

APPLICATION FOR AUTHORITY OF FOREIGN CORPORATION

ENTITY INFORMATION

ENTITY NAME: INDUSTRIAL FORKLIFTS, INC.
ENTITY ID: 23514315
ENTITY TYPE: Foreign For-Profit (Business) Corporation
EFFECTIVE DATE: 04/12/2023
FOREIGN DOMICILE STATE: Nevada
DATE OF FORMATION IN FOREIGN DOMICILE: 01/22/2002
DURATION: Perpetual
TRUE NAME IN FOREIGN DOMICILE:
PURPOSE:
CHARACTER OF BUSINESS: Any legal purpose
AUTHORIZED SHARES: Share Class: Non-Voting Share Series: Share Total: 9,900
Share Class: Voting Share Series: Share Total: 100
ISSUED SHARES: Share Class: Voting Share Series: Share Total: 100
Share Class: Non-Voting Share Series: Share Total: 9,900

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: Nicholas Gushue
PHYSICAL ADDRESS: 230 N 48th Ave, PHOENIX, AZ 85043
MAILING ADDRESS:

KNOWN PLACE OF BUSINESS

230 N 48th Ave, PHOENIX, AZ 85043

PRINCIPAL OFFICE ADDRESS

701 S CARSON ST STE 200, CARSON CITY, NV 89701

PRINCIPAL INFORMATION

Director: Elle N Gushue - 230 N 48th Ave, PHOENIX, AZ, 85043, USA - - Date of Taking Office:
Director: John Faulkner - 230 N 48th Ave, PHOENIX, AZ, 85043, USA - - Date of Taking Office:
Director: Nicholas Gushue - 230 N 48th Ave, PHOENIX, AZ, 85043, USA - - Date of Taking Office:
Director: Patricia L Faulkner - 230 N 48th Ave, PHOENIX, AZ, 85043, USA - - Date of Taking Office:
President: John Faulkner - 230 N 48th Ave., PHOENIX, AZ, 85043, USA - - Date of Taking Office:

SIGNATURE

President: John Faulkner - 04/12/2023

Secretary of State

GABRIEL DI CHIARA

Chief Deputy

**OFFICE OF THE
SECRETARY OF STATE**

Commer

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Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888**Certified Copy**

03/16/2023 10:25:26 AM

Work Order W2023031600366 - 2771994
Number:
Reference Number: 20233051077
Through Date: 03/16/2023 10:25:26 AM
Corporate Name: INDUSTRIAL FORKLIFTS, INC.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

| Document Number | Description | Number of Pages |
|-----------------|--|-----------------|
| C1586-2002-001 | Articles of Incorporation - 01/22/2002 | 3 |



Certified By: Electronically Certified
Certificate Number: B202303253496692
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



DEAN HELLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

**Articles of
Incorporation**
(PURSUANT TO NRS 78)

Office Use Only:

FILED # C1586-02

JAN 22 2002

Important: Read attached instructions before completing

IN THE OFFICE OF

DEAN HELLER SECRETARY OF STATE

| | | | |
|--|---|------------|---|
| 1. Name of Corporation | FMH Material Handling Solutions, Inc. | | |
| 2. Resident Agent Name and Street Address: <i>(Must be a Nevada address where process may be served)</i> | NAME The Corporation Trust Company of Nevada PHYSICAL STREET ADDRESS 6100 Neil Road, Ste. 500 CITY Reno STATE NEVADA ZIP 89511 ADDITIONAL MAILING ADDRESS CITY STATE ZIP | | |
| 3. Shares: <i>(No of shares corporation authorized to issue)</i> | Number of shares with par value: 0 | Par value: | Number of shares without par value: 75,000 |
| 4. Names, Addresses, Number of Board of Directors/Trustees: | The First Board of Directors/Trustees shall consist of 2 members whose names and addresses are as follows: 1. NAME John L. Faulkner STREET ADDRESS 1120 West 122nd Avenue, Ste. 302 CITY Westminster STATE CO ZIP 80234 2. NAME Pat J. Faulkner STREET ADDRESS 1120 West 122nd Avenue, Ste. 302 CITY Westminster STATE CO ZIP 80234 3. NAME STREET ADDRESS CITY STATE ZIP 4. NAME STREET ADDRESS CITY STATE ZIP | | |
| 5. Purpose <i>(Optional-See instructions)</i> | The purpose of this corporation shall be: The corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to NRS, Chapter 78. | | |
| 6. Other Matters: <i>(See instructions)</i> | Number of addition pages: 2 | | |
| 7. Names, Addresses and Signatures of Incorporators: <i>(If more than two incorporators, please attach additional pages)</i> | Eric J. Zinn NAME STREET ADDRESS 303 East 17th Avenue, Ste. 910 CITY Denver STATE CO ZIP 80203 Signature NAME STREET ADDRESS CITY STATE ZIP | | |
| 8. Certificate of Acceptance of Appointment of Resident Agent: | I, The Corporation Trust Company of Nevada hereby accept appointment as Resident Agent for the above named corporation. <u>Helen M. Hesch</u> Special Asst. Secy. January 21, 2002 Authorized Signature of Resident Agent or Resident Agent Company Date | | |

This form must be accompanied by appropriate fees. See attached fee schedule.

01/22/2002 10:36A MLR275 FY02-000-48331

Additional Pages to Articles of Incorporation of FMH Material Handling Solutions, Inc.

3.2. Shares Authorized. The corporation is authorized to issue one class of shares of stock to be designated as "Common." The total number of shares that may be issued by the corporation is 75,000 shares, with no par value. All or any part of the shares of the Common stock may be issued by the corporation from time to time for such consideration as may be determined and fixed by the corporation's Board of Directors (the "Board"), as provided by law, and when such consideration has been received by the corporation, such shares shall be deemed fully paid and non-assessable. The corporation may issue 50,000 voting and 25,000 non-voting Common stock, designated as "Voting Common Stock" and "Non-voting Common Stock," respectively. The rights of all shareholders shall be equal, except that holders of Voting Common stock have voting rights pursuant to Section 3.3 below whereas the holders of Non-voting Common stock have no voting rights, except as otherwise provided by the Nevada Revised Statutes ("NRS"), Chapter 78.

3.3. Common Stock Voting Rights. Each outstanding whole share of Voting Common stock shall be entitled to one vote and each fractional share of Voting Common stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of stockholders. A majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. When, with respect to any action taken by stockholders of the Corporation, NRS, Chapter 78 requires the vote or concurrence of the holders of greater than a majority of the outstanding shares, NRS, Chapter 78 shall control. Except as otherwise provided by these Articles of Incorporation or NRS, Chapter 78 if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

3.4. Cumulative Voting. Cumulative voting of shares in the election of Directors of the Corporation shall not be permitted.

3.5. Dividends. Dividends in cash, property, or shares of the corporation may be paid upon the Common stock, as and when declared by the Board of Directors, out of funds of the corporation to the extent and in the manner permitted by law and, specifically, NRS, Chapter 78, section 288. Nevertheless, pursuant to authority granted in NRS, Chapter 78, section 288.2.(b), the corporation shall be permitted to make a distribution to its shareholders, despite the fact that, after such distribution, the corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights are superior to those receiving the distribution.

3.6. Preemptive Rights. Pursuant to NRS, Chapter 78, section 267.3, the corporation elects to have preemptive rights. Consequently, the shareholders of the corporation, pursuant to NRS, Chapter 78, section 267.3 and in accordance with such statutory section's terms, shall, as such, have preemptive rights to purchase or to subscribe for any shares of the Common stock, whether voting or non-voting, or any other securities of the corporation which it may issue or sell, whether out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the Common stock of the corporation acquired by it after the issue thereof. Moreover, such shareholders shall, as such, have the right to

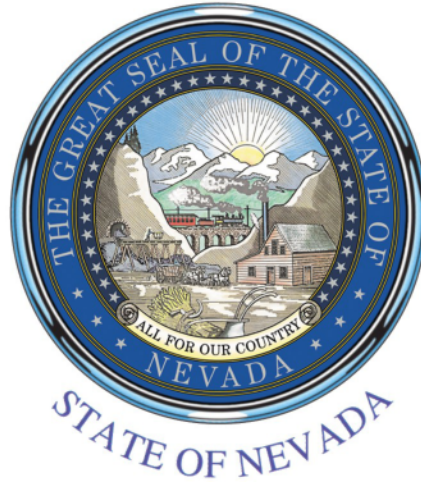
purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the Common stock of the corporation, or which shall be attached or appertain to any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for or to purchase from the corporation any shares of its Common stock. In the event of a conflict in the terms of this Section 3.6 of these Articles of Incorporation and of NRS, Chapter 78, section 267.3, the terms of this Section 3.6 shall control.

3.7. Common Stock Liquidation. Upon any liquidation, dissolution, or winding up of the corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the corporation shall be distributed, either in cash or in kind, pro rata to the holders of the Common stock.

4.1 Board of Directors. The Board of Directors shall have between two (2) and not more than seven (7) members, except that there need be only as many Directors as there are shareholders in the event that the outstanding shares are held of record by less than two (2) shareholders. Each Director shall be at least eighteen (18) years of age, but need not be shareholders nor residents of the State of Nevada. The number of Directors of the corporation shall be fixed from time to time by resolution of the Board of Directors.

6. Adoption and Amendment of Bylaws. The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter or amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, but the holders of shares entitled to vote at a meeting may also alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law of these Articles of Incorporation.

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

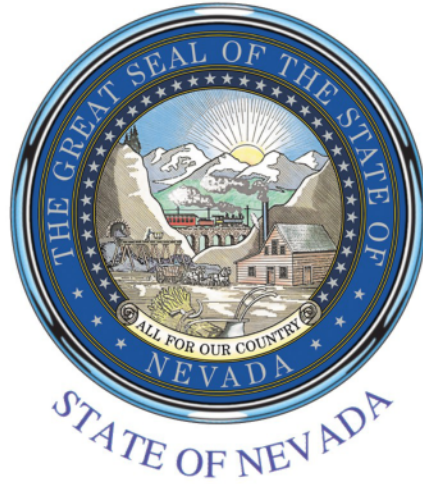
I further certify, that the following is a list of all organizational documents on file in this office for

INDUSTRIAL FORKLIFTS, INC.

| Organizational Documents on File | Filing Date |
|-----------------------------------|-------------|
| Amendment After Issuance of Stock | 01/04/2023 |

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, INDUSTRIAL FORKLIFTS, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since 01/22/2002, and is in good standing in this state.

SECRETARY OF STATE



IN WITNESS WHEREOF, I have hereunto set my
hand and affixed the Great Seal of State, at my
office on 03/16/2023

FRANCISCO V. AGUILAR
Secretary of State

Certificate Number: B202303163473191
You may verify this certificate
online at <http://www.nvsos.gov>

FRANCISCO V. AGUILAR
Secretary of State

GABRIEL DI CHIARA
Chief Deputy

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

23041210155857

Commercial

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Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Certified Copy

4/10/2023 12:21:10 PM

Work Order Number: W2023041000944
Reference Number: 20233114474
Through Date: 4/10/2023 12:21:10 PM
Corporate Name: INDUSTRIAL FORKLIFTS, INC.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

| Document Number | Description | Number of Pages |
|-----------------|-----------------------------------|-----------------|
| 20232858727 | Amendment After Issuance of Stock | 2 |



Certified By: Walter Avila
Certificate Number: B202304103563114
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



FRANCISCO V. AGUILAR
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

| | |
|---|--|
| Filed in the Office of <i>FV Aguilar</i> | Recinacc Number 23041210155857 |
| Secretary of State State Of Nevada | 01/04/2023 13:35:42 PM Number of Pages 2 |

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

| | |
|--|---|
| 1. Entity information | Name of entity as on file with the Nevada Secretary of State : INDUSTRIAL FORKLIFTS, INC. Entity or Nevada Business Identification Number (NVID) : NV20021205922 |
| 2. Restated or Amended and Restated Articles (Select one): (If amending and restating only, complete section 1, 2 and 6.) | <input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type. |
| 3. Type of amendment filing being completed: (Select only one box): (If amending, complete section 1,3,5 and 6.) | <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: _____ <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation. |



FRANCISCO V. AGUILAR
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

23041210155857

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective date and Time: (Optional)

Date: **01/04/2023**

Time:

(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- ☒ The entity name has been amended.
- ☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- ☐ The purpose of the entity has been amended.
- ☐ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☐ Articles have been added.
- ☐ Articles have been deleted
- ☐ Other.
The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

6. Signature:
(Required)

X John Faulkner

Officer

Signature of Officer, Incorporator or Authorized Signer

Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)