARTICLE X

The name and address of the incorporator is Peter S. Balistreri, 1551 North Prospect Avenue, Milwaukee, Wisconsin 53202.


Executed in duplicate on the 27 day of JULY, 1987.


Peter S. Balistreri

STATE OF WISCONSIN)
MILWAUKEE COUNTY) S.S.

Personally came before me this 27 day of July, 1987, the above named Peter S. Balistreri, to me known to be the person who executed the foregoing instrument and acknowledged the same.




Notary Public, State of Wisconsin.
My Commission exp. 7-15-90.

THIS INSTRUMENT WAS DRAFTED BY ATTORNEY PETER S. BALISTRERI

(EXECUTED IN DUPLICATES)

ATTORNEYS &
COUNSELLORS

DUBIN
BALISTRERI &

FUCHS, 1531

1531 NORTH

PROSPECT

AVENUE

MILWAUKEE, WISCONSIN 53202-2387

\$8.10 mils

\$70.00

STATE OF WISCONSIN
FILED

AUG 5 1987

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

DF/CORP/38
RECORD 1/11

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, GEORGE PETAK, Administrator, Division of Corporate and Consumer Services, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

George Petak

GEORGE PETAK, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: MAY 18 2016

BY:

[Signature]

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

Execution Version

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALPHA SOURCE INC.**

(Pursuant to Section 1007 of the
Wisconsin Business Corporation Law)

Alpha Source Inc., a corporation organized and existing under and by virtue of the provisions of Chapter 180 of the Wisconsin Statutes (the "Wisconsin Business Corporation Law"),

DOES HEREBY CERTIFY:

1. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation which action further required shareholder approval pursuant to Section 1003 of the Wisconsin Business Corporation Law, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is Alpha Source Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Wisconsin is 8020 Excelsior Drive, Suite 200, Madison, WI 53717. The name of its registered agent at such address is CT Corporation System.

THIRD: 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 Wisconsin Business Corporation Law.

FOURTH: The total number of shares of all classes of shares which the Corporation shall have authority to issue is (i) 500,000 shares of Common Shares, \$.01 par value per share ("Common Shares") and (ii) 300,000 shares of Preferred Shares, \$.01 par value per share ("Preferred Shares").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital shares of the Corporation.



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A. COMMON SHARES

1. General. The voting, dividend and liquidation rights of the holders of the Common Shares are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Shares set forth herein.

2. Voting. The holders of the Common Shares are entitled to one vote for each share of Common Shares held at all meetings of shareholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Shares, as such, shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Shares if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to the Wisconsin Business Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Shares may be increased or decreased by amendment to the Articles of Incorporation (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Shares that may be required by the terms of the Articles of Incorporation) the affirmative vote of the holders of shares of capital shares of the Corporation representing a majority of the votes represented by all outstanding shares of capital shares of the Corporation entitled to vote.

B. PREFERRED SHARES

250,000 shares of the authorized and unissued Preferred Shares of the Corporation are hereby designated "Series A Preferred Shares" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Dividends.

The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital shares of the Corporation (other than dividends on shares of Common Shares payable in shares of Common Shares) unless (in addition to the obtaining of any consents required elsewhere in the Articles of Incorporation) the holders of the Series A Preferred Shares then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Shares in an amount at least equal to (i) in the case of a dividend on Common Shares or any class or series that is convertible into Common Shares, that dividend per share of Series A Preferred Shares as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Shares and (B) the number of shares of Common Shares issuable upon conversion of a share of Series A Preferred Shares, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Shares, at a rate per share of Series A Preferred Shares determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital shares by the original issuance price of such class or series of capital shares (subject to appropriate adjustment in the event of any shares dividend,

shares split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the Series A Original Issue Price (as defined below); provided that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital shares of the Corporation, the dividend payable to the holders of Series A Preferred Shares pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital shares that would result in the highest Series A Preferred Shares dividend. The "Series A Original Issue Price" shall mean \$100.00 per share, subject to appropriate adjustment in the event of any shares dividend, shares split, combination or other similar recapitalization with respect to the Series A Preferred Shares.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Series A Preferred Shares. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders before any payment shall be made to the holders of Common Shares by reason of their ownership thereof, an amount per share equal to the greater of (i) the Series A Original Issue Price, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series A Preferred Shares been converted into Common Shares pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence is hereinafter referred to as the "Series A Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Shares the full amount to which they shall be entitled under this Subsection 2.1, the holders of shares of Series A Preferred Shares shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2 Payments to Holders of Common Shares. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Shares, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of shares of Common Shares, pro rata based on the number of shares held by each such holder.

2.3 Deemed Liquidation Events.

2.3.1 Definition. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least a majority of the outstanding shares of Series A Preferred Shares elect otherwise by written notice sent to the Corporation at least 30 days prior to the effective date of any such event:

- (a) a merger or consolidation in which

- (i) the Corporation is a constituent party or
- (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital shares pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital shares of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital shares that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital shares of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 2.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the shareholders of the Corporation shall be allocated among the holders of capital shares of the Corporation in accordance with Subsections 2.1 and 2.2.

(b) In the event of a Deemed Liquidation Event referred to in Subsection 2.5.1(a)(ii) or 2.5.1(b), if the Corporation does not effect a dissolution of the Corporation under the Wisconsin Business Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Series A Preferred Shares no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause; (ii) to require the redemption of such shares of Series A Preferred Shares, and (iii) if the holders of at least a majority of the then outstanding shares of Series A Preferred Shares so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its shareholders, all to the extent

permitted by Wisconsin law governing distributions to shareholders (the "Available Proceeds"), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event, to redeem all outstanding shares of Series A Preferred Shares at a price per share equal to the Series A Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series A Preferred Shares, the Corporation shall ratably redeem each holder's shares of Series A Preferred Shares to the fullest extent of such Available Proceeds, and shall redeem the remaining shares as soon as it may lawfully do so under Wisconsin law governing distributions to shareholders. Prior to the distribution or redemption provided for in this Subsection 2.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event.

2.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital shares of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

3. Voting.

3.1 General. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Shares shall be entitled to cast the number of votes equal to the number of whole shares of Common Shares into which the shares of Series A Preferred Shares held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter. Except as provided by law or by the other provisions of the Articles of Incorporation, holders of Series A Preferred Shares shall vote together with the holders of Common Shares as a single class.

3.2 Election of Directors. The holders of record of the shares of Common Shares, the Series A Preferred Shares and of any other class or series of voting shares, exclusively and voting together as a single class, shall be entitled to elect the directors of the Corporation. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Subsection 3.2, a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 3.2.

4. Optional Conversion.

The holders of the Series A Preferred Shares shall have conversion rights as follows (the "Conversion Rights"):

4.1 Right to Convert

4.1.1 Conversion Ratio. Each share of Series A Preferred Shares shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Shares as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price (as defined below) in effect at the time of conversion. The "Series A Conversion Price" shall initially be equal to \$100.00. Such initial Series A Conversion Price, and the rate at which shares of Series A Preferred Shares may be converted into shares of Common Shares, shall be subject to adjustment as provided below.

4.1.2 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Shares.

4.2 Fractional Shares. No fractional shares of Common Shares shall be issued upon conversion of the Series A Preferred Shares. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Shares as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Shares the holder is at the time converting into Common Shares and the aggregate number of shares of Common Shares issuable upon such conversion.

4.3 Mechanics of Conversion

4.3.1 Notice of Conversion. In order for a holder of Series A Preferred Shares to voluntarily convert shares of Series A Preferred Shares into shares of Common Shares, such holder shall (a) provide written notice to the Corporation's transfer agent at the office of the transfer agent for the Series A Preferred Shares (or at the principal office of the Corporation if the Corporation serves as its own transfer agent) that such holder elects to convert all or any number of such holder's shares of Series A Preferred Shares and, if applicable, any event on which such conversion is contingent and (b), if such holder's shares are certificated, surrender the certificate or certificates for such shares of Series A Preferred Shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation, to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series A Preferred Shares (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common Shares to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its

own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion (the "Conversion Time"), and the shares of Common Shares issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Series A Preferred Shares, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Shares issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series A Preferred Shares represented by the surrendered certificate that were not converted into Common Shares, (ii) pay in cash such amount as provided in Subsection 4.2 in lieu of any fraction of a share of Common Shares otherwise issuable upon such conversion and (iii) pay all declared but unpaid dividends on the shares of Series A Preferred Shares converted.

4.3.2 Reservation of Shares. The Corporation shall at all times when the Series A Preferred Shares shall be outstanding, reserve and keep available out of its authorized but unissued capital shares, for the purpose of effecting the conversion of the Series A Preferred Shares, such number of its duly authorized shares of Common Shares as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Shares; and if at any time the number of authorized but unissued shares of Common Shares shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Shares, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Shares to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Shares issuable upon conversion of the Series A Preferred Shares, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Shares at such adjusted Series A Conversion Price.

4.3.3 Effect of Conversion. All shares of Series A Preferred Shares which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Shares in exchange therefor, to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion as provided in Subsection 4.2 and to receive payment of any dividends declared but unpaid thereon. Any shares of Series A Preferred Shares so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Shares accordingly.

4.3.4 No Further Adjustment. Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any declared but unpaid dividends on the Series A Preferred Shares surrendered for conversion or on the Common Shares delivered upon conversion.

4.3.5 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Shares upon conversion of shares of Series A Preferred Shares pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Shares in a name other than that in which the shares of Series A Preferred Shares so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4 Adjustment for Shares Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding Common Shares, the Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Shares issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Shares outstanding. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Shares, the Series A Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Shares issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Shares outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.5 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Shares entitled to receive, a dividend or other distribution payable on the Common Shares in additional shares of Common Shares, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Shares issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Shares issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Shares issuable in payment of such dividend or distribution.

Notwithstanding the foregoing (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment

shall be made if the holders of Series A Preferred Shares simultaneously receive a dividend or other distribution of shares of Common Shares in a number equal to the number of shares of Common Shares as they would have received if all outstanding shares of Series A Preferred Shares had been converted into Common Shares on the date of such event.]

4.6 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section 4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Shares a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series A Preferred Shares is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series A Preferred Shares (but in any event not later than ten (10) days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Series A Conversion Price then in effect, and (ii) the number of shares of Common Shares and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series A Preferred Shares.

4.7 Notice of Record Date. In the event:

(a) the Corporation shall take a record of the holders of its Common Shares (or other capital shares or securities at the time issuable upon conversion of the Series A Preferred Shares) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital shares of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Shares of the Corporation, or any Deemed Liquidation Event; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred Shares a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Shares (or such other capital shares or securities at the time issuable upon the conversion of the Series A Preferred Shares) shall be entitled to exchange their shares of Common Shares (or such other capital shares or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Shares and the Common Shares. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

5. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Shares that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series A Preferred Shares following redemption.

6. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Shares set forth herein may be waived on behalf of all holders of Series A Preferred Shares by the affirmative written consent or vote of the holders of at least a majority of the shares of Series A Preferred Shares then outstanding.

7. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series A Preferred Shares shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the Wisconsin Business Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH: Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Meetings of shareholders may be held within or without the State of Wisconsin, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Wisconsin at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Wisconsin Business Corporation Law or any other law of the State of Wisconsin is amended after approval by the shareholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Wisconsin Business Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth 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, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Wisconsin Business Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ELEVENTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Series A Preferred Shares or any partner, member, director, shareholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

* * *

2. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 1003 of the Wisconsin Business Corporation Law on March 26, 2015.

3. That this Amended and Restated Articles of Incorporation, which restates, supersedes and take the place of the existing articles of incorporation and any amendments to the articles of incorporation, has further been duly adopted in accordance with Section 1007 of the Wisconsin Business Corporation Law.

This document was drafted by Robert C. Davis, Esq.

Return address and daytime phone number:

DLA Piper LLP (US)
203 N. LaSalle Street, Suite 1900
Chicago, IL 60601
Attn: Robert C. Davis, Esq.
Phone: 312.368.3419

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 25 day of March, 2015.

By Waine C Carlson-Weber
Authorized Signatory, President
Waine C Carlson-Weber



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

RESTATED ARTICLES OF INCORPORATION STOCK FOR-PROFIT CORPORATION - CH 180

ALPHA SOURCE INC.

Received Date: 3/26/2016

Filed Date: 3/27/2016

Filing Fee: \$40.00

Expedited Fee: \$25.00

Entity ID#: A026317

Total Fee: \$65.00

CHANGES REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

INCREASES AUTHORIZED SHARES

FROM: 2800 SHS CS @ NPV

TO: 800,000 SHS @ \$0.01PV

(500,000 SHS CS)

(300,000 SHS PS)

(250,000 SHS SERIES A PS)

(50,000 SHS PS UNDESIGNATED)