



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

1042544.09

tsemones
AMD

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
7/3/2023 12:51 PM
Fee Receipt: \$40.00

Division of Business Filings
P.O. Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Amended Certificate of Authority
(Foreign Business Entity)

FCA

Pursuant to the provisions of KRS Chapter KRS 14A.9 - 040 the undersigned hereby applies for an amended certificate of authority on behalf of the entity named below and, for that purpose, submits the following statements:

1. The business entity is: ☒ profit corporation ☐ nonprofit corporation.
☐ professional service corporation ☐ business trust
☐ limited liability company ☐ limited partnership
☐ professional limited liability company ☐ statutory trust
☐ limited cooperative association ☐ non-profit LLC
☐ other
2. The name of the company is: APPLUS RTD USA, INC.
(The name must be identical to the name on record with the Secretary of State.)
3. It is an entity organized and existing under the laws of the state or country of Delaware.
4. The entity received authority to transact business in Kentucky on 12/21/2018.
5. The entity has changed its (check all that apply)
☐ Domicile name to _____
☒ Name to be used in Kentucky to AEGEUS INSPECTION SOLUTIONS, INC.
☐ Jurisdiction of organization to _____
☐ Period of duration _____
☐ Form of organization _____
☐ Management type: ☐ Member managed ☐ Manager managed
6. This application will be effective upon filing.

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

DocuSigned by:
Greg Warren Greg Warren General Counsel 6/27/2023
Signature of Authorized Representative Printed Name Title Date

Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "APPLUS RTD USA,
INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO
"AEGEUS INSPECTION SOLUTIONS, INC." ON THE NINTH DAY OF JUNE,
A.D. 2023, AT 10:21 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID RESTATED CERTIFICATE IS THE NINTH DAY OF JUNE,
A.D. 2023 AT 11:59 O'CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

3461443 8320
SR# 20232843742

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

Authentication: 203615145
Date: 06-23-23

Delaware

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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 RESTATED CERTIFICATE OF "APPLUS RTD USA, INC.", CHANGING ITS NAME FROM "APPLUS RTD USA, INC." TO "AEGEUS INSPECTION SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2023, AT 10:21 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE NINTH DAY OF JUNE, A.D. 2023 AT 11:59 O'CLOCK P.M.



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.

3461443 8100
SR# 20232843812

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

Authentication: 203615154
Date: 06-23-23

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

of

**APPLUS RTD USA, INC.,
which is changing its name to
AEGEUS INSPECTION SOLUTIONS, INC.
(A CLOSE CORPORATION)**

Applus RTD USA, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The present name of the corporation is Applus RTD USA, Inc. The name under which the corporation was originally incorporated is RTD Quality Services USA Inc.

SECOND: The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on December 21, 2001.

THIRD: This Amended and Restated Certificate of Incorporation, which restates and amends the provisions of this corporation's Certification of Incorporation, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the board of directors and the stockholders of this corporation.

FOURTH: The Certificate of Incorporation of this corporation is hereby amended and restated to read in its entirety as follows:

1. Name. The name of the corporation is Aegeus Inspection Solutions, Inc. (the "Corporation"). The Corporation is a "close corporation" as provided by Section 343 of the DGCL.

2. Registered Office and Registered Agent. The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, DE 19904, Kent County. The name of the registered agent of the Corporation at such address is Cogency Global Inc.

3. Nature of Business. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

4. Authorized Shares. The total number of shares of stock which the Corporation is authorized to issue is 5,000. All shares shall be Common Stock par value \$1.00 per share and are to be of one class.

5. Stock Certificates. All of the Corporation's issued stock of all classes, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than a specified number of persons, not exceeding thirty (30).

6. Restrictions on Transfer. All of the issued stock of all classes shall be subject to 1 or more of the restrictions on transfer permitted by Section 202 of the DGCL. The Corporation's issued stock of all classes may be transferred only with the unanimous consent of all stockholders.

7. No Public Offering. The Corporation shall make no offering of any of its stock of any class which would constitute a “public offering” within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

8. Management. The business of the Corporation shall be managed by the stockholder(s) of the Corporation rather than by a board of directors as provided by Section 351 of the DGCL.

9. Limitation of Liability. To the fullest extent permitted by law, no stockholder, director or officer of the Corporation shall be personally liable to the Corporation or to its stockholders or to any other person for monetary damages for any breach of fiduciary duty or any other duty to the Corporation. No amendment to, modification of, or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any stockholder, director or officer of the Company for or with respect to any acts or omissions of such person occurring prior to such amendment.

10. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “Proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director (which shall include any stockholder of the Corporation exercising any of the powers or duties otherwise conferred or imposed upon the board of directors by the General Corporation Law of the State of Delaware) or officer of the Corporation or, while a director (which shall include any stockholder of the Corporation exercising any of the powers or duties otherwise conferred or imposed upon the board of directors by the General Corporation Law of the State of Delaware) or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the stockholders of the Corporation. Any amendment, repeal, or modification of this paragraph shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

11. Effective Time. This Amended and Restated Certificate of Incorporation shall be effective as of 11:59pm Eastern Time on June 9, 2023.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed on behalf of the Corporation by a duly authorized person this 9th day of June, 2023.

**APPLUS RTD USA, INC. (which is changing its
name to AEGEUS INSPECTION SOLUTIONS,
INC.)**

By: 
Name: Curtis Griner
Title: Authorized Officer

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEGEUS INSPECTION SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AEGEUS INSPECTION SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

Jeffrey W. Bullock, Secretary of State

3461443 8300

SR# 20232843739

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

Authentication: 203615117

Date: 06-23-23