

MID-AMERICAN ELEVATOR

Exit Bryant Park
42 Street &
6 Avenue

Downtown &
Brooklyn

B D
F M

WE ARE YOUR DOL



DIVISION OF SAFETY AND HEALTH LICENSE AND CERTIFICATE UNIT, STATE OFFICE CAMPUS, BUILDING 12, ALBANY, NY 12226

CERTIFICATE OF CONTRACTOR REGISTRATION

This Certificate Entitles the Holder to Perform and Bid on Public Work and
Covered Private Construction Projects in the State of New York,
Subject to the Prevailing Wage Requirements of
NYS Labor Law Article 8

Mid-American Elevator Company, Inc.

175 Prairie Lake Road

Unit A

East Dundee, Illinois 60118

Phone Number: 7734866900

Registration Number: 25-64ZOG-CR

Date of Issue: 2025-02-11

Expiration Date: 2027-02-11

(This license is valid only for the contractor named above)

Roberta Reardon

Roberta Reardon
Commissioner
New York State Department of
Labor



A photograph of a subway station platform. In the foreground, two workers wearing hard hats and safety vests stand near a white metal barrier. One worker is looking at a phone. In the background, there's a large green circular graphic. Above the workers, a red sign says "Exit" and "Bryant Park 42 Street & 6 Avenue". To the right, a green sign says "Downtown & Brooklyn" with symbols for B, D, F, and M trains. A yellow arrow points down. The platform has grey tiled walls and a white ceiling with pipes.

MODERN ELEVATOR INSTALLATIONS

FILING RECEIPT

=====

ENTITY NAME: MODERN ELEVATOR INSTALLATIONS INCORPORATED

DOCUMENT TYPE: APPLICATION FOR AUTHORITY (FOREIGN BUS)

COUNTY: NEWY

=====

FILED:12/07/2020 DURATION:PERPETUAL CASH#:201207000185 FILM #:201207000174
DOS ID:5891466

FILER:

EXIST DATE

DEBORAH E. KALSTEK, PARALEGAL
HODGSON RUSS LLP
140 PEARL ST., STE. 100
BUFFALO, NY 14202

12/07/2020

ADDRESS FOR PROCESS:

MODERN ELEVATOR INSTALLATIONS
1441 BROADWAY,
NEW YORK, NY 10018

3RD FL., STE. 3152

REGISTERED AGENT:



The corporation is required to file a Biennial Statement with the Department of State every two years pursuant to Business Corporation Law Section 408. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

=====

SERVICE COMPANY: SPI CORPORATE SOLUTIONS INC.

SERVICE CODE: MT

FEES	250.00	PAYMENTS	250.00
-----		-----	
FILING	225.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	250.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

=====

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for MODERN ELEVATOR
INSTALLATIONS INCORPORATED, File Number 201207000174 has been
compared with the original document in the custody of the Secretary of State and
that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
December 08, 2020.

A handwritten signature in black ink that reads "Brendan C. Hughes".

Brendan C. Hughes
Executive Deputy Secretary of State

Rev. 10/2020



**Division of Corporations,
State Records and
Uniform Commercial Code**

201207000174

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

**APPLICATION FOR AUTHORITY
OF**

MODERN ELEVATOR INSTALLATIONS INCORPORATED

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

FIRST: The name of the corporation is:

MODERN ELEVATOR INSTALLATIONS INCORPORATED

If the name does not contain a required word or abbreviation indicating corporate character pursuant to § 301 of the Business Corporation Law, the corporation agrees to add the word or abbreviation _____ to the end of its name for use in this state.

(Do not complete the following section unless the corporation's true name is not available pursuant to §301 or § 302 of the Business Corporation Law.) The fictitious name under which the corporation will do business in New York is:

SECOND: The jurisdiction in which the corporation was organized is:

NEW JERSEY The date of its incorporation is: **11/09/2020**

THIRD: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FOURTH: The county within this state in which the office of the corporation is to be located is:
NEW YORK *(A county in New York State is required. Please note that the corporation is not required to have an actual physical office in this state.)*

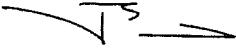
FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Modern Elevator Installations
1441 Broadway, 3rd Fl., Ste. 3152
New York, NY 10018

SIXTH: (*Check the statement that applies.*)

- The foreign corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state.
- The consent of the New York State Tax Commission is attached.

X



(Signature)

Jeff M. Brown

(Name of Signer)

CEO

(Title of Signer)

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

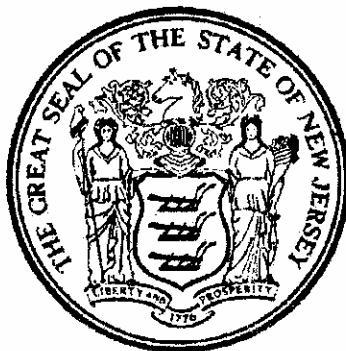
**MODERN ELEVATOR INSTALLATIONS INCORPORATED
0450564579**

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic For-Profit Corporation was registered by this office on November 09, 2020.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and office are:

**ROCKET LAWYER CORPORATE SERVICES LLC
208 W STATE STREET
TRENTON, NJ 08608**



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 4th day of December, 2020

*Elizabeth Maher Muoio
State Treasurer*

Certificate Number : 6113502427

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

174

APPLICATION FOR AUTHORITY OF

MODERN ELEVATOR INSTALLATIONS INCORPORATED

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

Filer's Name and Mailing Address:

Deborah E. Kalstek, Paralegal

Name

Hodgson Russ LLP

Company, if Applicable

140 Pearl St., Ste. 100

Mailing Address

Buffalo, NY 14202

City, State and Zip Code

DRAWDOWN

ACCFY MT

NOTES:

1. You must submit a Certificate of Existence, Certificate of Good Standing or Certificate of Status from the official who files and maintains incorporation records in the jurisdiction of the corporation's formation.
2. The name of the corporation and date of incorporation must exactly match the name of the corporation and, if applicable, the date of incorporation stated in the Certificate of Existence Certificate of Good Standing or Certificate of Status.
3. The Application for Authority must be signed by an officer, director or duly authorized person.
4. Attach the consent of the NYS Tax Commission, if required. To request consent, call the NYS Department of Taxation and Finance at (518) 485-2639.
5. The Application for Authority must be submitted with a \$225 filing fee, made payable to the Department of State.
6. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney.

(For Office Use Only)

RECEIVED

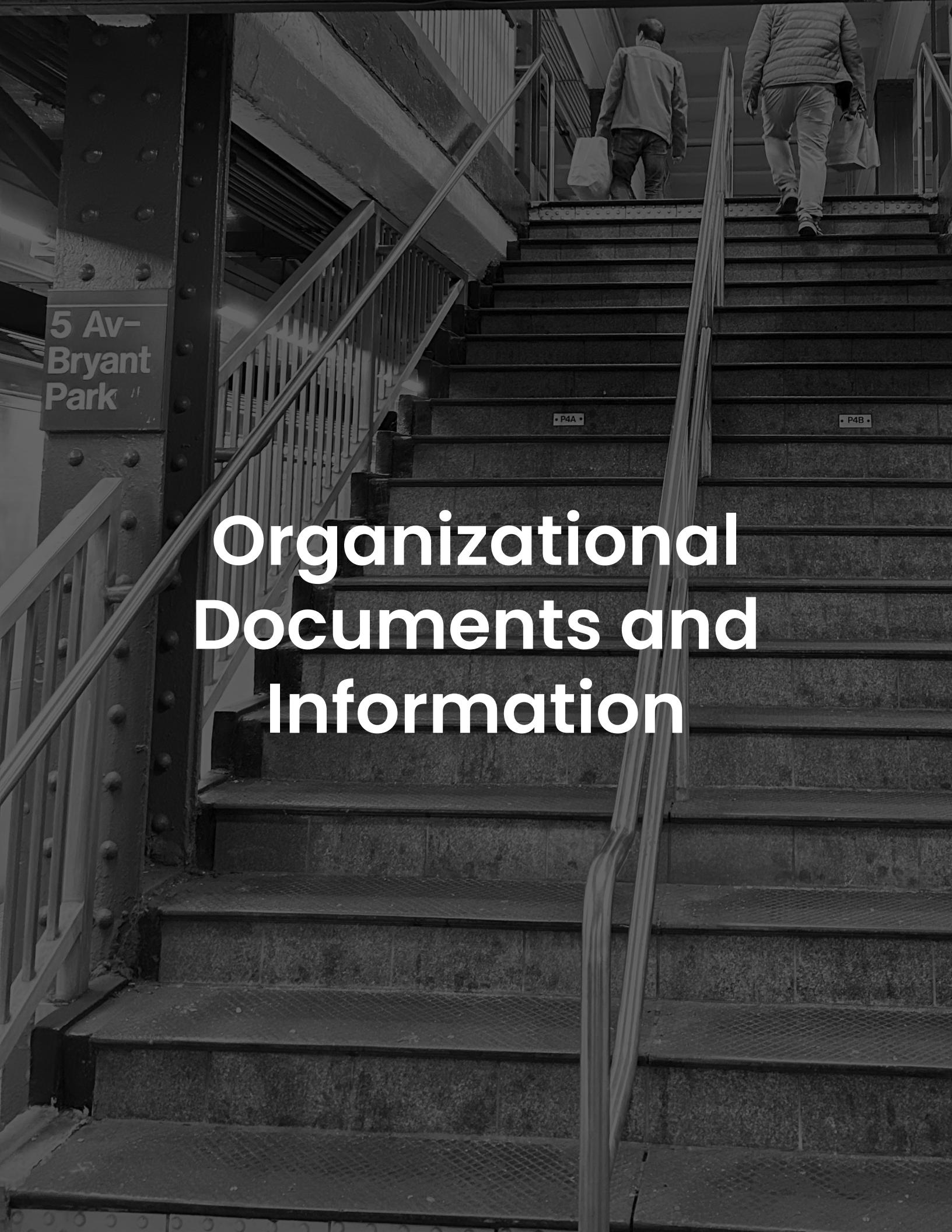
2020 DEC -4 PM 4:01

2020 DEC -7 AM 9:33

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 07 2020

TAX \$
BY: MMJ



5 Av-
Bryant
Park

Organizational Documents and Information



C.A.C. INDUSTRIES, INC.

Exit Bryant Park
42 Street &
6 Avenue

Downtown &
Brooklyn

B D
F M

C.A.C. INDUSTRIES INC.

SECRETARY'S CERTIFICATE

I, Michael A. Capasso, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of C.A.C. Industries Inc. (the "Corporation"), a New York corporation, and as such have access to its corporate records and am familiar with the matters herein certified.

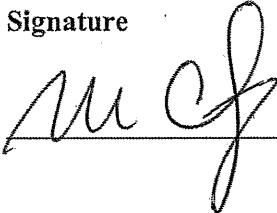
2. Attached hereto as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation approving the transactions contemplated by the Stock Redemption Agreement, the Stock Purchase Agreement, the Subordinated Loan Agreement, the ESOP Loan Agreement and related transactions referenced therein, and such resolutions attached hereto were duly adopted by said Board of Directors and are in full force and effect on and as of the date hereof, not having been amended, altered or repealed, and such resolutions are filed with the records of the Board of Directors.

3. Attached hereto as Exhibit B is a true and correct copy of the Certificate of Incorporation of the Corporation and all amendments thereto to date, now in effect.

3. Attached hereto as Exhibit C is a true and correct copy of the Bylaws of the Corporation, including all amendments thereto, now in effect.

4. Attached hereto as Exhibit D is a true and correct copy of a certificate of good standing issued by the Secretary of State of New York that is valid as of the date of this Certificate.

5. Each of the persons named below is, as of the date below, a duly elected, qualified and acting officer of the Corporation, holding the office set forth opposite his name and is authorized to execute those certain documents relating to the transactions contemplated by the resolutions of the Board of Directors and the signature set forth opposite his name is genuine.

Name	Title	Signature
Michael A. Capasso	President, Chief Executive Officer & Secretary	
Richard E. Gavin	Treasurer & CFO	

6. Each of the agreements, instruments and other documents authorized and approved for execution by the Corporation in the resolutions referred to in paragraph 2 above is in substantially the form thereof furnished to the Board of Directors of the Corporation and has been duly executed in the name and on behalf of the Corporation by a duly authorized officer of the Corporation pursuant to authority duly conferred on him by the Board of Directors of the Corporation.

[Signature page follows]

C.A.C. INDUSTRIES INC.

SECRETARY'S CERTIFICATE

I, Michael A. Capasso, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of C.A.C. Industries Inc. (the "Corporation"), a New York corporation, and as such have access to its corporate records and am familiar with the matters herein certified.

2. Attached hereto as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation approving the transactions contemplated by the Stock Redemption Agreement, the Stock Purchase Agreement, the Subordinated Loan Agreement, the ESOP Loan Agreement and related transactions referenced therein, and such resolutions attached hereto were duly adopted by said Board of Directors and are in full force and effect on and as of the date hereof, not having been amended, altered or repealed, and such resolutions are filed with the records of the Board of Directors.

3. Attached hereto as Exhibit B is a true and correct copy of the Certificate of Incorporation of the Corporation and all amendments thereto to date, now in effect.

3. Attached hereto as Exhibit C is a true and correct copy of the Bylaws of the Corporation, including all amendments thereto, now in effect.

4. Attached hereto as Exhibit D is a true and correct copy of a certificate of good standing issued by the Secretary of State of New York that is valid as of the date of this Certificate.

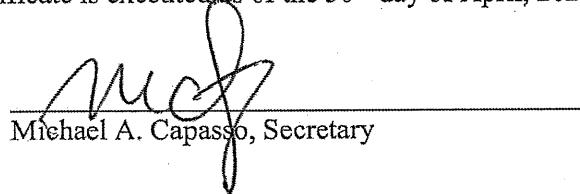
5. Each of the persons named below is, as of the date below, a duly elected, qualified and acting officer of the Corporation, holding the office set forth opposite his name and is authorized to execute those certain documents relating to the transactions contemplated by the resolutions of the Board of Directors and the signature set forth opposite his name is genuine.

Name	Title	Signature
Michael A. Capasso	President, Chief Executive Officer & Secretary	
Richard E. Gavin	Treasurer & CFO	

6. Each of the agreements, instruments and other documents authorized and approved for execution by the Corporation in the resolutions referred to in paragraph 2 above is in substantially the form thereof furnished to the Board of Directors of the Corporation and has been duly executed in the name and on behalf of the Corporation by a duly authorized officer of the Corporation pursuant to authority duly conferred on him by the Board of Directors of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate is executed as of the 30th day of April, 2024.



Michael A. Capasso, Secretary

I, Richard E. Gavin, hereby certify that Michael A. Capasso is the duly elected, qualified and acting Secretary of the Corporation and that his signature above is genuine.

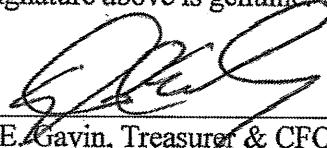
Richard E. Gavin, Treasurer & CFO

[SIGNATURE PAGE – SECRETARY'S CERTIFICATE]

IN WITNESS WHEREOF, this Certificate is executed as of the 30th day of April, 2024.

Michael A. Capasso, Secretary

I, Richard E. Gavin, hereby certify that Michael A. Capasso is the duly elected, qualified and acting Secretary of the Corporation and that his signature above is genuine.


Richard E. Gavin, Treasurer & CFO

[SIGNATURE PAGE – SECRETARY'S CERTIFICATE]

EXHIBIT A

[Board Resolutions]

**UNANIMOUS WRITTEN CONSENT IN LIEU
OF A MEETING OF THE BOARD OF DIRECTORS
OF
C.A.C. INDUSTRIES INC.
(a New York corporation)**

April 30, 2024

The undersigned, being the sole member of the Board of Directors ("Board") of C.A.C. Industries Inc., a New York corporation (the "Corporation"), does hereby waive notice of the time, place and purpose of the meeting and does hereby consent to the adoption of the following resolutions (the "Resolutions") by unanimous written consent in lieu of a special meeting of the Board of the Corporation in accordance with law and the Bylaws of the Corporation, to the same extent as though such action had been authorized at a meeting of the Board pursuant to notice.

WHEREAS, the Corporation currently has authorized two million ([REDACTED]) shares of common stock, no par value per share ("Common Stock"), of which [REDACTED] shares are currently issued and outstanding; and

WHEREAS, the Corporation has adopted, effective as of May 1, 2023, the NORTM BHAG Employee Stock Ownership Plan (the "Plan"), an employee stock ownership plan established for the benefit of the Corporation's employees, and the related trust known as the NORTM BHAG Employee Stock Ownership Trust (the "Trust," and together with the Plan, the "ESOP"); and

[REDACTED]
and

WHEREAS, the [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] and
[REDACTED]

WHEREAS, simultaneous with the Redemption Transaction, the Corporation wishes to facilitate a transaction in which the ESOP will purchase (the "Stock Purchase") the remaining

[REDACTED] shares of the Common Stock of the Corporation (the “Purchased Shares”) from the Seller pursuant to the terms of a stock purchase agreement (the “Stock Purchase Agreement”), for a total purchase price of [REDACTED]

[REDACTED] (the “ESOP Purchase Price”), on the terms and conditions set forth in the Stock Purchase Agreement and subject to the requirements for such [REDACTED]

[REDACTED] (the “Code”); and

WHEREAS, the Trust desires to finance the ESOP Purchase Price for the Purchased Shares by delivery to the Seller of (i) cash in the amount of [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] and [REDACTED]

WHEREAS, the Corporation is required to designate the allocation of the ESOP Contribution among those “Allocation Groups” identified in Section 5.4 of the Plan, and desires to allocate that portion of the ESOP Contribution equal to a total of [REDACTED] of the Compensation of those included in Allocation Groups (b) through (g) in Section 5.4 of the Plan, and the remainder of the ESOP Contribution shall be allocated to Allocation Group (a) (the “2023 ESOP Allocation”); and

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] and [REDACTED]

WHEREAS, the Corporation intends to finance the [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] (together the “Senior Loans”); and

WHEREAS, the Senior Loan will be secured by, among other collateral, all of the assets of the Company as further described in a security and pledge agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the “Senior Security and Pledge Agreement”), among the Corporation, the other grantors party thereto and Bank of America, N.A., as administrative agent (the “Administrative Agent”) for the Secured Parties (as defined therein); and

and

RESOLVED, that the Corporation is authorized and directed to execute and deliver the Stock Purchase Agreement and the ESOP-Seller Loan Documents, all substantially in the forms thereof furnished to the Board; and

RESOLVED, that in connection with the refinancing of the ESOP-Seller Loan, the Corporation is hereby authorized and directed to enter into, execute and deliver the Subordinated Loan Documents, all in substantially the form thereof furnished to the Board; and

RESOLVED, that the Corporation is hereby authorized to enter into, execute and deliver the Consolidated ESOP Loan Documents, all in substantially the forms thereof furnished to the Board; and

RESOLVED, that the Corporation is hereby authorized and directed to enter into the Senior Loan Agreement, the Senior Security and Pledge Agreement, the other Loan Documents (as defined in the Senior Loan Agreement), and such other agreements, certificates and instruments contemplated by the foregoing, including but not limited to promissory notes (collectively, together with the Senior Loan Agreement and the Senior Security and Pledge Agreement, the "Senior Loan Documents"); and

RESOLVED, that the Corporation is hereby authorized and directed to consummate the transactions contemplated by the Senior Loan Documents, including, without limitation, (i) the incurrence by the Corporation of the Obligations (as defined in the Senior Loan Agreement), (ii) the grant by the Corporation of a security interest in all of its assets, and (iii) the pledge by the Corporation of one hundred percent (100%) of the applicable issued and outstanding equity interests that are owned by the Corporation, in the case of clauses (ii) and (iii), to the

Administrative Agent for the benefit of the Secured Parties (as defined in the Senior Security and Pledge Agreement); and

RESOLVED, that any one of the President, Vice President, Secretary, Treasurer, Chief Executive Officer or Chief Financial Officer of the Corporation (each an "Authorized Officer" and collectively, the "Authorized Officers") is authorized to execute and deliver any and all documents contemplated by these Resolutions and necessary to effectuate the transactions described in these Resolutions, in substantially such respective forms, with such changes therein as such Authorized Officer may by his or her execution thereof approve, the execution and delivery of such documents to be conclusive evidence that the same have been approved by the Board; and

RESOLVED, that each and every Authorized Officer be, and she or he hereby is, authorized, on behalf of the Corporation, to negotiate, agree to, execute and deliver such agreements, documents and certificates as such officer deems appropriate to effectuate the purposes of these Resolutions, with such additions, modifications, amendments, deletions or other changes therein as such Authorized Officer may deem necessary or desirable and proper (the necessity or desirability and propriety of such changes to be conclusively evidenced by the execution and delivery of such documents); to make the borrowings and guaranties, and grant the assignments and security interests authorized by the foregoing Resolutions; and to execute and deliver such other agreements, documents and certificates, and to take any and all other action, as such officer deems appropriate to effectuate the purposes of these Resolutions, including but not limited to the filing of appropriate documents with all applicable securities authorities and filing or authorizing the filing of Uniform Commercial Code financing statements; and any and all documents and agreements heretofore executed and acts or things heretofore done to effectuate the purposes of these Resolutions are hereby in all respects ratified, confirmed and approved as the act or acts of the Corporation; and

RESOLVED, that, to the extent that the Corporation serves as the sole member, manager, member of the board of managers or general partner of any other corporation, limited liability company, trust, joint venture, association, company, partnership, governmental authority or other entity (a "Controlled Company"), the Authorized Officers of the Corporation, acting alone or with one or more other Authorized Officers be, and each hereby is, authorized, empowered and directed to execute, deliver and perform for and on behalf of and in the name of the Corporation, acting in its capacity as the sole member, manager, member of the board of managers or general partner, as the case may be, of such Controlled Company, (i) to authorize such Controlled Company to take any action that the Corporation is authorized to take hereunder or any other action as may in the judgment of the Authorized Officer so acting be necessary, desirable, and appropriate in connection with, or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, and (ii) to authorize the officers of such Controlled Company to take any action that the Authorized Officers of the Corporation are authorized to take hereunder or any other action as may in the judgment of the Authorized Officer so acting be necessary, desirable and appropriate in connection with; or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby.

RESOLVED, that any and all agreements, instruments and documents previously executed and acts and things previously done to carry out the purposes of these Resolutions are ratified, confirmed and approved as the act or acts of the Corporation; and

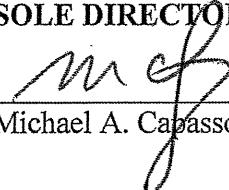
FURTHER RESOLVED, that these Resolutions in lieu of a Special Meeting of the Board may be executed in the original or by facsimile by the Board, and that these Resolutions in lieu of a Special Meeting of the Board be filed with the minutes of the proceedings of the Board by its Secretary.

[Space intentionally blank – Signatures follow]

IN WITNESS WHEREOF, these resolutions of the Board of Directors of the Corporation
are adopted by the sole Director of the Corporation.

Dated: April 30, 2024

SOLE DIRECTOR:


Michael A. Capasso

[SIGNATURE PAGE – OMNIBUS BOARD RESOLUTIONS]

EXHIBIT B

[Certificate of Incorporation]

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 910830000106 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 25, 2024.

A handwritten signature in black ink that reads "Brendan C. Hughes".

Brendan C. Hughes
Executive Deputy Secretary of State

F 910830000106

INFEA

CERTIFICATE OF INCORPORATION

OF

C.A.C. INDUSTRIES INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

C.A.C. INDUSTRIES INC.

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

To acquire such property, real and personal, as may be necessary to the conduct of such business.

(3) The number of shares which the Corporation shall have the authority to issue is 200 shares at no par value.

(4) The principal office of the corporation is to be located in the County of Queens, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Carl A. Capasso
37-30 Riview Avenue
Long Island City, NY 11101

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 29th day of August, 1991 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Joan Terry
Joan Terry, Incorporator

500 Central Avenue, Albany, NY 12206
Address

F 91083000015C

CERTIFICATE OF INCORPORATION

OF

C.A.C. INDUSTRIES INC.

Under Section 402 of the Business Corporation Law

FILED

AUG 30 11 24 AM '91

RR-10

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 30 1991
TAX \$ 15
BY: PSC
QUEEN

FILER:
John A. Servider
163-10 Northern Boulevard
Flushing, NY 11358
Reference # 30020-841887

BILLED

16. M 00 2 17 00
12A13058

2

910830000123

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 920421000304 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 25, 2024.

A handwritten signature in black ink that reads "Brendan C. Hughes".

Brendan C. Hughes
Executive Deputy Secretary of State

f 920421000304

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION
OF
C.A.C. INDUSTRIES INC.

Under Section 805 of the Business Corporation Law.

The undersigned, the incorporator of C.A.C. INDUSTRIES INC.
does hereby certify:

The name of the corporation is C.A.C. INDUSTRIES INC.

The certificate of incorporation was filed by the Department
of State on the 30th day of August 1991.

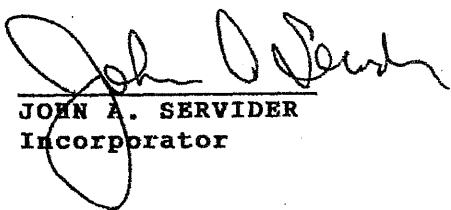
The certificate of incorporation is amended to change the
corporate address and person for process. Paragraph FIVE of
the certificate, which sets forth the name and address of the
person for process, is amended to read:

FIVE: The Secretary of State is designated as agent of
the Corporation upon whom process against it may be served.
The post office address to which the Secretary of State shall
mail a copy of any process against the Corporation served upon
him is:

c/o Michael A. Capasso
37-30 Review Avenue
Long Island City, N.Y. 11101

The above amendment to the certificate of incorporation was authorized by the undersigned as the incorporator, no subscription for shares having been accepted, no shares issued and officers, directors elected or appointed.

IN WITNESS WHEREOF, this certificate has been subscribed to this 18th day of March 1992 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



John A. Servider
Incorporator

f920421000304

REC'D

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
C.A.C. INDUSTRIES INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 21 1992

TAX \$

BY:

940
0155

Filed by:

JOHN A. SERVIDER, ESQ.
163-10 Northern Blvd.
Suite 205
Flushing, New York 11358

920421000307

3

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 180228000629 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 25, 2024.

A handwritten signature in black ink that reads "Brendan C. Hughes".

Brendan C. Hughes
Executive Deputy Secretary of State

DC-08

18022800629

**CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION
OF
C.A.C. INDUSTRIES INC.**

Under Section 805 of the Business Corporation Law of the State of New York

The undersigned, being the President of C.A.C. Industries Inc., does hereby certify and set forth:

FIRST: The name of the corporation is C.A.C. Industries Inc. (the "Corporation").

SECOND: The Certificate of Incorporation of C.A.C. Industries Inc. was filed in the Department of State on August 30, 1991.

THIRD: A Certificate of Amendment of Certificate of Incorporation of the Corporation was filed with the Department of State on April 21, 1992.

FOURTH: The amendment effected by this Certificate of Amendment is as follows:

Paragraph THREE of the Certificate of Incorporation relating to the authority to issue two hundred (200) shares at no par value is amended to be read in its entirety as follows:

(3) The total number of shares that may be issued by the Corporation is two hundred (200) shares of common stock without par value, which shall be divided into two (2) series bearing the following designations:

The first designated series of shares shall be designated as Series A shares and shall consist of two (2) authorized shares which shall be without par value. Holders of Series A shares shall have full voting rights to vote for the election of directors and in any corporate proceeding and upon any and all questions and matters which pursuant to the Business Corporation Law requires the vote of shareholders or otherwise pertains to the Corporation or its business.

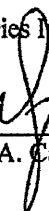
The second designated series of shares shall be designated as Series B shares and shall consist of one hundred and ninety-eight (198) authorized shares which shall be without par value. Holders of Series B shares shall not be entitled to vote for the election of directors or in any corporate proceeding or upon any matter or question whatever which pursuant to the Business Corporation Law requires the vote of shareholders or otherwise pertains to the Corporation unless otherwise required by law.

Except for voting rights as aforesaid, there shall be no difference, distinction or preference between holders of Series A shares and holders of Series B shares.

FIFTH: This Certificate of Amendment was authorized by the written consent of the sole director and the sole shareholder of the Corporation in lieu of meetings.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of
Amendment of the Certificate this 12th day of December, 2017.

C.A.C Industries Inc.


By: Michael A. Capasso, President

679

Certificate of Amendment
of

C.A.C. Industries Inc.

FILED
RECEIVED
2018 FEB 28 AM 10:07 PM 3:21

14
Under Section 805 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 28 2018

TAX \$

BY:

Filed By:

Allegaert Berger & Vogel LLP
111 Broadway, 20th Floor
New York NY 10006

D.C.-08

DRAWDOWN

ROUTINE
 24 HOUR

SAME DAY
 2 HOUR

681

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 240415000699 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 25, 2024.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

**NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE
FILING RECEIPT**

ENTITY NAME : C.A.C. INDUSTRIES INC.
DOCUMENT TYPE : CERTIFICATE OF AMENDMENT
ENTITY TYPE : DOMESTIC BUSINESS CORPORATION

DOS ID : 1572401
FILE DATE : 04/12/2024
FILE NUMBER : 240415000699
TRANSACTION NUMBER : 202404120002357-3142238
EXISTENCE DATE : 08/30/1991
DURATION/DISSOLUTION : PERPETUAL
COUNTY : QUEENS



SERVICE OF PROCESS ADDRESS : MICHAEL A. CAPASSO
54-08 VERNON BLVD.,
LONG ISLAND CITY, NY, 11101, USA

ELECTRONIC SERVICE OF PROCESS
EMAIL ADDRESS : N/A

FILER : TABITHA CROSCUT, ESQ.
DEVINE, MILLIMET & BRANCH, PROFESSIONAL
ASSOCIATION, 111 AMHERST STREET
MANCHESTER, NH, 03101, USA

SERVICE COMPANY : REGISTERED AGENT SOLUTIONS, INC. ALBANY
SERVICE COMPANY ACCOUNT : 39

You may verify this document online at : <http://ecorp.dos.ny.gov>
AUTHENTICATION NUMBER : 100005545402

TOTAL FEES:	\$90.00	TOTAL PAYMENTS RECEIVED:	\$90.00
FILING FEE:	\$60.00	CASH:	\$0.00
CERTIFICATE OF STATUS:	\$0.00	CHECK/MONEY ORDER:	\$0.00
CERTIFIED COPY:	\$0.00	CREDIT CARD:	\$0.00
COPY REQUEST:	\$5.00	DRAWDOWN ACCOUNT:	\$90.00
EXPEDITED HANDLING:	\$25.00	REFUND DUE:	\$0.00



**Division of Corporations,
State Records and
Uniform Commercial Code**

New York State
Department of State
**DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE**
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

C.A.C. Industries Inc.

(Insert the Current Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The current name of the corporation is:
C.A.C. Industries Inc.

If the name of the corporation has been previously changed, the name under which it was originally formed is:

SECOND: The date of filing of the certificate of incorporation with the Department of State is:
August 30, 1991

THIRD: The amendment effected by this certificate of amendment is as follows:

The subject matter and full text of each amended paragraph must be stated.

FOR EXAMPLE, a certificate of amendment changing the name of the corporation would read as follows:

Paragraph **FIRST** of the Certificate of Incorporation relating to the name of the corporation is amended to read in its entirety as follows:

FIRST: The name of the corporation is (..., new name...).

Paragraph **THREE** of the Certificate of Incorporation relating to the stock structure is amended to increase the number of authorized shares of stock.

The Corporation is currently authorized to issue 200 shares NPV stock. The

Corporation shall add 1,999,800 shares NPV stock for a total of 2,000,000 NPV shares.
is amended to read in its entirety as follows:

**(3) The total number of shares that may be issued by the Corporation is two million
(2,000,000) shares of a single class of common stock without par value.**

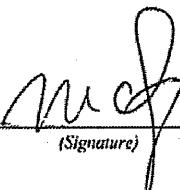
Paragraph _____ of the Certificate of Incorporation relating to

is amended to read in its entirety as follows:

FOURTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.

X


(Signature)

Michael A. Capasso

(Name of Signer)

President

(Title of Signer)

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

C.A.C. Industries Inc.

(Insert Current Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name and Mailing Address:

Tabitha Croscut, Esq.

Name:

Devine, Millimet & Branch, Professional Association

Company, if Applicable:

111 Amherst Street

Mailing Address:

Manchester, New Hampshire 03101

City, State and Zip Code:

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
3. The Department of State recommends that all documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a \$60 filing fee.

For Office Use Only

EXHIBIT C

[Bylaws]

BY-LAWS

OF

C.A.C. Industries, Inc.

ARTICLE I

OFFICES

Section 1. Principal Office - The principal office of the Corporation shall be as set forth in its Certificate of Incorporation.

Section 2. Additional Offices - The Corporation may have such additional offices at such other place within or without the State of New York as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II

SHAREHOLDERS' MEETING

Section 1. Annual Meeting - An annual meeting of shareholders shall be held within five (5) months after the close of the fiscal year of the Corporation on such date and at the time and place (either within or without the State of New York) as shall be fixed by the Board of Directors. At the annual meeting the shareholders shall elect directors and transact such other business as may properly be brought before the meeting.

Section 2. Special Meeting - A special meeting of shareholders may be called at any time by the President and shall be called by the President at the request in writing of a majority of the Board of Directors then in office or at the request in writing filed with the Secretary by the holders of a majority of the issued and outstanding shares of the capital stock of the Corporation entitled to vote at such meeting. Any such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting of shareholders shall be confined to the purposes set forth in the notice thereof.

Section 3. Notice of Meetings - Notice of the time, place and purpose of every meeting of shareholders (and, if other than an annual meeting, the person or persons at whose discretion the meeting is being called), shall be given by the President, a Vice-President or by the Secretary to each shareholder of record entitled to vote at such meeting, not less than ten nor more than sixty days prior to the date set for the meeting. Notice of any meeting of shareholders may be written or electronic. If mailed, such notice is given when deposited in the United States mail, with first class postage prepaid, directed to the shareholder at his address appearing on the stock book of the Corporation or at such other address supplied by him in writing to the Secretary of the Corporation for the purpose of receiving notice. If transmitted electronically, such notice is given when directed to the shareholder's electronic mail address as supplied by the shareholder to the Secretary of the Corporation or as otherwise directed pursuant to the shareholder's authorization or instructions. Notice shall be given either personally or by mailing said notice by first class mail to each shareholder.

A waiver of notice setting forth the purposes of the meeting for which notice is waived, whether before or after the time of the meeting stated therein, shall be deemed equivalent to the giving of such notice, signed by the person or persons entitled to such notice. Waiver of notice may be written or electronic. If written the notice must be signed by the shareholder or the shareholder's authorized officer, director, employee or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not

limited to, facsimile signature. If electronic, the transmission of the waiver must either set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by the shareholder. The attendance by a shareholder at a meeting either in person or by proxy without protesting the lack of notice thereof shall constitute a waiver of notice of such shareholder.

All notice given with respect to an original meeting shall extend to any and all adjournments thereof and such business as might have been transacted at the original meeting may be transacted at any adjournment thereof; no notice of any adjourned meeting need be given if an announcement of the time and place of the adjourned meeting is made at the original meeting.

Section 4. Quorum - The holders of a majority of the votes of shares of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of shareholders except as otherwise provided by statute or the Certificate of Incorporation. If, however, a quorum shall not be present or represented at any meeting of shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. When a quorum is once present to organize a meeting, such quorum is not deemed broken by the subsequent withdrawal of any shareholders.

Section 5. Voting - Every shareholder entitled to vote at any meeting shall be entitled to one vote for each share of stock entitled to vote and held by him of record on the date fixed as the record date for said meeting and may so vote in person or by proxy. Any corporate action, other than the election of directors, shall be authorized by a majority of the votes cast in favor of or against such action by the holders of shares entitled to vote thereon except as may otherwise be provided by statute or the Certificate of Incorporation. An abstention shall not count as a vote cast.

Section 6. Proxies - Every proxy shall be valid only if filed with the Secretary of the Corporation or with the Secretary of the meeting prior to the commencement of voting on the matter in regard to which said proxy is to be voted. No proxy shall be valid after the expiration of eleven months from the date of its execution unless otherwise expressly provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it except as otherwise provided by Section 609 of the Business Corporation Law. Unless the proxy by its terms provides for a specific revocation date and except as otherwise provided by statute, revocation of a proxy shall not be effective unless and until such revocation is executed in writing by the shareholder who executed such proxy and the revocation is filed with the Secretary of the Corporation or with the Secretary of the Meeting prior to the voting of the proxy.

A shareholder may execute a writing authorizing another person or persons to act for him as proxy. Execution may be accomplished by the shareholder or its authorized officer, director, employee or agent signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature. A shareholder may authorize another person or persons to act for the shareholder as proxy by electronic transmission to the person who will be the holder of the proxy or to an agent duly authorized by the proxyholder to receive such transmission. Any such electronic transmission must set forth or be submitted with sufficient information from which it can be reasonably determined that the electronic transmission was authorized by the shareholder. The information relied upon by the inspectors or other persons making the determination shall be specified.

Any copy, facsimile or other reliable reproduction of the writing or transmission created pursuant to this section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the original document.

.Section 7. Shareholders' List - A list of shareholders as of the record date, certified by the Secretary of the Corporation or by a transfer agent appointed by the Board of Directors shall be prepared for every meeting of shareholders and shall be produced by the Secretary or some other officer of the Corporation thereat.

Section 8. Inspectors at Meetings - In advance of any shareholders' meeting, the Board of Directors may appoint one or more inspectors to act at the meeting or at any adjournment thereof and if not so appointed or if the persons so appointed are unable to act, the person presiding at any such meeting may appoint one or more inspectors. Each inspector, before entering upon the discharge of his duties as set forth in Section 611 of the Business Corporation Law, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 9. Conduct of Meeting - All meetings of shareholders shall be presided over by the President, or if he is not present, by a Vice-President, or if neither the President nor any Vice-President is present, by a chairman thereby chosen by the shareholders at the meeting. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting but if neither the Secretary nor the Assistant Secretary is present, the chairman of the meeting shall appoint any person present to act as secretary of the meeting.

Section 10. Action Without Meeting - Any action required or permitted to be taken by the Shareholders thereof may be taken without a meeting if all Shareholders entitled to vote thereon consent in writing to the adoption of a resolution authorizing the action except as otherwise permitted by the Certificate of Incorporation.

No written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by this paragraph to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation by delivery to, its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of said Board or of any such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Function and Definition - The business and property of the Corporation shall be managed by its Board of Directors who may exercise all the powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the shareholders.

Section 2. Number and Qualification - The number of directors constituting the entire Board shall not be less than one nor more than three(3), as may be fixed by resolution of the Board of Directors or by the shareholders entitled to vote for the election of directors, provided that any such action of the Board shall require the vote of a majority of the entire Board. The phrase "Entire Board" as used herein means the total number of directors which the Corporation would have if there were no vacancies. Unless and until a different number shall be so fixed within the limits above specified, the Board shall consist of one (1) director. The term of any incumbent director shall not be shortened by any such action by the Board of Directors or by the shareholders.

Each director shall be at least twenty-one years of age. A director need not be a shareholder, a citizen of the United States or a resident of the State of New York.

Section 3. Election Term and Vacancies - Except as otherwise provided in this Section, all directors shall be elected at the annual meeting of shareholders and all directors who are so elected or who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of shareholders and until their respective successors have been elected and qualified.

The members of the Board of Directors shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote, except as otherwise provided in the Certificate of Incorporation.

In the interim between annual meetings of shareholders, newly created directorships resulting from an increase in the number of directors or from vacancies occurring in the Board, but not, except as hereinafter provided, in the case of a vacancy occurring by reason of removal of a director by the shareholders, may be filled by the vote of a majority of the directors, then remaining in office, although less than a quorum may exist.

In the case of a vacancy occurring in the Board of Directors by reason of the removal of one or more directors by action of the shareholders, such vacancy may be filled by the shareholders at a special meeting duly called for such purpose.

In the event a vacancy is not filled by such election by shareholders, whether or not the vacancy resulted from the removal of a director with or without cause, a majority of the directors then remaining in office, although less than a quorum, may fill any such vacancy.

Section 4. Removal - The Board of Directors may, at any time, with cause, remove any director.

The shareholders entitled to vote for the election of directors may, at any time, remove any or all of the directors with or without cause.

Section 5. Meetings - The annual meeting of the Board of Directors for the election of officers and the transaction of such other business as may come before the meeting, shall be held, without notice, immediately following the annual meeting of shareholders, at the same place at which such shareholders' meeting is held.

Regular meetings of the Board of Directors shall be held at such time and place, within or outside the State of New York as shall be fixed by resolution of the Board, and when so fixed no further notice thereof need be given. Regular meetings not fixed by resolution of the Board may be held on notice at such time and place as shall be determined by the Board.

Special meetings of the Board of Directors may be called on notice at any time by the President, and shall be called by the President at the written request of a majority of the directors then in office.

Section 6. Notice of Meetings - In the case of all special meetings and of regular meetings not fixed by resolution of the Board, written notice of the time and place of each such meeting shall be mailed to each director, addressed to his residence or usual place of business, not less than four days before the date on which such meeting is to be held, or shall be sent to such address by telegram, or be given personally, or by telephone, not less than one day before the date on which such meeting is to be held. The notice of the meeting need not specify the purpose of the meeting.

Any meeting of the Board of Directors for which notice is required by these By-Laws or by statute need not be given to any director who submits a signed Waiver of Notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. All signed Waivers of Notice shall be filed with the minutes of the meeting.

Section 7. Conduct of Meetings - The President, if present, shall preside at all meetings of directors. At all meetings at which the President is not present any other director chosen by the Board shall preside.

Section 8. Quorum, Adjournment, Voting - Except as otherwise provided by the Certificate of Incorporation, a majority of the entire Board shall be requisite and shall constitute a quorum at all meetings of the Board of Directors for the transaction of business. Where a vacancy or vacancies prevents such majority, a majority of the directors then in office shall constitute a quorum.

A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place without further notice other than an announcement at the meeting.

Except as otherwise provided by the Certificate of Incorporation, when a quorum is present at any meeting, a majority of the directors shall decide any questions brought before such meeting and the act of such majority shall be the act of the Board.

Section 9. Action Without Meeting - Any action required or permitted to be taken by the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or of any committee thereof consent in writing to the adoption of a resolution authorizing the action.