



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

June 2, 2014

1406010402

GARY J RICHARD
10100 NOKESVILLE RD
MANASSAS, VA 20110

RECEIPT

RE: BANNER INDUSTRIES OF N.E., INC.

ID: F196460 - 2

DCN: 14-05-12-0020

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing an application for a certificate of authority to transact business in Virginia with this office.

The effective date of the certificate is June 2, 2014.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORFACPT
CIS0313

1406010402

ENTITY NAME: Banner Industries of N.E., Inc

Name availability done in:

Initials: _____ Conflict with ID #: _____

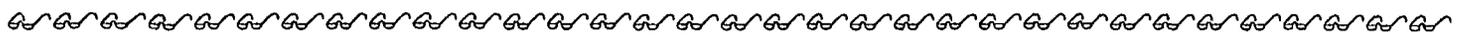
eFile: CO _____

CIS: CO _____

ENTITY ID #: _____

DCN #: 140512 0030 \$75.

CBB 5/29



CHARTER EXAMINER WORKSHEET

CHARTER / ENTRANCE FEE 50.00

JURISDICTION: MA

FILING FEE 25.00

SPECIAL EFFECTIVE DATE / TIME
2014 MAY 12 AM 9:50

EXPEDITE FEE(S) _____

TOTAL FEES 75.00

INDUSTRY CODE: _____

AMENDMENT OR OTHER INFORMATION: _____

SEND COPY TO: _____

Foreign MA
Certificate of Authority
5/29/14

SOO-CLERK'S OFFICE
GENERAL SERVICES
2014 MAY 12 AM 9:50



COPYWORK REQUESTED: _____

CORRESPONDENT: _____

AMOUNT AVAILABLE FOR COPYWORK: _____

MAIL _____
CALL _____
FAX _____
FED EX _____

F190160 2

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 2, 2014

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

BANNER INDUSTRIES OF N.E., INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective June 2, 2014.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

1406010402



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC759/921
(08/13)

APPLICATION FOR A CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN VIRGINIA AS A FOREIGN CORPORATION

The name of the foreign corporation is (include, if required, any "for use in Virginia" name in parentheses)

Banner Industries of N.E., Inc

State or other jurisdiction of incorporation: Massachusetts

Date of incorporation: (1979) 9-19-79 Period of duration: Perpetual

(Mark if applicable:) The corporation was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See Instructions.) **Set forth additional information on an attachment.**

The post office address, including the street and number, of the corporation's principal office is

One Industrial Drive Danvers, MA 01923
(number/street) (city or town) (state) (zip)

The corporation's registered agent in VIRGINIA is Gary J Richard

The registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia and
 an officer of the corporation.
 a director of the corporation.
 a member of the Virginia State Bar.

- OR
 (2) a Virginia or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

The corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

10100 Nokesville Rd Manassas, VA 20110
(number/street) (city or town) (state) (zip)

which is physically located in the county or city of Manassas

OFFICERS:	NAME AND TITLE	BUSINESS ADDRESS
	Gary J Richard CEO	10100 Nokesville Rd Manassas, VA 20110
	Eric Richard Officer	25 Rocket Way Malta, NY 12020
DIRECTORS:	NAME	BUSINESS ADDRESS
	Nigel Wenden President	One Industrial Dr Danvers, MA 01923
	James DeMarco CFO	One Industrial Dr Danvers, MA 01923

STOCK: NUMBER OF SHARES AUTHORIZED TO BE ISSUED CLASS AND SERIES
 20,000

Signed in the name of the foreign corporation by:

James L DeMarco
(signature)
James L DeMarco
(printed name)

12/12/13 (date)
978-777-0080 (telephone number (optional))
CFO (title) (see instructions for requisite signature)

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk.

REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.

1406010402

1406010902

C D A R O 1 100M 8 73 067833

MW

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

STATE HOUSE
BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Gary Paul Richard

20 Nursery Street, Beverly, Ma. 01915

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

National Labs, Inc. *non-dam*

2. The purposes for which the corporation is formed are as follows:

See Sheet 2A

of

79-202004

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 8 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

b

M

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				
Common	12,500			

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See Sheet 5A

*6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

*If there are no provisions state "None".

1400010402

NATIONAL LABS. INC.

SHEET 2A

To carry on a general manufacturing and merchandising business and any business incidental thereto or in any way connected therewith, including, but without limiting said generality of the foregoing purpose, the grade or business of producing, manufacturing, adapting, preparing, forming, processing, treating, finishing, converting, testing, and otherwise acquiring, owning, holding, consuming, disposing of and dealing in, and an interest in, chemical specialties, maintenance equipment, and sanitary supplies, and any and all other goods, articles, materials, equipment, compounds or substances required for, or convenient in connection with or incidental to any of the foregoing, and any other trade or business which can conveniently be carried on in conjunction with any of the matters aforesaid or in or upon the premises of the corporation.

To purchase, lease, or otherwise acquire and to hold, use, lease, manage, operate, equip, maintain, sell, mortgage, pledge, deal in or with any and all kinds of properties, real, personal or mixed, tangible or intangible, and generally to engage in a manufacturing and merchandising business.

To carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraphs.

NATIONAL LABS, INC.

SHEET 5A

Transfer of shares shall be subject to restrictions as follows:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

1400910902

- 7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
- 8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
- 9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:
20 Nursery Street, Beverly, Ma. 01915
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Gary Paul Richard	20 Nursery St.	Beverly, Ma. 01915
Treasurer:	Gary Paul Richard	same	same
Clerk:	Stuart I. Rosnick	7 Big Rock Rd.	Manchester, Ma. 01944
Directors:	Gary Paul Richard	20 Nursery St.	Beverly, Ma. 01915

- c. The date initially adopted on which the corporation's fiscal year ends is:
~~August~~ ^{July} 31
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:
~~July~~ ^{August} 31
- e. The name and business address of the resident agent, if any, of the corporation is:
None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 13th day of Sept 1974

[Signature]

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

140650707

150713

THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED

SEP 19 1979

SECRETARY OF STATE
CORPORATION DIVISION

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$125.00 having been paid, said articles are deemed to have been filed with me this

September 19th 1979 day of
Effective date *Michael Joseph Connolly*

MICHAEL JOSEPH CONNOLLY
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 9/11/79 CLERK KV

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:
Stuart I. Rosnick, Esq.
157 Essex St.
Beverly, Mass. 01915
Telephone *927-7111*

FILING FEE: 1.20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed SEP 26 1979

140 10992

JM

021-75

FORM CD 72,25M 3 72 0515:12

The Commonwealth of Massachusetts
MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth
STATE HOUSE, BOSTON, MASS.
02133

000150713

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

14273-346

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Gary Richard
Stuart I. Rosnick

President/Vice President, and
Clerk/Assistant Clerk of

NATIONAL LABS, INC. *nd*

(Name of Corporation)

located at 20 Nursery Street, Beverly, Massachusetts, 01915

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on July 8, 1982, by vote of 100 common 100 shares of common out of 100 shares outstanding, (Class of Stock) shares of out of shares outstanding, and (Class of Stock) shares of out of shares outstanding, (Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon.

CROSS OUT
INAPPLICABLE
CLAUSE

~~two kinds of each class outstanding and entitled to vote thereon and of each class or series of stock whose rights are adversely affected thereby~~

nd That we amend the articles of Organization by changing the corporate name from NATIONAL LABS, INC., to BANNER SOLUTIONS, INC.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

23rd day of July, in the year 19 82.

<i>Samuel B. ...</i>	President/Vice-President
<i>Edward J. ...</i>	Clerk/Assistant Clerk

1406 010902

448 37

157
53-153

RECEIVED

JUL 28 1982

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws; Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 75.00
having been paid, said articles are deemed to have
been filed with me this 27th
day of October, 1982

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 4/29/84 CLERK KV

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

Stuart I. Rosnick, Esq.
.....
19 Cherry Street
.....
Danvers, Massachusetts 01923
.....

Copy Mailed NOV 4 1982

1400010001

FORM CD-72-30M-4/86-806881

Examined

021

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 04-2733346

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Gary P. Richard, President; Gary P. Richard, Clerk

BANNER SOLUTIONS, INC.
(Name of Corporation)

located at 54 West Dane Street, Unit F, Beverly, Massachusetts 01915

As a result of the following amendments to the articles of organization of the corporation was duly adopted on August 17, 1993

12,500 shares of Common (Class of Stock) out of 12,500 shares outstanding,
shares of _____ out of _____ shares outstanding, and
shares of _____ out of _____ shares outstanding,
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon.

CROSS OUT INAPPLICABLE CLAUSE

To change the name of the Corporation from Banner Solutions, Inc., to BANNER INDUSTRIES OF N.E., INC.

nd

- C
- P
- M

*For amendments adopted pursuant to Chapter 156B, Section 70.
*For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

P.C.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

CHANGE the total to:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 8 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
day of August, in the year 1991.

..... President/

..... Clerk/

1406910492

4935

SECRETARY OF
MAY 23 - 3 PM 3:48

371613

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 100.00
having been paid, said articles are deemed to have
been filed with me this 3rd
day of September, 19 91.

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/15/94 CLERK KV

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

**TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT**

TO:
Peter H. Gilmore, Esq.
Three Ellis Square
Beverly, MA 01915
Telephone 508-468-3856

Copy Mailed

FEDERAL IDENTIFICATION
NO. 04-68826-3

FEDERAL IDENTIFICATION
NO. 04-273586

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / MERGER (General Laws, Chapter 156B, Section 79)

~~ARTICLES OF MERGER~~ / merger of

(M) 04688263 Merged 1/01/00 Organized under the laws of Virginia
Banner Industries, Inc. and
(S) MA Banner Industries of N.E., Inc.

the constituent corporations, into

(S) Banner Industries of N.E., Inc.

~~ARTICLES OF MERGER~~ / one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~ARTICLES OF MERGER~~ / merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~ARTICLES OF MERGER~~ / surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~ARTICLES OF MERGER~~ / merger determined pursuant to the agreement of ~~ARTICLES OF MERGER~~ / merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:
January 1, 2000

3. (For a merger)

The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

- (a) The number of shares of the surviving corporation's authorized common stock, no par value, is hereby increased from 12,500 to 20,000 shares.
- (b) The surviving corporation's officers and directors are as set forth in Section 4(b) of these Articles of Merger.

(For a consolidation)

(2) The purpose of the resulting corporation is to engage in the following business activities:

C
P
M
R.A.

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C. 4

Item 3 (Required - Common)

(b) Show the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common		Common:		
Preferred		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then authorized.

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address of the ~~resulting~~ surviving corporation in Massachusetts is: (post office boxes are not acceptable)

40A Cherry Hill drive, Danvers, MA 01923

**If there are no provisions state "None".

685519

4912

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of \$ 250-, having been paid, said articles are deemed to have been filed with me this 23rd day of December, 19 99.

Effective date January 1, 2000

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/5/14 CLERK KV

SECRETARY OF THE
COMMONWEALTH
99 DEC 23 PM 12:18
SECRETARIAL DIVISION

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Daniel R. Pierce, Esq.
Goldstein & Manello, P.c.
765 Franklin Street
Boston, MA 02110
Telephone: (617) 946-8000