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01/10/2022	202201001902	AMENDED/RESTATED ARTICLES (AMA)	50.00	100.00	0.00	0.00

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UNISEARCH INC.
3958-D BROWN PARK DR
HILLIARD, OH 43026

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
589968

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FEDERAL EQUIPMENT COMPANY

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 01/07/2022

Document No(s):

202201001902



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
10th day of January, A.D. 2022.

Ohio Secretary of State

Form 540 Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

OhioSoS.govbusiness@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov

For screen readers, follow instructions located at this path.

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

Check appropriate box:

- ☐ Amendment to existing Articles of Incorporation (125-AMDS)
- ☒ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation Charter Number

Check one box below and provide information as required:

- ☐ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

- ☐ The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)

- ☐ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.
- ☒ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

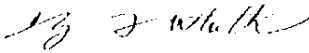
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.


Signature

George Whittier, Chief Executive Officer

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**CERTIFICATE
OF
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FEDERAL EQUIPMENT COMPANY**

The Amended and Restated Articles of Incorporation of Federal Equipment Company (the "Corporation"), are hereby amended and restated pursuant to Section 1701.72(B) and 1701.73(A) and (C) of the Ohio Revised Code.

WHEREAS, in order to consolidate all amendments to the Corporation's Articles of Incorporation, the Board of Directors deem it in the best interest of the Corporation to approve the Second Amended and Restated Articles of Incorporation.

NOW THEREFORE BE IT RESOLVED, that pursuant to authority expressly vested in the Board of Directors of the Corporation by the provisions of Ohio Revised Code Section 1701.72(B), the Board of Directors of the Corporation duly adopt the following Second Amended and Restated Articles of Incorporation of the Corporation:

**FEDERAL EQUIPMENT COMPANY
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

ARTICLE 1 – NAME

- 1.1) The name of the corporation shall be Federal Equipment Company.

ARTICLE 2 – LOCATION OF PRINCIPAL OFFICE IN OHIO

- 2.1) The place in Ohio where its principal office is located is in the City of Cincinnati, County of Hamilton, Ohio.

ARTICLE 3 – PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act concerning all lawful business for which corporations may be incorporated under the Laws, and to do all things and exercise all powers, rights and privileges which a business corporation may now or hereafter be organized or authorized to do or to exercise under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

ARTICLE 4 - CAPITAL STOCK

- 4.1) The aggregate number of shares the Corporation has authority to issue shall be 5,000 shares, which shall have a no par value per share. Such shares shall be designated as the Corporation's "Common Stock." The Board of Directors has the power and authority to create classes and series with such designation, rights and preferences as the Board shall establish by resolution adopted and filed in the manner provided by law.

4.2) Each holder of record of the common shares of the Corporation is entitled to one (1) vote for each voting share held by the holder at each meeting of the shareholders and with respect to any matter on which the shareholders have a right to vote; provided, however, that the Board of Directors has the power to limit or expand such voting power in conjunction with its power to create classes and series of shares. The right to vote is subject to the provisions of the Code of Regulations of the Corporation in effect from time to time with respect to closing the transfer books and fixing a record date for the determination of shareholders entitled to vote.

4.3) The Board of Directors of the Corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of any class or series of the Corporation to such persons, at such times and upon such terms and conditions as the Board shall determine, establishing a price in money or other consideration, or a minimum price, or a general formula or method by which the price will be determined.

4.4) The Board of Directors is further authorized from time to time to grant and issue rights to subscribe for, purchase, exchange securities for, or convert securities into, shares of the Corporation of any class or series, and to fix the terms, provisions and conditions of such rights, including the exchange or conversion basis or the price at which such shares may be purchased or subscribed for.

4.5) The Board is further authorized to issue shares of one class or series to holders of that class or series or to holders of another class or series to effectuate share dividends or splits.

ARTICLE 5 - MEETINGS AND BOOKS

5.1) Meetings of the stockholders may be held within or outside the State of Ohio, as the Code of Regulations may provide. Elections of directors need not be by written ballot unless and except to the extent that the Code of Regulations so provide. Any action required to or which may be taken at a meeting of stockholders of the Corporation may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote upon the action at a meeting for such purpose.

5.2) The books of the Corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Ohio at such place or places as may be designated from time to time by the Board of Directors or in the Code of Regulations of the Corporation.

ARTICLE 6 – DIRECTORS

Any action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors or, in cases where the action need not be approved by the shareholders, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Laws, as the same exists or may hereafter be amended, a director of this Corporation shall not be personally liable to the Corporation or its

shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article 7 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 8 - INDEMNIFICATION

8.1) The Corporation shall indemnify, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, as a director, officer, employee or agent.

8.2) The Corporation shall, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, pay the expenses (including attorneys' fees) incurred by persons identified in the preceding Section 8.1 in defending such action, suit or proceeding in advance of the final disposition of the same.

8.3) The rights conferred on any person pursuant to this Article 8 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statutes, Code of Regulations, agreement, vote of stockholders or disinterested directors, or otherwise.

8.4) The Board of Directors may authorize the purchase and maintenance of insurance for the purpose of such indemnification or other rights granted pursuant to this Article 8, against expense liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Laws, as now enacted or hereafter amended.

8.5) The indemnification and advancement of expenses provided by, or granted pursuant to this Article 8 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 9 – AMENDMENT

The Second Amended & Restated Articles of Incorporation supersedes the original Articles of Incorporation and all previous amendments thereto.

[Signature page follows]

IN WITNESS WHEREOF, I hereby certify, in my capacity as an officer of Federal Equipment Company and not in an individual capacity, that the foregoing is a true and correct copy of the Second Amended and Restated Articles of Incorporation duly adopted by unanimous consent of the shareholders of Federal Equipment Company and approved by joint resolutions of the Sole Shareholder and Board of Directors of Federal Equipment Company, dated December 31, 2021, which is in full force and effect.



By: George Whittier
Its: Chief Executive Officer

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