

Arizona Corporation Commission - RECEIVED: 7/7/2025

25070911302394

Arizona Corporation Commission - FILED: 7/7/2025

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"/> NONPROFIT CORPORATION
<input type="checkbox"/> PROFESSIONAL CORPORATION
<input type="checkbox"/> CLOSE CORPORATION
<input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> INSURER
<input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION
<input type="checkbox"/> CREDIT UNION
<input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION
<input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.
<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:

Klinge Corporation

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 checked="" 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, with a corporate identifier added to it - Enter the name in number 3.4 below. | 3.3 <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) - Enter the name in number 3.4 below. |
|---|--|--|

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

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

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: October 4, 1984

6. DURATION - If the duration or life period of the foreign corporation is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check the box below and fill in the date:

☐ The foreign corporation life period will end on this date: _____ (enter a date)

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.

Manufacturing and leasing of refrigeration equipment

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see Instructions C018/ - 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:		
Corporate Secretary					
Attention (optional) Klinge Corporation			Attention (optional)		
Address 1 800-E Beaty Street			Address 1		
Address 2 (optional) City Davidson		State NC	Zip 28036		
Address 2 (optional) City		State	Zip		

11. STATUTORY AGENT IN ARIZONA - see Instructions C018/					
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):		
Statutory Agent Name (required) Corporation Service Company			Corporation Service Company		
Attention (optional) 7955 S Priest Dr., Suite 102			Attention (optional) 7955 S Priest Dr., Suite 102		
Address 1			Address 1		
Address 2 (optional) City Tempe		State AZ	Zip 85284		
Address 2 (optional) City		State AZ	Zip 85284		
11.3 REQUIRED - the Statutory Agent Acceptance 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 type="checkbox"/> and complete and attach the Director Attachment form C082.					
Christopher Donohoe			Kumar Paul		
Director Name 800-E Beaty Street			Director Name 800-E Beaty Street		
Address 1			Address 1		
Address 2 (optional) Davidson		NC	Zip 28036		
Address 2 (optional) Davidson		NC	Zip 28036		
City	United States	State or Province	City	United States	State or Province
Country		Zip	Country		Zip
Date taking office (optional):			Date taking office (optional):		

Director Name Evan M. Turtz				Director Name			
Address 1 800-E Beaty Street				Address 1			
Address 2 (optional) Davidson		NC	28036	Address 2 (optional)			
City	United States	State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the Officer Attachment form C085.							
Adam M. Wittwer				Christopher Donohoe			
Officer Name 800-B Beaty Street				Officer Name 800-E Beaty Street			
Address 1				Address 1			
Address 2 (optional) Davidson		NC	28036	Address 2 (optional) Davidson		NC	28036
City	United States	State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer title: President		Date taking office (optional):		Officer title: VP and Treasurer	
Evan M. Turtz				Aaron Kjolhaug			
Officer Name 800-E Beaty Street				Officer Name 314 W. 90th Street			
Address 1				Address 1			
Address 2 (optional) Davidson		NC	28036	Address 2 (optional) Minneapolis		MN	55420
City	United States	State or Province	Zip	City	United States	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer title: VP and Secretary		Date taking office (optional):		Officer title: Vice President	
Matthew Halsey				Kumar Paul			
Officer Name 3253 E Imperial Hwy				Officer Name 800-E Beaty Street			
Address 1				Address 1			
Address 2 (optional) Brea		CA	92821	Address 2 (optional) Davidson		NC	28036
City	United States	State or Province	Zip	City	United States	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer title: Vice President		Date taking office (optional):		Officer title: Vice President	

- 14. FOR-PROFITS ONLY - SHARES AUTHORIZED - see Instructions C018/** - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: _____ Total: 1,500,000
 Class: _____ Series: _____ Total: _____

- 15. FOR-PROFITS ONLY - SHARES ISSUED - see Instructions C018/** - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: _____ Total: 1,225,490
 Class: _____ Series: _____ Total: _____

- 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 law 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 law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

E. R. Waller
 Signature

Eric R. Waller
 Printed Name

6/25/2025
 Date

REQUIRED - check only one:

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: \$175.00 (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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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.

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

OFFICER ATTACHMENT

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

Klinge Corporation

2. **OFFICER CHANGE (CHANGE IN OFFICERS)** – Use one block per person -
 To REMOVE an officer - list the name only of the officer being removed and check "Remove officer."
 To ADD an officer - list the name and address of the officer being added and check "Add officer."
 To CHANGE ADDRESS only - list the name and NEW address and check "Address change."
 To CHANGE NAME of existing officer - list the current name, then the NEW name, and check "Name change."
 If more space is needed, complete and attach another Officer Attachment form.

Name currently shown in ACC records Eric R. Waller			Name currently shown in ACC records W. Glenn Edwards		
NEW Name 800-E Beaty Street			NEW Name 800-E Beaty Street		
Address 1			Address 1		
Address 2 (optional) Davidson	NC	28036	Address 2 (optional) Davidson	NC	28036
City UNITED STATES	State or Province	Zip	City UNITED STATES	State or Province	Zip
Country Other			Country Other		
Date taking office (optional) _____ Title _____			Date taking office (optional) _____ Title _____		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		
Name currently shown in ACC records David R. Crowe			Name currently shown in ACC records Tara Montovani		
NEW Name 800-E Beaty Street			NEW Name 800-E Beaty Street		
Address 1			Address 1		
Address 2 (optional) Davidson	NC	28036	Address 2 (optional) Davidson	NC	28036
City UNITED STATES	State or Province	Zip	City UNITED STATES	State or Province	Zip
Country Other			Country Other		
Date taking office (optional) _____ Title _____			Date taking office (optional) _____ Title _____		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		

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OFFICER ATTACHMENT

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

Klinge Corporation

2. **OFFICER CHANGE (CHANGE IN OFFICERS)** - Use one block per person -

To REMOVE an officer - list the name only of the officer being removed and check "Remove officer."

To ADD an officer - list the name and address of the officer being added and check "Add officer."

To CHANGE ADDRESS only - list the name and NEW address and check "Address change."

To CHANGE NAME of existing officer - list the current name, then the NEW name, and check "Name change."

If more space is needed, complete and attach another Officer Attachment form.

Name currently shown in ACC records James J. Wiltzius			Name currently shown in ACC records Vanessa Heffron		
NEW Name 4833 White Bear Parkway			NEW Name 800-E Beaty Street		
Address 1			Address 1		
Address 2 (optional) St. Paul	MN	55110	Address 2 (optional) Davidson	NC	28036
City UNITED STATES	State or Province	Zip	City UNITED STATES	State or Province	Zip
Country Other			Country Other		
Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		
Name currently shown in ACC records Jay Shulman			Name currently shown in ACC records Scott R. Williams		
NEW Name 800-E Beaty Street			NEW Name 800-E Beaty Street		
Address 1			Address 1		
Address 2 (optional) Davidson	NC	28036	Address 2 (optional) Davidson	NC	28036
City UNITED STATES	State or Province	Zip	City UNITED STATES	State or Province	Zip
Country Other			Country Other		
Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		

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CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

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

Klinge Corporation

2. FELONY/JUDGMENT QUESTIONS:

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

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-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
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 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 percent of the issued and outstanding shares or ten percent 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.


Eric R. Waller

Name Eric R. Waller		
Address 1 800-E Beatty Street		
Address 2 Davidson	State NC	Zip 28036
City Country	UNITED STATES	

SIGNATURE - see Instructions C003i:

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

☒ I ACCEPT

Signature


Printed Name
Eric R. Waller

Date
6/25/2025

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	State	Zip
City Country		

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* 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.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: None
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax (for Regular or Expedite Service ONLY): 602-542-4100
Fax (for Same Day/Next Day Service ONLY): 602-542-0900

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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 Articles of Incorporation):

Klinge Corporation

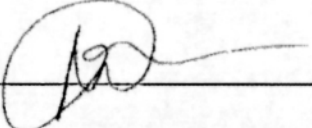
- 2. STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Corporation Service Company

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.

 Signature	Nichole Cooper, Assistant Secretary Printed Name	06/25/2025 Date
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REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> 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.
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Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
PO Box 8722 | Harrisburg, PA 17105-8722
T: 717-787-1057
dos.pa.gov/BusinessCharities

Regarding: KLINGE CORPORATION
Request Type: Subsistence Certificate **Issuance Date:** June 25, 2025
Request No.: 059132322 **File No.:** 0000840418
Receipt No.: 001828888
Filing Type: Domestic Business Corporation
Filing Subtype: Business
Initial Filing Date: October 04, 1984
Status: Active

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT

KLINGE CORPORATION

is currently subsisting on the records of the Department of State as of the issuance date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused the seal
of my office to be affixed, the day and year
above written

Albert Schmidt
Secretary of the Commonwealth

Verify this certificate online at www.file.dos.pa.gov

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
PO Box 8722 | Harrisburg, PA 17105-8722
T: 717-787-1057
dos.pa.gov/BusinessCharities

Entity Name: KLINGE CORPORATION
Jurisdiction: PENNSYLVANIA
Entity No.: 0000840418
Entity Type: Domestic Business Corporation

Issuance Date: 06/30/2025
Receipt No.: 001864257
Certificate No.: 059431730

Document Listing

Image No.	Date Filed	Effective Date	Filing Description	No. of Pages
A4872191-1	10/04/1984	10/04/1984	Initial Filing	2
A4872190-1	12/11/1990	12/11/1990	Change of Registered Office by Entity	1
A4872192-1	03/13/2013	03/13/2013	Statement with Respect to Shares	3
A4872189-1	03/13/2013	03/13/2013	Articles of Amendment - Domestic Corporation	3
A4872193-1	01/17/2014	01/17/2014	Statement with Respect to Shares	3
B0724-1432	08/07/2024	08/07/2024	Change of Registered Office by Entity	1
B0734-6862	10/24/2024	10/31/2024	Merger Non-Survivor	4

** **** ***** ***** End of list ***** ***** **** **

I, Albert Schmidt, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of my office to be affixed, the day and year above written

Albert Schmidt

ALBERT SCHMIDT
Secretary of the Commonwealth

05011204 (Rev. 81)

ARTICLES OF INCORPORATION
(PREPARE IN TRIPLICATE)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:

- ☒ DOMESTIC BUSINESS CORPORATION
- ☐ DOMESTIC BUSINESS CORPORATION
A CLOSE CORPORATION - COMPLETE BACK
- ☐ DOMESTIC PROFESSIONAL CORPORATION
ENTER BOARD LICENSE NO.

FEE
\$75.00

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)

Klinge Corporation

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

789 Kings Mill Road

012 CITY
York

013 COUNTY
(67) York

013 STATE
PA

014 ZIP CODE
17403

040 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

The Corporation shall engage in the manufacture and sale of refrigeration units, containers and accessory items. In addition, thereto, the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be incorporated under the Business Corporation Law approved May 5, 1933, P.L. 364, as amended.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares 500,000 shares voting common	041 Stated Par Value Per Share if Any No par	042 Total Authorized Capital to be determined	043 Term of Existence perpetual
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The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

040 Name	041, 042 043, 044 Address (Street, City, State, Zip Code)	Number & Class of Shares
Paul Klinge	789 Kings Mill Road, York, Pa 17403	1 share common
(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)		

IN TESTIMONY WHEREOF, THE INCORPORATOR (S), HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION

THIS 28th DAY OF September 19 84

PAUL KLINGE

Certificate Verification No.: 059431730 Date: 06/30/2025

- FOR OFFICE USE ONLY -

030 FILED OCT 4 1984	002 CODE	003 REV BOX	004 SECC	SEQUENTIAL NO. 33037	100 MICROFILM NUMBER 162 87.1
	REVIEWED BY			AMOUNT \$ 75	001 CORPORATION NUMBER 840418
	DATE APPROVED			INPUT BY	LOG IN
	DATE REJECTED	CERTIFY TO <input checked="" type="checkbox"/> REV.			LOG IN (REFILE)
	MAILED BY	DATE	<input checked="" type="checkbox"/> L & I		LOG OUT (REFILE)

Commonwealth of Pennsylvania

Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

KLINGE CORPORATION

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 4th day
of October in the year of our
Lord one thousand nine hundred and eighty-four
and of the Commonwealth the two hundred ninth



William R. Davis

Secretary of the Commonwealth

084041B

Certificate Verification No.: 059431730 Date: 06/30/2025

LAUCKS & MONROE ESQS
ATTN: GARY M GILBERT ESQ

See

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)**

☒ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name Joseph C. Korsak, Esq.		
Address 33 North Queen Street		
City York	State PA	Zip Code 17403

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: **Klinge Corporation**

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street 4075 East Market St.	City York	State PA	Zip 17402	County York
(b) Name of Commercial Registered Office Provider c/o				County

3. The statute by or under which it was incorporated: **15 Pa C5A 1301 et seq**

4. The date of its incorporation: **9/28/1984**

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

**PA DEPT. OF STATE
MAR 13 2013**

Certificate Verification No.: 059431730 Date: 06/30/2025

DSCB:15-1915/5915-2

6. Check one of the following:

☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

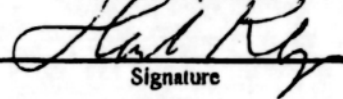
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

8th day of February

2013

Klinge Corporation

Name of Corporation



Signature

President

Title

KLINGE CORPORATION

SPECIAL MEETING OF THE SHAREHOLDER(S)

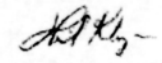
AMENDMENT TO ARTICLES OF INCORPORATION

A special meeting of the shareholders was called for Friday, February 8, 2013, at 9:00 am. All shareholders were in attendance. Notice of the meeting was waived.

It was moved, seconded and unanimously passed that : " The aggregate number of shares at no par value which the corporation shall have authority to issue is 1,000,000 shares".

There being no other business, the meeting was adjourned.

Date: 2/8/2013



Secretary

Certificate Verification No.: 059431730 Date: 06/30/2025

Microfilm Number 00621033

Filed with the Department of State on DEC 1 1991

Entity Number 890418

Christopher A. Davis

Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507 (Rev 89)

Indicate type of entity (check one):

☒ Domestic Business Corporation

☐ Limited Partnership

☐ Foreign Business Corporation

☐ Foreign Nonprofit Corporation

☐ Domestic Nonprofit Corporation

1. The name of the corporation or limited partnership is: Klinge Corporation

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 789 Kings Mill Road, York, PA 17403 York Co.
Number and Street City State Zip County

(b) n/a
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is (complete part (a) or (b)):

(a) 4075 East Market Street, York, PA 17402-5100 York Co.
Number and Street City State Zip County

(b) n/a
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

4. Such change was authorized by the Board of Directors of the corporation. (not applicable to limited partnerships)

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer: this 5th day of December 19 90.

KLINGE CORPORATION

Name of Corporation/Limited Partnership

BY: [Signature]
Signature

TITLE: President

Se

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Statement with Respect to Shares
Domestic Business Corporation
(15 Pa.C.S. § 1522)**

Name	<u>Joseph C. Korsak, Esq.</u>		
Address	<u>33 North Queen Street</u>		
City	State	Zip Code	
<u>York,</u>	<u>PA</u>	<u>17403</u>	

Commonwealth of Pennsylvania
STATEMENT WITH RESPECT TO SHARES 3 Page(s)



T1307811180

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 1522(b) (relating to statement with respect to shares), the undersigned corporation, desiring to state the designation and voting rights, preferences, limitations, and special rights, if any, of a class or series of its shares, hereby states that:

1. The name of the corporation is:

Klinge Corporation

2. Check and complete one of the following:

☐ The resolution amending the Articles under 15 Pa.C.S. § 1522(b) (relating to divisions and determinations by the board), set forth in full, is as follows:

☒ The resolution amending the Articles under 15 Pa.C.S. § 1522(b) is set forth in full in Exhibit A attached hereto and made a part hereof.

3. The aggregate number of shares of such class or series established and designated by (a) such resolution, (b) all prior statements, if any, filed under 15 Pa.C.S. § 1522 or corresponding provisions of prior law with respect thereto, and (c) any other provision of the Articles is 1,000,000 shares.

PA DEPT. OF STATE
MAR 13 2013

DSCB:15-1522-2

4. The resolution was adopted by the Board of Directors or an authorized committee thereon on:

February 8, 2013

5. Check, and if appropriate complete, one of the following:

☒ The resolution shall be effective upon the filing of this statement with respect to shares in the Department of State.

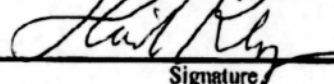
☐ The resolution shall be effective on: _____ at _____
Date Hour

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer thereof this

8th day of February 2013.

Klinge Corporation

Name of Corporation



Signature

President

Title

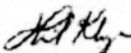
KLINGE CORPORATION
SPECIAL MEETING OF THE BOARD OF DIRECTORS
AMENDMENT TO ARTICLES OF INCORPORATION

A special meeting of the Board was called for Friday, February 8, 2013, at 10:00am. All members were in attendance. Notice of the meeting was waived.

It was moved, seconded and unanimously passed that : " The aggregate number of shares at no par value which the corporation shall have authority to issue is 1,000,000 shares".

There being no other business, the meeting was adjourned.

Date: 2/8/2013



Secretary

25070911302394

Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Statement with Respect to Shares
Domestic Business Corporation
(15 Pa.C.S. § 1522)**

Name JOSEPH C. KORSAK, ESQ.		
Address 17 EAST MARKET STREET		
City YORK, PA	State	Zip Code 17401

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
STATEMENT WITH RESPECT TO SHARES 3 Page(s)



T1402764033

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 1522(b) (relating to statement with respect to shares), the undersigned corporation, desiring to state the designation and voting rights, preferences, limitations, and special rights, if any, of a class or series of its shares, hereby states that:

1. The name of the corporation is:
KLINGE CORPORATION

2. Check and complete one of the following:

☐ The resolution amending the Articles under 15 Pa.C.S. § 1522(b) (relating to divisions and determinations by the board), set forth in full, is as follows:

☒ The resolution amending the Articles under 15 Pa.C.S. § 1522(b) is set forth in full in Exhibit A attached hereto and made a part hereof.

3. The aggregate number of shares of such class or series established and designated by (a) such resolution, (b) all prior statements, if any, filed under 15 Pa.C.S. § 1522 or corresponding provisions of prior law with respect thereto, and (c) any other provision of the Articles is 1,500,000 shares.

JHL

2014 JAN 17 PM 2:20
PA DEPT OF STATE

Certificate Verification No.: 059431730 Date: 06/30/2025

DSCB:15-1522-2

4. The resolution was adopted by the Board of Directors or an authorized committee thereon on:
JANUARY 15, 2014

5. Check, and if appropriate complete, one of the following:

☒ The resolution shall be effective upon the filing of this statement with respect to shares in the Department of State.

☐ The resolution shall be effective on: _____ at _____
 Date Hour

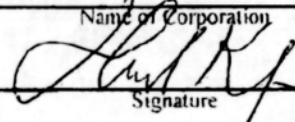
IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer thereof this

15 day of JANUARY, 2014

KLINGE CORPORATION

Name of Corporation

X



Signature

X

PRESIDENT

Title

KLINGE CORPORATION

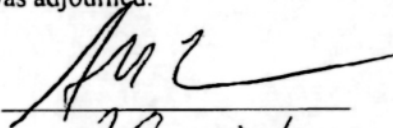
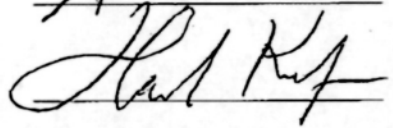
SPECIAL JOINT MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
KLINGE CORPORATION

AMENDMENT TO ARTICLES OF INCORPORATION

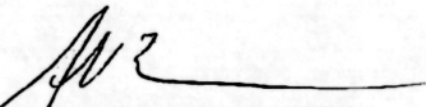
A special meeting of the Board was called for Wednesday, January 15, 2014, at 10:00am. All board members and shareholders were in attendance. Formal notice of the meeting was waived.

It was moved, seconded and unanimously passed that : " The aggregate number of shares at no par value which the corporation shall have authority to issue is 1,500,000 shares".

There being no other business, the meeting was adjourned.

Date: 1/15/2014


Secretary

25070911302394



COMMONWEALTH OF PENNSYLVANIA
Department of State
Bureau of Corporations and Charitable Organizations
PO Box 8722
Harrisburg, Pennsylvania 17105-8722
CHANGE OF REGISTERED OFFICE
Fee: \$5

Pennsylvania Department of State
-FILED-
Amendment #: 0013922220
Date Filed: 8/7/2024

24-1432 08/07/2024 3:47 PM Received by Pennsylvania Department of State

DSCB: 15-1507/5507/8625/8825

In compliance with the requirements of 15 Pa.C.S. § 1507 / 5507 / 8625 / 8825 (relating to change of registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability limited partnership, desiring to effect a change of registered office, hereby states that:

Record Information		
File number	0000840418	
Current name	KLINGE CORPORATION	
Filing type	Domestic Business Corporation	
For corporations only:		
<input checked="" type="checkbox"/> Such change was authorized by the Board of Directors of the corporation.		
Current Registered Office or Commercial Registered Office Provider		
Address	4075 E MARKET ST YORK, PA 17402-5100	
	York	
New Registered Office		
The name of the commercial registered office provider and the county of venue is		
Corporation Service Company		
Commercial Registered Office Provider		
Venue and Publication County	DAUPHIN	
Electronic Signature		
IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager.		
Assistant Secretary	Eric R. Waller	08/07/2024
Signer's Capacity	Sign Here	Date

Certificate Verification No.: 059431730 Date: 06/30/2025

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Pennsylvania Department of State

-FILED-

Amendment #: 0013991827
Date Filed: 10/24/2024
Effective On: 10/31/2024

☐ Return document by mail to:

CSC OF#1660742-1 1 BY

Name _____

C-231 _____

Address _____

City _____ State _____ Zip Code _____

☒ Return document by email to: cscpa@cscglobal.com

Statement

DSCB: 15-335
(7/1/2015)

1 10/24/2024 10/24/2024 10/24/2024

335

Read all instructions prior to completing.

Fee: \$70 plus \$40 for each association that is a party to the merger
The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

A. For the surviving association:

1. The name of the surviving association is: Klinge Corporation
2. The jurisdiction of formation of the surviving association: Pennsylvania
3. The type of association of the surviving association is (check only one):
 - ☒ Business Corporation
 - ☐ Nonprofit Corporation
 - ☐ Limited Liability Company
 - ☐ Limited Partnership
 - ☐ Limited Liability (General) Partnership
 - ☐ Limited Liability Limited Partnership
 - ☐ Business Trust
 - ☐ Professional Association
 - ☐ Other _____

PA DEPT OF STATE

OCT 24 2024

DSCB:15-335-2

18/24/2024 18:42 AM Received by Pennsylvania Department of State

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

- ☒ Domestic (Pennsylvania) filing entity already in existence on Department of State records
If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.
- ☐ NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)
Attach to this Statement the public organic record of the new entity.
- ☐ Foreign filing association or foreign limited liability partnership already registered with the Department.
If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.
- ☐ Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State
Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.

Its current registered office address. Complete part (a) OR (b) – not both:

(a)	Number and street	City	State	Zip	County
(b) c/o:	Corporation Service Company				Dauphin
	Name of Commercial Registered Office Provider				County

- ☐ **NEW domestic (Pennsylvania) limited liability partnership or electing partnership**
Attach completed DSCB:15-8201 (Statement of Registration) or DSCB:15-8701A (Statement of Election)
- ☐ **Domestic association that is not a domestic filing association**
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its principal office:

Number and street	City	State	Zip	County
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- ☐ Foreign association that is not, and will not, be registered with the Department of State
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

Number and street	City	State	Zip
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DSCB:15-335-3

B. For the merging association(s) that are not surviving the merger:1. The name of the merging association is: Klinga Conrep, Inc.2. The jurisdiction of formation of the merging association: Pennsylvania

3. The type of association is (check only one):

☒ Business Corporation☐ Limited Partnership☐ Business Trust☐ Nonprofit Corporation☐ Limited Liability (General) Partnership☐ Professional Association☐ Limited Liability Company☐ Limited Liability Limited Partnership☐ Other _____

4. Check and complete one of the following addresses.

<input checked="" type="checkbox"/>	<p>If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:</p> <p>(a) _____ Number and street City State Zip County</p> <p>(b) c/o: <u>Corporation Service Company</u> _____ Name of Commercial Registered Office Provider Dauphin County</p>
<input type="checkbox"/>	<p>If the merging association is a domestic association that is not a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p>Number and street City State Zip County</p>
<input type="checkbox"/>	<p>If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p>_____</p> <p>Number and street City State Zip</p>

Use Statement of Merger – Addendum (DSCB:15-335AD)
for additional merging parties that are not surviving the merger.

DSCB:15-335-4

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

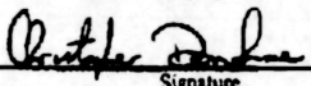
- ☐ This Statement of Merger shall be effective upon filing in the Department of State.
☒ This Statement of Merger shall be effective on: 10/31/2024 at 11:59 p.m.
Date (MM/DD/YYYY) Hour (if any)

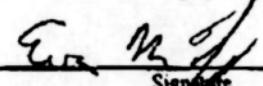
D. Approval of merger by merging associations (check all applicable statement(s)):

- ☒ For domestic entities - The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).
☐ For foreign associations - The merger was approved in accordance with the laws of the jurisdiction of formation.
☐ For domestic associations that are not domestic entities - The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this 23rd day of October, 20 24.

Klinge Conrep, Inc.
Name of Merging Association

Signature
Vice President and Treasurer
Title

Klinge Corporation
Name of Merging Association

Signature
Vice President and Secretary
Title

Certificate Verification No.: 059431730 Date: 06/30/2025

28734-6865 18/24/2024 18:42 AM Received by Pennsylvania Department of State