

# Delaware

The First State

Page 1

*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE  
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND  
CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "STATESERV  
ACQUISITION, INC." AS RECEIVED AND FILED IN THIS OFFICE.*

*THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:*

*CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF  
OCTOBER, A.D. 2021, AT 1:12 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF  
NOVEMBER, A.D. 2021, AT 10:53 O`CLOCK A.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRD  
DAY OF MAY, A.D. 2024, AT 1:14 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "STATESERV ACQUISITION, INC.".*



*C. P. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

6286613 8100H  
SR# 20251841140

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203552262

Date: 04-28-25

PUBLIC

HCMO\_ATT\_00000688

**CERTIFICATE OF INCORPORATION**

**OF**

**STATESERV ACQUISITION, INC.**

ARTICLE ONE

The name of the corporation is StateServ Acquisition, Inc. (hereinafter called the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of the registered agent at such address is Corporation Service Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares which the Corporation shall have the authority to issue is One Thousand Shares (1,000), all of which shall be shares of Common Stock, with a par value of One Cent (\$0.01) per share.

ARTICLE FIVE

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Andrea Zazulia	c/o McDermott Will Emery 333 SE 2 <sup>nd</sup> Avenue, Suite 4500 Miami, FL 33131

ARTICLE SIX

The director shall have the power to adopt, amend or repeal Bylaws, except as may be otherwise provided in the Bylaws.

ARTICLE SEVEN

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

## ARTICLE EIGHT

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Nine shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE NINE

The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

\* \* \* \*

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make and file this Certificate of Formation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 6<sup>th</sup> day of October 2021.

By: /s/ Andrea Zazulia  
Andrea Zazulia, Sole Incorporator

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:53 AM 11/22/2021  
FILED 10:53 AM 11/22/2021  
SR 20213863570 - File Number 6286613

**CERTIFICATE OF MERGER  
OF**

**BW DME AIV III C CORP.  
AND  
BW NM HOLDINGS INC.**

**INTO**

**STATESERV ACQUISITION, INC.**

Pursuant to §251 of the Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of the Delaware General Corporation Law,

Does hereby CERTIFY that:

1. The name and states of the constituent corporations in the Merger are:

<u>Name</u>	<u>State of Incorporation</u>
StateServ Acquisition, Inc	Delaware
BW DME AIV III C Corp.	Delaware
BW NM Holdings Inc.	Delaware

2. An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging corporations.

3. StateServ Acquisition, Inc. shall be the surviving corporation.

4. The merger is to become effective at the time of filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

5. The Agreement of Merger is on file at 320 Park Avenue 33rd Floor, New York, NY 10022, the place of business of the surviving corporation.

6. A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation.

7. The certificate of incorporation of the surviving corporation, StateServ Acquisition, Inc., shall be its Certificate of Incorporation.

*(Signature Page Follows)*

DM\_US 183291960-3.087664.0107

IN WITNESS WHEREOF, StateServ Acquisition, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 22nd day of November, 2021.

**StateServ Acquisition, Inc.**

By: /s/Bren Hall

Name: Bren Hall

Title: Vice President

*[Signature Page to Certificate of Merger]*

STATE OF DELAWARE  
CERTIFICATE OF CHANGE OF REGISTERED AGENT  
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is StateServ Acquisition, Inc..
2. The Registered Office of the corporation in the State of Delaware is changed to Corporation Trust Center,  
1209 Orange Street (street), in the City of Wilmington,  
County of New Castle Zip Code 19801. The name of the  
Registered Agent at such address upon whom process against this Corporation may be  
served is THE CORPORATION TRUST COMPANY.
3. The foregoing change to the registered office/agent was adopted by a resolution of  
the Board of Directors of the corporation.

By: Elliot Amundson  
Authorized Officer

Name: Elliot Amundson  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:14 PM 05/03/2024  
FILED 01:14 PM 05/03/2024  
SR 20241839206 - File Number 6286613