

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF REGISTRATION

OF

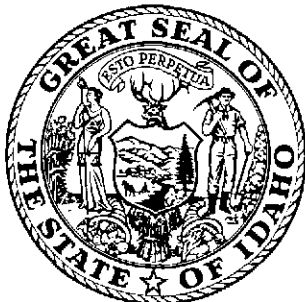
MAZZETTI NASH LIPSEY BURCH, INC.

File Number C 190228

I, LAWERENCE DENNEY, Secretary of the State, hereby certify that an Application for Amended Foreign Registration 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 issue this Amended Certificate of Foreign Registration to reflect the name change from MAZZETTI NASH LIPSEY BURCH, INC. to **MAZETTI, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: March 28, 2016



Lawrence Denney
SECRETARY OF STATE
By *Donna Gutierrez*



AMENDMENT OF FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

2016 MAR 28 AM 9:20

SECRETARY OF STATE
STATE OF IDAHO

1. Entity name: Mazzetti Nash Lipsey Burch, Inc.

2. The entity name is amended to: Mazzetti, Inc.

a. If the new name is not available or permissible in Idaho, the name to be used in Idaho is:

3. The entity type is amended to:

☐ Business Corporation

☐ General Partnership

☐ Nonprofit Corporation

☐ General Cooperative Association

☐ Limited Liability Partnership

☐ Limited Partnership (Including a limited liability limited partnership)

☐ Limited Liability Company

☐ Statutory Trust, Business Trust, or Common-law Business Trust

☐ Other: _____

(Provide unlisted foreign entity type here)

4. The entity's jurisdiction is amended to: _____

5. The street and mailing address(es) of its principal office is amended to:

(Street Address)

(Mailing Address, if different)

6. The name, capacity, and mailing address of the governor(s) is amended to:

(Name)

(Capacity)

(Address)

(Name)

(Capacity)

(Address)

Typed Name: Walter N. Vernon

Signature: _____

Capacity: Chief Executive Officer

Secretary of State use only

IDAHO SECRETARY OF STATE

03/29/2016 05:00

CK:34580 CT:255952 BH:1520832
1@ 30.00 = 30.00 AMD FOR RE #2

C190228

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FILED ✓
Secretary of State
State of California

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CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF MAZZETTI NASH LIPSEY BURCH, INC.

Walter N. Vernon and John M. Pappas certify that:

1. They are the President and the Secretary, respectively, of MAZZETTI NASH LIPSEY BURCH, INC., a California corporation ("Corporation").
2. The Articles Of Incorporation of the Corporation are hereby amended and restated as follows:

I. NAME

The name of the Corporation is MAZZETTI, INC.

II. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III. BENEFIT CORPORATION

This Corporation is a benefit corporation.

IV. STOCK

The Corporation is authorized to issue only one class of shares, which shall be designated "common shares," having a total number of 100,000 shares.

V. NO PREFERENCES, PRIVILEGES, RESTRICTIONS

No distinction shall exist between the shares of the Corporation or the holders thereof.

VI. LIABILITY OF DIRECTORS

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permitted under California law.

VII. INDEMNIFICATION

The Corporation is authorized to indemnify its agents (as defined in Corporations Code Section 317) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Corporations Code Section 317, subject only to the applicable limits set forth in Corporations Code Section 204 with respect to actions for breach of duty to the Corporation and its shareholders.

VIII. STOCK BUY/SELL AGREEMENT

If proceedings for dissolution of the Corporation to which Corporations Code Section 2000 applies are instituted, the provisions of any Stock Buy/Sell Agreement then in effect among the Corporation's shareholders shall govern and supersede any provisions of Section 2000 which are inconsistent therewith, to the extent required to enforce such agreement.

IX. GENERAL CORPORATION LAW OF 1977

The Corporation elects to be governed by all of the provisions of the General Corporation Law of 1977 not otherwise applicable to it under Chapter 23 thereof.

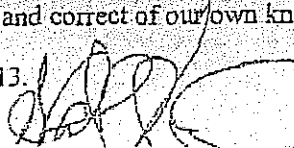
3. The foregoing Amended And Restated Articles Of Incorporation has been duly approved by the Board of Directors of the Corporation.

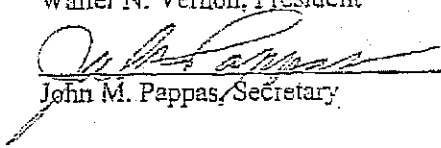
4. The foregoing Amended And Restated Articles Of Incorporation has been duly approved by the required vote of shareholders in accordance with Corporations Code Section 902. The Corporation has only one class of shares and the number of outstanding shares is 46,282. The number of shares voting in favor of the amendment was unanimous. The percentage vote required was more than two-thirds of the outstanding shares.

EXECUTION

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 12, 2013.


Walter N. Vernon, President


John M. Pappas, Secretary



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR 13 2013

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State