

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SYMINGTON WAYNE CORPORATION

a corporation duly organized and existing under the laws of **Maryland** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fifteenth** day of **December** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **Fifteenth** day of **December** 19**65**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **December**, A.D. 19 **65**.

Secretary of State.

SYMINGTON WAYNE CORPORATION

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: The Charter of SYMINGTON WAYNE CORPORATION, a Maryland corporation having its principal office in Salisbury, Maryland (referred to herein as the "Company"), is hereby amended, and its authorized capital stock increased, by striking out the initial paragraph of Article FOURTH of the Charter of the Company, and inserting in lieu thereof the following:

"FOURTH: The total amount of the authorized Capital Stock of the Company is \$4,000,000 divided into 4,000,000 shares of common stock of the par value of \$1.00 each."

without further change in the remainder of said Article FOURTH or any other portion of the Charter of the Company.

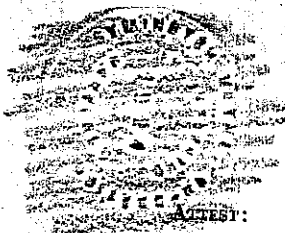
SECOND: The Board of Directors of the Company, at a meeting duly convened and held on February 7, 1962, duly advised the foregoing amendment to the Charter of the Company and increase in the authorized capital stock of the Company by passing a resolution declaring that said amendment and increase are advisable and calling a meeting of the stockholders of the Company to take action thereon.

THIRD: The meeting of the stockholders of the Company called as aforesaid and duly warned in the manner provided by law, was held at Salisbury, Maryland on April 25, 1962 and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds (66⅔%) of the shares of capital stock of the Company outstanding and entitled to vote, duly adopted the foregoing amendment of the Charter of the Company.

FOURTH: (a) The total number and par value of the shares of all classes of stock of the Company heretofore authorized are 2,500,000 shares of common stock of the par value of \$1.00 each, having an aggregate par value of \$2,500,000.

(b) The total number and par value of the shares of all classes of stock of the Company, as increased, are 4,000,000 shares of common stock of the par value of \$1.00 each, having an aggregate par value of \$4,000,000.

IN WITNESS WHEREOF, SYMINGTON WAYNE CORPORATION has caused these presents to be signed in its name and on its behalf by one of its Vice-Presidents and its corporate seal to be hereunto attached and attested by its Assistant Secretary, on April 25, 1962.



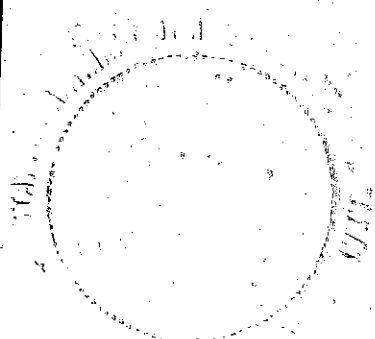
SYMINGTON WAYNE CORPORATION

By

W. T. Thornton, Jr.
W. T. Thornton, Jr.
Vice-President

ATTEST:

R. J. Long
R. J. Long
Assistant Secretary



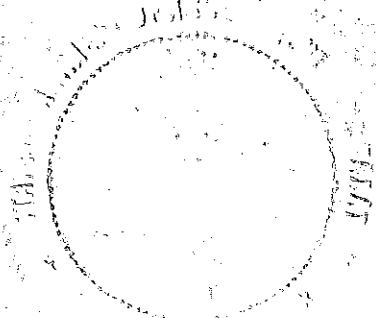
STATE OF MARYLAND }
COUNTY OF WICOMICO } ss.:

I HEREBY CERTIFY that on April 25, 1962, before me, the subscriber, a notary public for the State and County aforesaid, personally appeared W. T. THORNTON, JR., a Vice-President of SYMINGTON WAYNE CORPORATION, a Maryland corporation, and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the corporation; and at the same time he made oath in due form of law that he was Secretary of the meeting of stockholders of the corporation at which the amendment of the charter of the corporation, set forth in the said Articles of Amendment was approved, and that the matters and facts set forth in said Articles of Amendment with respect to approval thereof by the stockholders are true to the best of his knowledge, information, and belief.

WITNESS my hand and notarial seal the day and year last above written.


Notary Public
Myrtle Jackson

MY COMMISSION EXPIRES
MAY 6, 1963



ARTICLES OF AMENDMENT
OF
SYMINGTON WAYNE CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 26, 1962 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 15399

Recorded in Liber *F 300*, folio *254*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....*15.00*.....Recording fee paid \$.....*10.00*.....

To the clerk of the Circuit

Court of Wicomico County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 WEST PRESTON STREET

BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF AMENDMENT

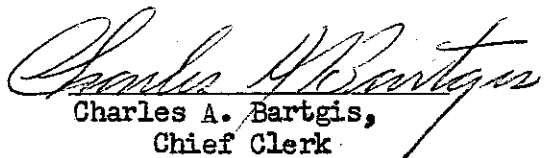
OF

SYMINGTON WAYNE CORPORATION

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, April 26, 1962,

at 9:00 o'clock A. M.

AS WITNESS my hand and official seal of the said Department at
Baltimore this 19th day of November, 1965.


Charles A. Bartgis,
Chief Clerk

ARTICLES OF MERGER, of THE SYMINGTON-GOULD CORPORATION, a Maryland corporation, and THE WAYNE PUMP COMPANY, a Maryland corporation, dated the 23rd day of January, 1958.

1. The Symington-Gould Corporation (hereinafter referred to as the "Corporation") and The Wayne Pump Company (hereinafter referred to as "Wayne") agree to and do hereby effect the merger of Wayne into the Corporation on the terms and conditions hereinafter set forth. The corporation which is to survive the merger is The Symington-Gould Corporation which shall continue under the name Symington Wayne Corporation and have all of the purposes and powers of the Corporation.

2. The Corporation was incorporated under the laws of the State of Maryland on December 2, 1924, and Wayne was incorporated under the laws of the State of Maryland on June 6, 1928.

3. The charter of the Corporation as heretofore amended is hereby amended by striking out Article "First" of the charter as restated and amended, and inserting in lieu thereof the following:

"FIRST: The name of the corporation (which is hereinafter called the Company) is SYMINGTON WAYNE CORPORATION."

4. The total number of shares of stock which the Corporation has authority to issue is 2,500,000 shares of Common Stock, all of which are of the same class and of the par value of \$1.00 each, with an aggregate par value of \$2,500,000, and of which 1,012,984 shares are issued and outstanding, including 1,134 shares reserved for, and not eligible to vote until, exchange of certificates for old capital stock representing such shares. The total number of shares of stock which Wayne has authority to issue is 1,000,000 shares of capital stock, all of which are of the same class and of the par value of \$1.00 each, with an aggregate par value of \$1,000,000, of which 462,948 shares are issued and outstanding, and 6,270 shares are reserved for issuance under outstanding options, and 25,000 shares are reserved for issuance under the Wayne Restricted Stock Option Plan, dated April 10, 1957.

5. The manner of converting the stock of the Corporation and the stock and options to purchase stock of Wayne into stock and options to purchase stock of the Corporation is as follows:

(a) Each share of Common Stock of the Corporation outstanding on the effective date of the merger shall remain outstanding as one share of Common Stock of the Corporation.

(b) Each share of capital stock of Wayne outstanding on the effective date of the merger and not owned by the Corporation shall be converted into (i) $2\frac{1}{4}$ shares of Common Stock of the Corporation (except that no fractional shares of Common Stock of the Corporation shall be issued and in lieu thereof the Corporation will pay in cash the equivalent of any fractional share as hereinafter provided), and (ii) an option to purchase a share of Common Stock of the Corporation at the purchase price of \$10 per share on or at any time after June 1, 1958 and on or before May 31, 1963, and at a price of \$15 per share on or at any time after June 1, 1963 and on or before May 31, 1968; provided, however, that in the event of the liquidation, dissolution or winding up of the Corporation the right to exercise the option shall terminate at the close of business on the fourth full business day before the earliest date fixed for the payment of any distributable amount on the Common Stock of the Corporation.

(c) On the effective date of the merger, (i) all shares of capital stock of Wayne owned by the Corporation shall be cancelled and all rights in respect thereof shall cease, and (ii) any treasury shares owned by Wayne shall be cancelled.

(d) After the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of capital stock of Wayne shall, upon surrender of the same to a transfer agent of the Corporation designated for that purpose, be entitled to receive in exchange therefor: (i) a certificate or certificates representing the number of whole shares of Common Stock of the Corporation into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid; (ii) in lieu of fractional shares of Common Stock of the Corporation, a sum in cash equal to the value of any such fractional interest determined on the basis of the last reported sale price for shares of Common Stock of the Corporation on the New York Stock Exchange prior to the effective date of the merger; and (iii) a warrant or warrants evidencing the options to purchase a number of shares of Common Stock of the Corporation equal to the number of shares of capital stock of Wayne theretofore represented by the certificate or certificates so surrendered.

(e) The option to purchase shares of Common Stock of the Corporation shall be evidenced by transferable Warrants in registered form, which shall be in such form and contain such provisions as may be reasonably determined by the Board of Directors of the Corporation (whose determination shall be conclusive) to the effect, among other things, that

(A) while the Warrants are exercisable, the Corporation will reserve from its authorized and unissued Common Stock a sufficient number of shares to provide for the delivery of stock pursuant to the exercise of the Warrants; and

(B) in the event that the Corporation offers any shares of Common Stock or securities convertible into Common Stock to the holders of the Common Stock as a class for subscription, the holder of the Warrant shall be entitled to subscribe for the same number of shares of Common Stock or amount of securities convertible into Common Stock, and at the same price, as he would have been entitled to subscribe had the Warrant been previously exercised; and

(C) in the event that

(i) the shares of Common Stock of the Corporation at any time outstanding shall be subdivided, by reclassification, recapitalization or otherwise, into a greater number of shares without the actual receipt by the Corporation of any consideration for the additional number of shares so issued; or the number of shares of Common Stock of the Corporation at any time outstanding shall be reduced, by reclassification, recapitalization, reduction of capital stock or otherwise; or

(ii) the outstanding shares of Common Stock of the Corporation shall be reclassified or changed other than in a manner referred to in clause (i) of this paragraph; or

(iii) the Corporation shall merge or consolidate with or into another corporation, or shall sell its property as an entirety or substantially as an entirety;

each holder of Warrants then outstanding shall have the right thereafter, so long as the right to exercise same shall exist, to exercise his Warrant or Warrants and thereby purchase the kind and amount of securities or property, if any, which the holder would have received had the Warrant been exercised in the same manner and to the same extent immediately prior to any such event; and

(D) until the valid exercise of the Warrants, the holder thereof shall not be entitled to any rights of a stockholder; and

(E) the number of shares issuable upon the exercise of Warrants shall be adjusted to the nearest one hundredth share of Common Stock; and

(F) in the event that any adjustment results in the inclusion of a fraction of a share, no fractions of shares of Common Stock shall be issued upon the exercise of Warrants, but in lieu thereof the Corporation shall pay cash based on current market value as determined by the directors of the Corporation (whose determination shall be conclusive).

(f) On the effective date of the merger, each outstanding option to purchase shares of capital stock of Wayne shall be converted into an option to purchase a number of shares of Common Stock of the Corporation determined by multiplying the number of shares of capital stock of Wayne which may be purchased under such option by $2\frac{1}{4}$ (eliminating any resulting fraction of a share), at a price per share determined by dividing the price per share at which shares of capital stock of Wayne may be purchased pursuant to such option by $2\frac{1}{4}$, and upon such terms and conditions as may be fixed by the Board of Directors of the Corporation substantially similar to those contained in such option to purchase shares of capital stock of Wayne, provided, however, that in accordance with the provisions of the option agreements evidencing such options effective in the event of merger, the outstanding options may be further adjusted to take appropriate account of the value of the Warrants issuable in exchange for shares of stock of Wayne, but no such adjustment will be made which, in the opinion of counsel to the corporations, will affect the status of the option as a restricted stock option within the meaning of the Internal Revenue Code.

(g) Except as herein set forth, no other consideration is to be paid, transferred or issued by the Corporation for shares of stock of either of the corporations party to these Articles.

6. The names of the persons who are to be directors of the Corporation and who shall hold office until their successors are chosen and qualified according to the By-laws of the Corporation are as follows:

W. H. Bateman
C. H. Buesching
Bernard Fein
Irving Mitchell Felt
Stephen Y. Hord
William M. Jennings
Otis E. Kline
Robert C. Loudon
James J. Minot

Hobart C. Ramsey
Paul Renshaw
J. A. Sauer
Willard Shambaugh
Hynes Sparks
C. J. Symington
W. T. Thornton, Jr.
Louis Yaeger

If, on the effective date of the merger, a vacancy shall exist in the number of directors of the Corporation by reason of the death or inability to act of any of the above named persons or their failure to accept a directorship of the Corporation, such vacancy may be filled in the manner provided in the By-laws of the Corporation.

7. Unless and until otherwise determined by the Board of Directors of the Corporation, all pension and retirement plans of Wayne and all other plans, agreements or arrangements of Wayne relating to its employees or any of them, in force on the effective date of the merger, shall be effective with respect to the Corporation in the same manner as if adopted, or made by it, and shall be applicable to the persons who would have been covered thereby if the merger herein provided for were not effected, except that (a) the employment agreement between Wayne and

W. H. Bateman, effective December 1, 1955, will be modified to provide that it shall be initially effective until December 31, 1965 and that the basic salary shall be \$44,000 per year and the percentage compensation shall be based upon adjusted consolidated net earnings as therein defined of the Corporation and its subsidiaries in excess of \$1,500,000 for each calendar year beginning with 1958 (including, however, for the year 1958 the earnings of Wayne from December 1, 1957 to the effective date of the merger); (b) the Wayne Restricted Stock Option Plan dated April 10, 1957 shall be effective with respect to Common Stock of the Corporation in the same manner as if the Plan had been originally adopted by the Corporation, with the total number of shares of Common Stock of the Corporation which may be sold pursuant to options granted under the Plan adjusted so as not to exceed 56,250 shares; and (c) the amount to be paid into the profit-sharing fund under the Wayne Profit Sharing Plan for Executive and Managerial Personnel shall be calculated on the basis of the operations of those divisions of the Corporation that carry on, after the effective date of the merger, the activities theretofore carried on by Wayne.

8. Until the effective date of the merger:

(a) Neither Wayne nor the Corporation shall (1) engage in any activity or transaction other than in the ordinary course of business without first obtaining the approval of the other; (2) issue or sell, or grant or issue any rights or options with respect to, any shares of its stock, except that Wayne may issue shares of its stock, upon the exercise, in whole or in part, of options heretofore granted; or (3) declare or pay any dividend on its stock, except that (i) the Corporation may pay a quarterly dividend on its Common Stock of fifteen (15¢) cents per share payable April 16, 1958, and (ii) if the date for the determination of stockholders entitled to receive such dividend shall precede the effective date of the merger, Wayne may declare and pay a dividend, payable to stockholders of record on a date prior to the effective date of the merger, in an amount not exceeding 33 1/4 cents per share.

(b) The Corporation will not sell, transfer or otherwise dispose of any part of or interest in the 198,975 shares of stock of Wayne presently owned by the Corporation.

9. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Wayne, including subscriptions for shares and other choses in action belonging to it, shall be transferred to, vested in, and shall devolve upon the Corporation, without further act or deed; and all property, rights, privileges and franchises, and every other interest, shall be as effectually the property of the Corporation as they were of each of the respective corporations party to these Articles, and the title to all real estate vested in either of said corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Corporation.

10. A. The principal office of the Corporation in Maryland is located at 640 Mathieson Building, Baltimore, ~~Baltimore County~~, and the principal office of Wayne in Maryland is located at West College Avenue, Salisbury, Wicomico County.

B. Wayne owns property the title to which could be affected by the recording of an instrument among the Land Records in Wicomico County, Maryland.

11. The date on which Articles of Merger providing for the merger agreed to herein shall have been accepted for record by the State Tax Commission of the State of Maryland shall be deemed the effective date of the merger and of these Articles.

12. These Articles of Merger were duly advised and authorized by the Board of Directors of each of the corporations party hereto in accordance with the laws of the State of Maryland.

13. The Corporation shall pay all expenses of effecting the merger.

14. The merger may be abandoned by a majority vote of the entire Board of Directors then in office of either of the corporations party to these Articles at any time prior to the effective date of the merger, but not later than thirty days after the date of the later of the two meetings of stockholders at which Articles of Merger shall have been approved.

15. Any number of counterparts of these Articles may be executed and each such counterpart shall be deemed an original.

IN WITNESS WHEREOF, The Symington-Gould Corporation and The Wayne Pump Company, pursuant to authority duly given by their respective Boards of Directors, have by their respective Presidents executed these presents and have caused their corporate seals to be hereunto affixed and attested by their respective Secretaries.

(Seal)

Attest:

Mrs. S. L. ...
Secretary

THE SYMINGTON-GOULD CORPORATION

By

Wm. S. ...
President

(Seal)

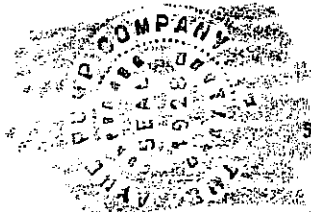
Attest:

Wm. S. ...
Secretary

THE WAYNE PUMP COMPANY

By

H. W. Bate...
President



**Statements with Respect to Approval of
Articles of Merger**

The Board of Directors of The Symington-Gould Corporation, at a meeting duly convened and held on January 29, 1958, duly advised the merger of The Wayne Pump Company into The Symington-Gould Corporation by passing a resolution declaring a merger substantially upon the terms and conditions hereinabove set forth to be advisable and directed that proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of The Symington-Gould Corporation. The special meeting of stockholders called by the directors of said corporation, as aforesaid, and duly warned in the manner provided by law, was held on March 11, 1958, and at said meeting the stockholders by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon duly approved these Articles of Merger.

The Board of Directors of The Wayne Pump Company at a meeting duly convened and held on January 29, 1958, duly advised the merger of The Wayne Pump Company into The Symington-Gould Corporation by passing a resolution declaring a merger substantially upon the terms and conditions hereinabove set forth to be advisable and directed that proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of The Wayne Pump Company. The special meeting of stockholders called by the directors of said corporation, as aforesaid, and duly warned in the manner provided by law, was held on March 11, 1958, and at said meeting the stockholders by the affirmative vote of the holders of more than 51% of the shares of stock of The Wayne Pump Company outstanding and entitled to vote (the charter of The Wayne Pump Company providing that a merger of said corporation into any other corporation may be approved by the holders of a majority of the total number of outstanding shares of stock) duly approved these Articles of Merger.

IN WITNESS WHEREOF, The Symington-Gould Corporation has caused these Articles of Merger to be signed in its name and on its behalf by its President and the corporate seal to be attached and attested by its Secretary, the 12th day of March, 1958, and The Wayne Pump Company has caused these Articles of Merger to be signed in its name and on its behalf by its President and the corporate seal to be attached and attested by its Secretary, the 12th day

of March, 1958.

THE SYMINGTON-GOULD CORPORATION

By *Wm. Frank*
President

Henry J. ...
Secretary

THE WAYNE PUMP COMPANY

By *H. H. Bateman*
President

Marion ...
Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

I hereby certify that on March 12, 1958, before me, the subscriber, a notary public for the State and County aforesaid, personally appeared HYNES SPARKS, President of The Symington-Gould Corporation, a Maryland corporation, who on behalf of the corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation and at the same time personally appeared James S. Thompson, Jr., and made oath in due form of law that he was the Secretary of the meeting of stockholders of The Symington-Gould Corporation at which said Articles of Merger of the corporation were approved, and that the matters and acts set forth in said Articles of Merger, including matters and acts set forth in the foregoing "Statements With Respect to Approval of Articles of Merger", with respect to approval by the stockholders of the Articles of Merger, are true to the best of his knowledge, information and belief.

Witness my hand and notarial seal the day and year last above written.

(Notarial Seal)


Notary Public

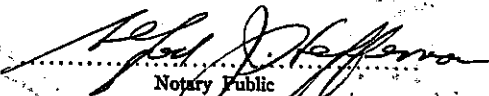
ALFRED J. HEFFERNAN
Notary Public, Kings Co. No. 24-1735800
Certs filed with N.Y. Co. Clerk &
Commission Expires March 30, 1959

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

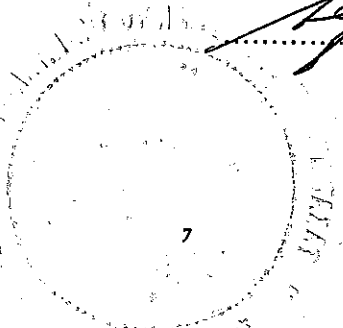
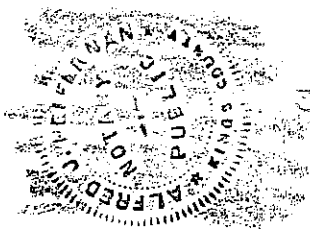
I hereby certify that on March 12, 1958, before me, the subscriber, a notary public for the State and County aforesaid, personally appeared W. H. BATEMAN, President of The Wayne Pump Company, a Maryland corporation, who on behalf of the corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation and at the same time personally appeared W. T. Thornton, Jr., and made oath in due form of law that he was the Secretary of the meeting of stockholders of The Wayne Pump Company at which said Articles of Merger of the corporation were approved, and that the matters and acts set forth in said Articles of Merger, including matters and acts set forth in the foregoing "Statements With Respect to Approval of Articles of Merger", with respect to approval by the stockholders of the Articles of Merger, are true to the best of his knowledge, information and belief.

Witness my hand and notarial seal the day and year last above written.

(Notarial Seal)


Notary Public

ALFRED J. HEFFERNAN
Notary Public, Kings Co. No. 24-1735800
Certs filed with N.Y. Co. Clerk &
Commission Expires March 30, 1959



ARTICLES OF MERGER
BETWEEN
THE WAYNE PUMP COMPANY, (a Md. Corp.)
into
THE SYMINGTON-GOULD CORPORATION, (a Md. Corp.), the survivor,
changing its name to
SYMINGTON WAYNE CORPORATION

approved and received for record by the State Tax Commission of Maryland,
March 12, 1958 at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

A 12389

APPROVAL RECORDED IN
MINUTES — CORPORATE LEDGER

Recorded in Liber F-73 folio 20, one of the Charter Records of the State Tax
Commission of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 15.00
\$2.00 Certificate Land Record Office Wicomico Co.
\$2.00 Certificate Corporation Record Office Wicomico

To the clerk of the Superior Court of Baltimore City

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

Secretary



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 WEST PRESTON STREET

BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF MERGER
BETWEEN

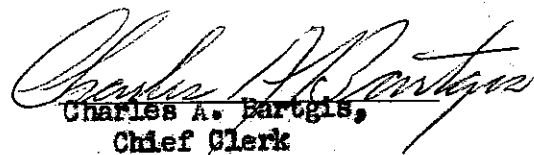
THE WAYNE PUMP COMPANY, (a Md. Corp.)
into

THE SYMINGTON-GOULD CORPORATION, (a Md. Corp.), the survivor,
changing its name to
SYMINGTON WAYNE CORPORATION

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, March 12, 1958,

at 4:30 o'clock P. M.

AS WITNESS my hand and official seal of the said Department at
Baltimore this 19th day of November, 1965.


Charles A. Bartgis,
Chief Clerk

STATEMENT AND NOTICE OF CHANGE OF PRINCIPAL
OFFICE AND NAME AND ADDRESS OF RESIDENT AGENT

of

SYMINGTON WAYNE CORPORATION

To: State Tax Commission of Maryland
31 Light Street
Baltimore 3, Maryland

Dear Sirs:

Pursuant to the provisions of Section 8 of Article 23 of the Maryland Corporation Law Annotated (Edition of 1953), the undersigned, a Maryland corporation, hereby notifies the State Tax Commission of Maryland:

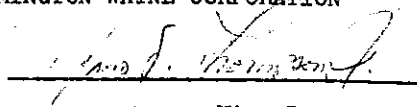
a. That the post-office address of the place at which the principal office of the undersigned corporation in the State of Maryland is located has been changed to West College Avenue, Salisbury, Maryland.

b. That the resident agent of the undersigned corporation in the State of Maryland has been changed to W.T. Thornton, Jr., a citizen of the State of Maryland actually residing therein and whose post office address is West College Avenue, Salisbury, Maryland.

A certified copy of the resolutions of the Board of Directors authorizing the foregoing changes is filed herewith.

Very truly yours,

SYMINGTON WAYNE CORPORATION

By 

Vice President

Dated: March 12, 1958

SYMINGTON WAYNE CORPORATION

The undersigned, Secretary of Symington Wayne Corporation, a corporation duly organized and existing under the laws of the

State of Maryland, hereby certifies that at a meeting of the Board

of Directors of the corporation duly held on March 12, 1958, at which

a quorum was present and acted throughout, the following resolutions

were duly adopted and are still in full force and effect:

RESOLVED, that the post-office address of the place at which the principal office of this Corporation in the State of Maryland is located be and the same hereby is changed to West College Avenue, Salisbury, Maryland; and it was further

RESOLVED, that the resident agent of this Corporation in the State of Maryland be and the same hereby is changed to W. T. Thornton, Jr., a citizen of the State of Maryland and actually residing therein and whose post-office address is West College Avenue, Salisbury, Maryland; and it was further

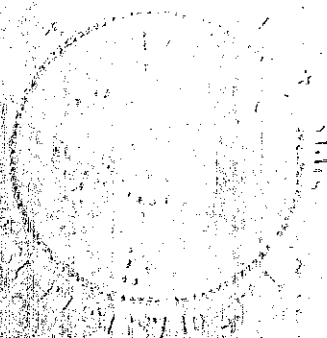
RESOLVED, that a certified copy of the foregoing resolutions shall be filed with the State Tax Commission of the State of Maryland after the acceptance for record by the State Tax Commission of the Articles of Merger of this Corporation and The Wayne Pump Company, and upon such filing the changes in the principal office of this Corporation in the State of Maryland and the resident agent of this Corporation in the State of Maryland shall become effective.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

the seal of said corporation the 12 day of March, 1958.

W. T. Thornton, Jr., Secretary





Recording Fee Paid \$4.00

Clerk of the Circuit Court for Wisconsin County

AA No. 1920

the charter records of the State Tax Commission of Maryland.

Folio No. 363 one of

, at 4:31 P. M.

March 12, 1958

received for record

NOTICE OF CHANGE OF RESIDENT AGENT AND
PRINCIPAL OFFICE
OF
STYNGTON WAYNE CORPORATION

Charles A. Bartgis
Charles A. Bartgis,
Chief Clerk

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, March 12, 1958,
at 4:31 o'clock P. M.
AS WITNESS my hand and official seal of the said Department at
Baltimore this 19th day of November, 1965.

THIS IS TO CERTIFY THAT the within instrument is a true copy of the
NOTICE OF CHANGE OF RESIDENT AGENT AND
PRINCIPAL OFFICE
OF
SYMINGTON WAYNE CORPORATION

STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201





STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

NOTICE OF CHANGE OF RESIDENT AGENT AND
PRINCIPAL OFFICE

OF

SYMINGTON WAYNE CORPORATION

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, March 12, 1958,
at 4:31 o'clock P. M.
AS WITNESS my hand and official seal of the said Department at
Baltimore this 19th day of November, 1965.

Charles A. Bartgis
Charles A. Bartgis,
Chief Clerk

THE SYMINGTON-GOULD CORPORATION
ARTICLES OF AMENDMENT

(Under Sections 11-12)

The Symington-Gould Corporation, a Maryland corporation with the principal office of the company in Maryland at Baltimore, Maryland (hereinafter called the Company), hereby certifies to the State Tax Commission of Maryland that:

FIRST: The Charter of the Company is hereby amended by striking out of the Charter, as restated, the initial paragraph of Article Fourth and inserting in lieu thereof the following:

"Fourth: The total amount of the authorized Capital Stock of the Company is \$2,500,000, divided into 2,500,000 shares of common stock of the par value of \$1.00 each."

SECOND: The Board of Directors of the Company, at a meeting duly convened and held on January 24, 1957, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable, and directing that it be

submitted for action thereon at the annual meeting of the stockholders of the Company to be held on April 25, 1957. THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the Charter and stating that a purpose of the meeting of stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon (there

being only one class).

FOURTH: The amendment of the Charter of the

Company as hereinabove set forth was approved by the

stockholders of the Company at said meeting by the

affirmative vote of two-thirds of all the votes entitled

to be cast thereon.

FIFTH: (a) The total number of shares of all

classes of stock of the Company heretofore authorized, and

the number and par value of the shares of each class, are

as follows: 1,200,000 shares of common stock of the par

value of \$1.00 each.

(b) The total number of shares of all

classes of stock of the Company as increased, and the number

and par value of the shares of each class, are as follows:

2,500,000 shares of common stock of the par value of \$1.00

each.

(c) The capital stock of the Company is

not divided into classes.

IN WITNESS WHEREOF, THE SYMINGTON-GOULD CORPORATION

has caused these presents to be signed in its name and on its

behalf by its President or one of its Vice Presidents and its

corporate seal to be hereunto affixed and attested by its

Secretary or one of its Assistant Secretaries on May 29, 1957.

THE SYMINGTON-GOULD CORPORATION

Attest: *James S. Thompson, Jr.*
James S. Thompson, Jr. President

Secretary



Raymond A. Booth
Raymond A. Booth
Notary Public.

Last above written.

WITNESS my hand and notarial seal, the day and year

and belief.

Amendment are true to the best of his knowledge, information
that the matters and facts set forth in said Articles of
Charter of the corporation therein set forth was approved, and
stockholders of said corporation at which the amendment of the
in due form of law that he was Secretary of the meeting of the
time personally appeared JAMES S. THOMPSON, JR. and made oath
to be the corporate act of said corporation; and at the same
corporation acknowledged the foregoing Articles of Amendment
Maryland corporation, and in the name and on behalf of said
HYNES SPARKS, President of THE SYMINGTON-GOULD CORPORATION, a
in and for the County of *Erie*, personally appeared
me, the subscriber, a notary public of the State of New York,
I HEREBY CERTIFY that on May *29*, 1957, before

STATE OF NEW YORK
COUNTY OF *Erie*
SS: }

ARTICLES OF AGREEMENT

OF

THE SYMINGTON-GOULD CORPORATION

approved and received for record by the State Tax Commission of Maryland.

June 11, 1957 at 2:00 o'clock P. M. as in conformity

with law and ordered recorded.

APPROVAL RECORDED IN
MINUTES - CORPORATE LEDGER

A 9536

Recorded in Liber F-41, folio 204, one of the Charter Records of the State Tax Commission of Maryland.

Bonus tax paid \$ 95.00
Recording fee paid \$ 10.00

To the clerk of the Superior Court of Baltimore City

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

Secretary



STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF AMENDMENT

OF

THE SYMINGTON-GOULD CORPORATION

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, June 11, 1957,
at 2:00 o'clock P. M.
AS WITNESS my hand and official seal of the said Department at
Baltimore this 19th day of November, 1965.

Charles A. Bartgis
Charles A. Bartgis,
Chief Clerk

THE SYMINGTON-GOULD CORPORATION

ARTICLES OF RESTATMENT

THIS IS TO CERTIFY:

FIRST: That THE SYMINGTON-GOULD CORPORATION, a

Maryland corporation having its principal office in Baltimore, Maryland, (hereinafter called the Company) desires to restate

its charter as now in effect.

SECOND: That the provisions of the charter of the

Company now in effect are as follows:

FIRST: The name of the Corporation (which is hereinafter called the Company) is

THE SYMINGTON-GOULD CORPORATION.

SECOND: The purposes for which the Company is formed and the business or objects to be carried on and promoted by it are as follows:

(1) To manufacture, purchase or otherwise acquire, own, use, deal in, and deal with, lease, sell, or otherwise dispose of machinery, equipment, material, supplies, apparatus and appliances, used in or about the construction and operation of railroads, street railways, tramways and mines; to manufacture, purchase, or otherwise acquire, deal in and deal with, sell, or otherwise dispose of castings, forgings, and other articles composed of iron, steel or other metals or combinations thereof; to construct and carry on a general foundry and machine shop business and to purchase or otherwise acquire, mine, or otherwise dispose of iron, steel, manganese, coke, copper, lumber and any and all articles, consisting or partly consisting of iron, steel, manganese, coke, copper, lumber and any and all articles, consisting or partly consisting of iron, steel, manganese, coke, copper, lumber, wood or other materials.

(2) To carry on and transact, for itself or for account of others, the business of general merchandise, general brokers, general agents, manufacturers, buyers and sellers of, dealers and speculators in, imports and exports of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(3) To purchase or otherwise acquire, become interested in, make, use, issue, underwrite, guarantee, hold, sell, mortgage, pledge, manage and dispose of contracts, obligations, stocks, bonds, notes and all forms of securities, properties, and rights of all kinds, and to issue in exchange therefor or in payment thereof its own stocks, bonds or other obligations or securities, or otherwise pay therefor; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein.

(4) To purchase or otherwise acquire all or any part of the business, Good Will, rights, property and assets, and liabilities of any corporation, association, partnership, individual or otherwise; to take over as a going concern and continue any business so acquired, and to pay for any such business or properties in cash, stock, bonds, debentures, or obligations, of this company, or otherwise. To construct, purchase, lease, or otherwise acquire and establish, to equip and furnish with machinery, tools, appliances, furniture and equipment, and to sell or otherwise dispose of, and to turn to account any and all works, plants, mills, factories, stores, houses, warehouses, offices, salesrooms, depots and all other buildings, structures and works or parts thereof, necessary, convenient or useful in connection with the transaction of any part of the company's business.

(5) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the company.

(6) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the company.

(7) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appear to or be useful in the conduct of any of the business of the company.

(8) To acquire all or any part of the Goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the company has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(9) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the company; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(10) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the state of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this company, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this company.

(11) To issue shares of its stock of any class, in the manner permitted by law, to raise money for any of the purposes of the company or in payment for property purchased or for any other lawful consideration.

(12) To borrow or raise money for any of the purposes of the company and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the company, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the company for its corporate purposes.

(13) To aid in any manner any corporation or association any bonds or other securities or evidences of indebtedness of which, or shares of stock in which, are held by or for this company, or in which, or in the welfare of which, this company shall have any interest, and to do any acts or things designed to protect, preserve, improve or enhance the value of, any such bonds or other securities or evidences of indebtedness, or such shares of stock, or any other property of this company.

(14) To Guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which this Company has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(15) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in any part of the world, and, in carrying on its business and for the purpose of obtaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

(16) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Second shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and, generally, that the Company shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted to or conferred by the laws of said State, now or hereafter in force.

Charles A. Bartels
Charles A. Bartels,
Chief Clerk

AS WITNESS my hand and official seal of the said Department at
Baltimore this 19th day of November, 1965.
at 10:40 o'clock A. M.
and Taxation of Maryland,
as approved and received for record by the State Department of Assessments
April 30, 1953.

THE SYMINGTON-GOULD CORPORATION
OF
ARTICLES OF RESTATMENT OF THE CHARTER
THIS IS TO CERTIFY THAT the within instrument is a true copy of the

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201
STATE OF MARYLAND



ARTICLES OF RESTATEMENT OF THE CHARTER



My commission expires March 20 - 1954

Notary Public

[Signature]

last above written.

WITNESS my hand and Notarial Seal the day and year

and belief.

statement are true to the best of his knowledge, information that the matters and facts set forth in said Articles of Re- set forth in said Articles of Restatement was authorized, and pany at which the restatement of the charter of the Company Secretary of the meeting of the Board of Directors of the Com- S. Thompson, Jr., and made oath in due form of law that he was said Company; and at the same time personally appeared James foregoing Articles of Restatement to be the corporate act of and in the name and on behalf of said Company acknowledged the THE SYMINGTON-GOULD CORPORATION, a Maryland corporation, aforesaid, personally appeared Hynes Sparks, President of me, the subscriber, a Notary Public of the State and County I HEREBY CERTIFY that on April 24, 1953, before

STATE OF NEW YORK)
COUNTY OF ERIE)
SS:



THE SYMINGTON-GOULD CORPORATION

except as specifically permitted by Section 13 of the Maryland Corporation Law.

IN WITNESS WHEREOF, THE SYMINGTON-GOULD CORPORATION has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereto attached and attested by its Secretary or one of its Assistant Secretaries on April 15, 1953.

By Thos. G. Gould

ATTEST:

Secretary

Company is being effected by these Articles of Restatement

FIFTH: That no amendment of the charter of the

convened and held on April 23, 1953.

entire Board of Directors of the Company at a meeting duly

Company has been authorized by vote of a majority of the

FOURTH: That this restatement of the charter of the

permitted to be omitted therefrom.

are by Section 13 of the Maryland Corporation Law specifically

such charter now in effect, excluding only such provisions as

Company hereinabove set forth are all of the provisions of

THIRD: That the provisions of the charter of the

(6) The Company reserves the right from time to time to make any amendments of its Certificate of Incorporation, including the repeal of any provisions thereof and including any amendment changing the rights, privileges and terms of its outstanding stock by classification, reclassification, or otherwise; and the affirmative vote of the holders of two-thirds of the outstanding Common Stock shall be sufficient to authorize the adoption of any such amendment.

(d) The Company may merge or consolidate with any other corporation or corporations organized under the laws of the United States of America, the State of Maryland or any other State of the United States or for the purpose of carrying on any kind or kinds of business, whether or not the certificate of incorporation or by-laws of such other corporation or corporations contain all or any of the provisions contained in this Certificate of Incorporation and the By-laws of the Company, to such extent and in any manner as may be now or hereafter authorized or permitted by law.

(c) The Company may close its affairs and be dissolved in any manner now or hereafter provided by law;

franchisees, for such considerations and upon such terms as may be approved by the holders of such two-thirds of the outstanding stock;

(b) The Company may sell, lease, exchange or transfer all of its property and assets as an entirety or substantially as an entirety, including its Goodwill and

(a) The Company may issue bonds, notes or other obligations secured by mortgage or deed of trust of any of the franchises of the Company;

(5) With the consent in writing of the affirmative vote at a meeting of the holders of two-thirds of the outstanding Common Stock

(4) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Company; to determine whether any, and, if any, what part, of the surplus of the Company or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Certificate of Incorporation, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Company of any class, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient, subject, however, to the provisions of the Certificate of Incorporation.

(3) No contract or other transaction between the Company and any other corporation and no act of the Company shall in any way be affected or invalidated by the fact that any of the directors of the Company are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Company who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Company which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

to holders of stock may, at the Board of Directors shall determine, be ordered to the exclusion of holders of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(2) No holders of stock of the company, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the company, or any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription

(1) The Board of Directors of the company is hereby empowered to authorize the issuance from time to time of shares of its stock of any class and securities convertible into shares of its stock of any class for such considerations as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the company.

SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the company and of the directors and stockholders:

FIFTH: The company has eleven directors. W. H. Bateman, Raymond F. Brewer, Henry Herrman, James J. Knott, Ray Norris, H. C. Ramsey, Paul Henahan, J. A. Sauer, Hynes Sparks, C. J. Symington, C. J. Symington, Jr. are the directors now in office.

Each holder of common stock shall be entitled in any election of directors to cumulate his votes upon one or more directors, that is to say, each such holder shall be entitled to as many votes as shall equal the number of his shares of common stock multiplied by the number of directors to be voted for, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit.

Each holder of common stock shall be entitled for each share held to one vote for the election of directors and all other purposes.

FOURTH: The total amount of the authorized capital stock of the company is \$1,200,000 divided into 1,200,000 shares of common stock of the par value of \$1 each.

THIRD: The post office address of the place at which the principal office of the company in this state will be located is 640 Mathieson Building, Baltimore, Maryland. The resident agent of the company is Charles B. Hoffman, 640 Mathieson Building, Baltimore, Maryland. Said resident agent is a citizen of the state of Maryland, actually residing therein.