

FOREIGN MERGER

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MOBILE MINI, INC.", A DELAWARE CORPORATION,
WITH AND INTO "WILLIAMS SCOTSMAN, INC." UNDER THE NAME OF
"WILLIAMS SCOTSMAN, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED
IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2022, AT
12:45 O`CLOCK P.M.



2344770 8100M
SR# 20233049373

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203794804
Date: 07-21-23

LACCHION VERSION

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:45 PM 12/16/2022
FILED 12:45 PM 12/16/2022
SR 20224294058 - File Number 2344770

CERTIFICATE OF OWNERSHIP AND MERGER**merging****MOBILE MINI, INC.****with and into****WILLIAMS SCOTSMAN, INC.****December 16, 2022**

Pursuant to §253 of the Delaware General Corporation Law (the "**DGCL**"), Williams Scotsman, Inc. (the "**Corporation**"), a Maryland corporation, does hereby certify to the following information relating to the merger (the "**Merger**") of Mobile Mini, Inc., a Delaware corporation (the "**Subsidiary**"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 16, 2022 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to §253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. This Certificate of Ownership and Merger and the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Delaware Secretary of State.
5. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Corporation arising from the Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of §262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Corporation at 901 South Bond Street, Baltimore, MD 21231.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, effective as of the date first written above.

WILLIAMS SCOTSMAN, INC.,
a Maryland corporation

DocuSigned by:

By: Hezron T. Lopez
1B02A4AC56C9425...

Name: Hezron T. Lopez

Title: Executive Vice President

EXHIBIT A

Written Consent of the Board of Directors of Williams Scotsman, Inc.

[Exhibit A to Certificate of Ownership and Merger]

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**WRITTEN CONSENT
OF
BOARD OF DIRECTORS
OF
WILLIAMS SCOTSMAN, INC.**

December 16, 2022

The undersigned, being all of the members serving on the board of directors (the "**Board**") of Williams Scotsman, Inc., a Maryland corporation (the "**Corporation**"), acting by written consent without a meeting pursuant to the Maryland General Corporation Law, do hereby consent to the adoption of the following resolutions, such resolutions to have the same force and effect as if they were adopted at a meeting duly held on the date first written above.

WHEREAS, the Board has reviewed that certain Agreement and Plan of Merger (the "**Merger Agreement**") by and between the Corporation and Mobile Mini, Inc., a Delaware corporation and a direct, wholly owned subsidiary of the Corporation ("**MM**"), pursuant to which MM will merge with and into the Corporation, with the Corporation continuing as the surviving corporation (the "**Merger**");

WHEREAS, the Board hereby has determined that it is advisable and in the best interests of the Corporation to approve the Merger Agreement; and

WHEREAS, it is intended that the Merger qualifies for United States income tax purposes as a transaction under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "**Code**") with respect to the Corporation and MM, respectively, and that the Merger Agreement shall be treated as the adoption of a plan of liquidation under Code Section 332 for purposes of Treasury Regulation Section 1.332-2(c);

NOW, THEREFORE, BE IT RESOLVED, that the execution, delivery, and performance of the Merger Agreement be, and hereby is, authorized, approved, affirmed, and ratified in all respects by the Board;

FURTHER RESOLVED, that any officer of the Corporation (each an "**Authorized Person**") be, and hereby is, authorized, empowered, and directed to execute, deliver, and file, in the name and on behalf of the Corporation, the Merger Agreement and any and all other agreements, documents, instruments, and notices necessary to complete the transactions contemplated by the Merger Agreement (collectively, the "**Approved Documents**"), and to do any and all other acts, deeds, and things that may be or may become necessary, desirable, or appropriate to effectuate the purposes of the foregoing resolution, including to incur and pay all such fees and expenses as any Authorized Person shall in his or her good faith and judgment determine to be necessary, desirable, or advisable to carry out fully the intent and purposes of the foregoing resolution;

FURTHER RESOLVED, that the foregoing resolutions shall apply equally to the authority of any Authorized Person to enter into amendments or supplements to the Approved Documents in the future;

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of any Authorized Person to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

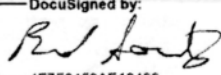
FURTHER RESOLVED, that any and all actions taken by any officers or directors of the Corporation before the date hereof for the purpose of furthering the transactions, actions, or other intents and purposes of any of the foregoing resolutions are hereby approved and ratified in every respect as the acts and deeds of the Corporation; and

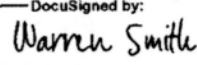
FURTHER RESOLVED, that this written consent may be executed in multiple counterparts, each of which will be deemed to be an original, but all of which when taken together shall constitute one and the same instrument.

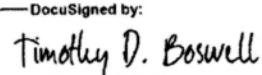
[signature page follows]

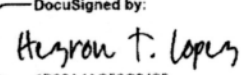
IN WITNESS WHEREOF, the undersigned have executed this written consent to be effective as of the date first above written.

DIRECTORS:

DocuSigned by:

4F7F0459AE10488...
Name: Bradley L. Soultz

DocuSigned by:

4E004E8267064F7...
Name: Warren Smith

DocuSigned by:

D2F69D4FB8D94D6...
Name: Timothy D. Boswell

DocuSigned by:

1B02A4AC56C9425...
Name: Hezron T. Lopez