



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 29, 2017

1801010241

TERESA BROWN
CT CORPORATION SYSTEM
4701 COX RD STE 285
GLEN ALLEN, VA 23060

RECEIPT

RE: COOPER BUILDING SERVICES, LLC

ID: S722618 - 8

DCN: 17-12-29-1106

Dear Customer:

This is your receipt for \$100.00 covering the fees for filing articles of entity conversion with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of entity conversion is December 31, 2017. When the certificate is effective, COOPER MATERIALS HANDLING, INC. is converted to a limited liability company organized under the laws of this Commonwealth with the following name:

COOPER BUILDING SERVICES, LLC

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

CNVRLRCT
CNVR
CIS0353



1801010241

CT Corporation

4701 Cox Road
Suite 285
Glen Allen, VA 23060

Phone 804 217 7255

Clerk's Office
State Corporation Commission
1300 E. Main Street
Richmond, Virginia 23219

12/29 UFS 17 12291106 \$300
elc-UFS

CT Corporation System is filing this conversion/formation on behalf of Hess Construction + Engineering Services, Inc. as their agent.

R177605

If there are any problems with the filing, please call us at (804) 217-7255.

Thank you,

Teresa M. Brown

Teresa M. Brown
CT Corporation System
Richmond Fulfillment Office
4701 Cox Road, Ste. 285
Glen Allen, VA 23060

Dom Conversion

COOPER MATERIALS HANDLING, INC. (a VA Corp.)
converts to

COOPER BUILDING SERVICES, LLC (a VA LLC)

orig. Formation
Date: 8/17/1998

EFF. Date
12/31/17 AT 11:59 pm

Same Day 200
FF 100
300

S-7226188

Mitch
12/29/17



COMMONWEALTH OF VIRGINIA
 STATE CORPORATION COMMISSION
 OFFICE OF THE CLERK
 1300 E MAIN ST
 RICHMOND, VA 23219
 (804) 371-9733
 1-866-722-2551 Toll-free in Virginia

SCC21.2
 (01/17)



This form **MUST** be completed and placed on top of **EACH** document submission
 (so it can be readily identified as a request for expedited review and processing).

Name of Corporation or Company (etc.): (Must be typed for Email option.) Cooper Building Services, LLC		SCC ID No. (if known):
Customer Contact Information: Firm: <u>CT Corporation System</u> Attn: <u>Teresa Brown</u> Address: <u>4701 Cox Road, Ste. 285</u> <u>Glen Allen</u> VA <u>23060</u> <small>(city or town) (state) (zip code)</small> Telephone: (<u>804</u>) <u>217</u> - <u>7255</u> ext _____ Email: <u>CLS-CTRICHMOND@WOLTERSKLWUER.COM</u>		Send Evidence of Expedited Filing By: (Choose <u>one</u>) <input checked="" type="checkbox"/> Email (Only available for Categories A, C and D) <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <p style="text-align: center;">Two typed originals of this form <u>must</u> be submitted for Email option. See "Return of Evidence" in the Instructions.</p> </div> <input type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>
~~ See Information & Instructions for description of Categories. ~~ Expedited Service Requested: (mark service requested) *** Expedite Fee: (other fees may be needed - see footnote)		FOR OFFICE USE ONLY 171229 1106 11:19 12/29 - Notified Teresa of name reservation. 12/31 17 AT 11:59 pm EFF. DATE 1/0 <input type="checkbox"/> US
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A <input checked="" type="checkbox"/> Same Day Service (Received by 10:00 a.m.) \$ 200 <input type="checkbox"/> Next Day Service (Received by 2:00 p.m.) \$ 100	<input type="checkbox"/> Category B Preliminary Review of Document listed in Schedule A (2 nd Business Day Service Only - Received by 2:00 p.m.) \$ 50 <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C)	<input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C (Next Day Service Only - Received by 2:00 p.m.) \$ 50
<input type="checkbox"/> Category D Expedite Application for Reinstatement (Next Day Service Only - Received by 2:00 p.m.) \$ 50		

*** Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing and expedite fees)

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

CIS0353 CIS 12/29/17
1 68 CISM3130 NAME RESERVATION/REGISTRATION INQUIRY 11:17:05

RESERVATION NO: R177605
NAME: COOPER BUILDING SERVICES _____

CORRES NAME: COOPER BUILDING SERVICES

REGISTERED NAME: EXPIRATION DATE: 04/14/18
RESERVED NAME: X
REQUESTOR: HESS CONSTRUCTION + ENGINEERING SERVICES, INC.

STREET: 7450 NEW TECHNOLOGY WAY, STE A

CITY: FREDERICK STATE: MD ZIP: 21703-0000

COMMAND:
4A0 08,020

CIS0353 CIS 12/29/17
1 68 CISM0180 CORPORATE DATA INQUIRY 11:13:20

CORP ID: ✓ 0507508 - 0 STATUS: 00 ACTIVE ✓ STATUS DATE: 09/12/17
CORP NAME: ✓ COOPER MATERIALS HANDLING, INC. _____

DATE OF CERTIFICATE: 08/17/1998 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK
MERGER IND: CONVERSION/DOMESTICATION IND:
GOOD STANDING IND: Y MONITOR INDICATOR:
CHARTER FEE: 50.00 MON NO: MON STATUS: MONITOR DTE:
R/A NAME: CORPORATION SERVICE COMPANY

STREET: BANK OF AMERICA CTR, 16TH FL AR RTN MAIL:
1111 E MAIN ST

CITY: RICHMOND STATE : VA ZIP: 23219-0000

R/A STATUS: 5 B.E. AUTH IN VI EFF. DATE: 03/15/17 LOC.: 216

ACCEPTED AR#: 217 13 2065 DATE: 08/23/17 RICHMOND CITY

CURRENT AR#: 217 13 2065 DATE: 08/23/17 STATUS: A ASSESSMENT INDICATOR: 0

YEAR	FEES	PENALTY	INTEREST	TAXES	BALANCE	TOTAL SHARES
17	100.00	10.00			✓	5,000

COMMAND:

4AU

06,016

1801010241

CIS0353

CIS

12/29/17

1 68 CISM0250

MICROFILM INQUIRY

11:13:23

CORP ID: 0507508 - CORP STATUS: 00 ACTIVE

CORP NAME: COOPER MATERIALS HANDLING, INC. _____

COURT LOCALITY: 216 RICHMOND CITY

TOTAL CHARTER FEES: 50.00

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
17 04 07 0261	RAC > REGISTERED AGE	03/15/17		2
17 03 05 0135	REIN > REINSTATEMENT	03/09/17		4
17 01 22 1228	TERM > TERMINATION	12/31/16		1
98 08 03 0042	NEWC > NEW CHARTER	08/17/98	50.00	4

COMMAND:

4A0

06,014

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 29, 2017

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

COOPER MATERIALS HANDLING, INC.

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

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective December 31, 2017.

When the certificate becomes effective, COOPER MATERIALS HANDLING, INC. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

COOPER BUILDING SERVICES, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

ARTICLES OF ENTITY CONVERSION

OF

COOPER MATERIALS HANDLING, INC.

The undersigned, on behalf of the Corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of entity conversion is Cooper Materials Handling, Inc. (the "Corporation"). The Corporation shall convert to a Virginia limited liability company and its name shall be Cooper Building Services, LLC ("Cooper").
2. The Corporation was originally incorporated on August 17, 1998 as a corporation with the name Cooper Materials Handling, Inc.
3. The plan of entity conversion, pursuant to Section 13.1-722.10 of the Code of Virginia, is set forth as follows:
 - a. The full text of the articles of organization of the resulting limited liability company as they will be in effect upon consummation of the conversion is attached hereto as Exhibit A.
 - b. The holders of outstanding shares of the Corporation will receive a percentage of membership interest in the resulting LLC equivalent to the percentage that each holders' shares represent as to all issued and outstanding shares.
4. The plan of entity conversion was approved by the unanimous consent of the shareholders on December 22, 2017.
5. The conversion shall be effective as of 11:59 pm on December 31, 2017.

Signed in the name of the corporation on December 28, 2017 by:



Name: Charles F. Hess

Title: Chairman

SCC ID No: 05075080

EXHIBIT A

Articles of Organization of Cooper Building Services, LLC

Form
LLC-1011

(Rev. 12/2017)

Virginia State
Corporation
Commission



Articles of Organization Virginia Limited Liability Company

See instructions that follow

Filing Fee:
\$100.00

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

Article I

The name of the limited liability company ("the company") is: COOPER BUILDING SERVICES, LLC.

Article II

A. The name of the company's initial registered agent is C.T. CORPORATION SYSTEM: F004909-0

B. The initial registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia and
 - a member or manager of the limited liability company;
 - a member or manager of a limited liability company that is a member or manager of the limited liability company;
 - an officer or director of a corporation that is a member or manager of the limited liability company;
 - a general partner of a general or limited partnership that is a member or manager of the limited liability company;
 - a trustee of a trust that is a member or manager of the limited liability company;
 - a member of the Virginia State Bar;

OR

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

Article III

A. The company's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is 4701 Cox Road, Suite 285, Glen Allen, Virginia 23060-6902.

B. The registered office is located in the county of Henrico.

Article IV

The company's principal office address, including the street and number, is 7450 New Technology Way, Suite A, Frederick, Maryland 21703.

Article V

The effective date of filing shall be December 31, 2017.

Signature of Organizer:

Signature	Printed Name	Date	Telephone No. (optional)
	CHARLES F. HESS	12/28/2017	