

B0216-6913 06/06/2022 12:50PM Rec'd by SD SOS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RE/SPEC INC.**

Pursuant to and in accordance with the provisions of South Dakota Codified Laws §§ 47-1A-1007 to 47-1A-1007.2, the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of RE/SPEC Inc., a South Dakota Corporation (the "Corporation"), are adopted by the undersigned Board of Directors. These Amended and Restated Articles consolidate all previous amendments to the Articles of Incorporation into a single document and do not include any new amendment requiring shareholder approval. These Amended and Restated Articles shall supersede and replace the existing Articles of Incorporation and the amendments thereto, effective as of May 31, 2022.

ARTICLE I

The name of the corporation is RE/SPEC Inc. (the "Corporation").

ARTICLE II

The period of existence of the Corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

1. To provide general and specialized information, service, and research abilities in the field of mechanics, structures, hydraulics, water resources, electronics, instrumentation, computer science, geophysics, and environmental testing and control.
2. To have all the general powers provided for in § 47-1A-302 of the South Dakota Business Corporation Act.

ARTICLE IV

The number of shares which the corporation shall have authority to issue is Two-Million-Five-Hundred-Thousand (2,500,000) shares with a par value of Twenty Cents (\$0.20) each, or a total capitalization of Five Hundred Thousand Dollars (\$500,000.00).

No holder of shares of the capital stock of the corporation shall have any preemptive or preferential right to subscribe for, purchase or receive any additional shares of capital stock of the corporation or rights or options to purchase additional shares of capital stock of the corporation or securities convertible into or carrying rights or options to purchase additional shares of the capital stock of the Corporation.

ARTICLE V

Each share of stock shall have one vote in the affairs of the Corporation and no shareholder shall have preference over any other shareholder with respect to voting in or participation in the affairs of the corporation.

ARTICLE VI

The address of the principal executive office (business address) is 3824 Jet Drive, PO Box 725, Rapid City, South Dakota 57709.

ARTICLE VII

The street address of the Corporation's initial registered office is: Corporation Service Company, 503 S. Pierre St., Pierre, SD 57501-4522.

ARTICLE VIII

The names and business addresses of the Corporation's principal officers are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chief Executive Officer	Todd J. Kenner	3824 Jet Drive, Rapid City, SD 57703
President	Jason Love	3824 Jet Drive, Rapid City, SD 57703
Secretary	Karla L. Lipp	3824 Jet Drive, Rapid City, SD 57703
Treasurer	Philip A. Welling	3824 Jet Drive, Rapid City, SD 57703

ARTICLE IX

1. The number of directors constituting the board of directors is not less than three nor more than nine and the names and addresses of its directors are:

<u>Name</u>	<u>Address</u>
John S.L. Morgan	3824 Jet Drive, Rapid City, SD 57703
Todd J. Kenner	3824 Jet Drive, Rapid City, SD 57703
Walter D. Jones	3824 Jet Drive, Rapid City, SD 57703
Stephen T. O'Rourke	3824 Jet Drive, Rapid City, SD 57703
Jason T. Love	3824 Jet Drive, Rapid City, SD 57703
Matthew R. Emerson	3824 Jet Drive, Rapid City, SD 57703
Jay VanOrden	3824 Jet Drive, Rapid City, SD 57703
Brian Iverson	3824 Jet Drive, Rapid City, SD 57703

2. To the maximum extent permitted by South Dakota law governing this Corporation as the same exists or may hereafter be amended, a director of this Corporation as the same exists or may hereafter be amended, a director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for

breach of fiduciary duty as a director, except for liability, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

[Signature Pages Follow]

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OFFICE OF THE SECRETARY OF STATE

STEVEN J. BARNETT, SECRETARY OF STATE

JASON LUTZ, DEPUTY SECRETARY OF STATE

RE/SPEC INC.
PO BOX 725
RAPID CITY, SD 57709

June 6, 2022

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID : DB009683
Status: Good Standing
Filing Type: Business Corporation - Domestic
Amendment Type: Restated Formation Documents
Filed Date: 06/06/2022 12:50 PM

Steve Barnett
Secretary of State
State of South Dakota

Field Name	Changed From	Changed To
Principal Address 2	P.O. BOX 725	No value
Mail Address 1	3824 JET DRIVE	PO BOX 725
Mail Address 2	P.O. BOX 725	No value
Shares of Stock	2,500,000 @ 20	2,500,000

State of South Dakota

Office of the Secretary of State

Certificate of Restated Formation Documents

Domestic Business Corporation

I, **Steve Barnett**, Secretary of State of the State of South Dakota, hereby certify that the Application for Restated Formation Documents for

RE/SPEC INC.

BUSINESS ID# DB009683

with an effective date of: June 6, 2022, duly signed and verified, pursuant to the provisions of the South Dakota Corporation Acts, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Restated Formation Documents and attach hereto a duplicate of the Application for Restated Formation Documents.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, June 6, 2022.

Steve Barnett

Steve Barnett
Secretary of State

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