

# 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

**LEHIGH DESIGN COMPANY, INC.**

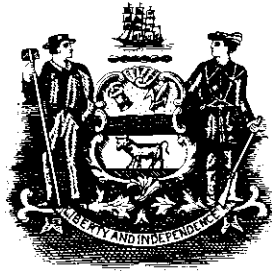
a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **18th** day of **September** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **18th** day of **September** 19 **63**, 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 **18th** day of **September**, A.D. 19 **63**.

Secretary of State.

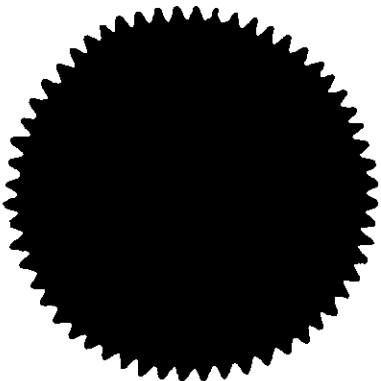
# State of Delaware



## Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "LEHIGH DESIGN COMPANY, INC.", as received and filed in this office the twelfth day of September, A.D. 1961, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this tenth day of September in the year of our Lord one thousand nine hundred and sixty-three.



*Elisha C. Dukes*

Secretary of State

*A. F. L.*

Asst. Secretary of State

CERTIFICATE OF CHANGE OF LOCATION OF  
PRINCIPAL OFFICE AND RESIDENT AGENT

OF

LEHIGH DESIGN COMPANY, INC.


At a special meeting of the Board of Directors of the above-named Delaware corporation, the following resolutions were duly adopted:

RESOLVED, That the location of the principal office of this corporation within the State of Delaware be changed from 129 South State Street, in the City of Dover, County of Kent, to No. 229 South State Street, in the City of Dover, County of Kent.

FURTHER RESOLVED, That the resident agent of this corporation in Delaware be changed and that in place of the present resident agent, The Prentice-Hall Corporation System, Inc., whose address is No. 229 South State Street, Dover, Delaware, be, and it hereby is designated and appointed resident agent of this corporation in Delaware.

The said, the above-named corporation, hereby certifies that the foregoing is a true copy of the resolutions duly adopted by the Board of Directors of said corporation changing the location of its principal office in Delaware and its resident agent in Delaware at the meeting of said Board held as above stated.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed by its undersigned officers and its corporate seal to be hereunto affixed, this 28<sup>th</sup> day of September, 1962

  
Benjamin W. Harris  
President (~~Vice-President~~)  
Benjamin W. Harris

Stephen N. Elias  
Secretary (~~Assistant Secretary~~)  
Stephen N. Elias

(CORPORATE SEAL)

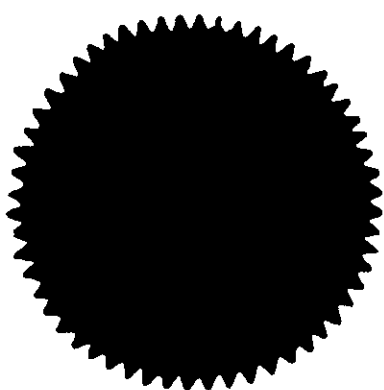
# State of Delaware



## Office of Secretary of State

*J. Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Change of Agent and Location of Principal Office of  
the "LEHIGH DESIGN COMPANY, INC.", as received and filed in this office  
the twenty-third day of October, A.D. 1962, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this tenth day  
of September in the year of our Lord  
one thousand nine hundred and sixty-three.



*Elisha C. Dukes*

Secretary of State

*J. L. D.*

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF

LEHIGH DESIGN COMPANY, INC.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the provisions of the General Corporation Law of the State of Delaware, hereby certify as follows:

FIRST: The name of the corporation shall be LEHIGH DESIGN COMPANY, INC. (hereinafter called the "Corporation").

SECOND: The principal office of the Corporation in the State of Delaware is located at No. 129 South State Street, in the City of Dover, County of Kent. The name and address of its resident agent is the United States Corporation Company, No. 129 South State Street, Dover, Delaware.

THIRD: The nature of the business of the Corporation and the objects and purposes proposed to be transacted, proposed or carried on by it are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world:

(a) To design, develop, test, report on, construct, manufacture, purchase or otherwise acquire, sell, distribute, let or otherwise dispose of or deal in, electrical and mechanical equipment and apparatus of any nature or kind whatsoever, or components thereof, and generally to do all things and to carry on all lines of trade common to the general business;

(b) To carry on the business of research, development and technical writing; to design products and electronic and aircraft equipment; to do general designing, drafting and testing of mechanical and electronic equipment, components and parts; to design tools; to produce any of the above tools, products or equipment or designs;

(c) To enter into contracts, agreements or arrangements pursuant to which its officers, agents, employees and/or servants will perform services for or on behalf of other persons, firms or corporations, and to do all things necessary to carry out the terms of such contracts, agreements or arrangements;

(d) To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and goodwill of any one or more corporations, associations, partnerships, firms, syndicates or individuals, engaged in any business which this corporation is authorized to carry on; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the whole or any part thereof; and, in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any business thus acquired;

(e) To organize, operate and manage associations of individuals, partnerships, corporations or other business enterprises engaged in like or similar businesses, in order to advance their mutual purposes and the purposes of the Corporation; and in connection therewith or otherwise, to grant franchises, permits and licenses for the use of the name of the Corporation and other trademarks, trade names or any other property owned by the Corporation; to maintain and operate a trade information bureau for the collection and supply of information of trade interest; to act as principal, agent, broker or representative incident to the making of credit investigations and credit reports, and in the supervision and handling of debts between individuals, partnerships, corporations or other business enterprises and their respective creditors; and to perform such other functions of any nature whatsoever as may benefit the associations organized, operated or managed by the Corporation or their respective members;

(f) As principal, agent or broker, and on commission or otherwise; to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, renovate, repair, manage, maintain and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right or interest therein or pertaining thereto; to construct, improve, repair, raze and wreck, industrial, commercial, residential and institutional buildings, structures and works of all kinds, for itself or for others; to buy, sell and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate;

(g) To engage in and carry on a general contracting, construction and building business in all of its branches, including excavation, grading, paving and concrete work and the erection, construction, equipment, improvement, working, development, demolition, repair, management and control of buildings, highways, subways, structures and works of any and all kinds whatsoever; to manufacture, buy, sell, trade and deal in all kinds of building materials and products;

(h) To lend its uninvested funds from time to time to such extent, to such persons, firms, associations, corporations, governments, or subdivisions thereof, and on such terms and on such security, if any, as the Board of Directors of the Corporation may determine; to aid, either by loan or by guarantee of securities or other obligations, or in any other manner, any corporation or association, domestic or foreign;

(i) To enter into partnership or into any arrangement for sharing of profits, union of interests, cooperation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Corporation; and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guaranty, or otherwise deal with the same;

(j) To conduct a general merchandising and trading business, and for the accomplishment thereof to buy or otherwise acquire, hold, sell or otherwise dispose of, deal and trade in, as principal, agent or broker, goods, wares, merchandise and personal property of every kind and description, except bills of exchange, at wholesale or retail and on commission or otherwise;

(k) To buy, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer or dispose of real and personal property of every kind, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part by cash or by exchanging therefor stock or other securities or obligations or property of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness, or other securities, contracts or obliga-

tions, to receive, collect and dispose of the interest, dividends, income and other proceeds arising from such property, and to possess and exercise in respect thereof all rights, powers and privileges of ownership, including all voting powers on any securities or property so owned;

(l) To lend money upon real property and take mortgages and assignments of mortgages of the same; to buy, sell and deal in bonds, notes and loans secured by mortgages or other liens on real property; to act as agent and broker or attorney-in-fact for any persons or corporations in buying, selling and dealing in real property and any and every estate and interest therein and choses in action secured thereby and in making or obtaining loans upon property, in supervising, managing and protecting the same, and effecting insurance against fire and all other risks thereon;

(m) To engage in any kind of manufacturing business and to manufacture, buy, lease or otherwise acquire, own, operate, install, service, transport, import, export, sell, lease or otherwise dispose of and generally to trade and deal in and with any and all kinds of raw materials, natural resources, manufactured articles and products, equipment, machinery, parts, supplies, tools and goods, merchandise and tangible property of every kind, used or capable of being used for any purpose whatsoever;

(n) To acquire and use, develop and operate and sell, assign, grant, licenses or territorial rights in respect to, or otherwise to turn to account or dispose of any copyrights, trademarks, trade names, brands, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise;

(o) To borrow money and to make and issue notes, bonds, debentures, bills of exchange, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description;

(p) To purchase or otherwise acquire shares of its own capital stock, bonds, notes, debentures or other obligations, and to sell or otherwise dispose of or retire the same, provided that the Corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the Corporation and provided further that the shares of its own capital stock belonging to the Corporation shall not be voted directly or indirectly;

(q) To organize or cause to be organized under the laws of the State of Delaware, or of any other State of the United States of America, or of the



District of Columbia, or of any territory, dependency, colony or possession of the United States of America, or of any foreign country, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which the Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

(r) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental to or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized;

(s) To act with respect to any or all of the powers hereinbefore set forth as agent, attorney in fact, factor or broker, on commission or otherwise, for individuals, partnerships, corporations, or other business enterprises, foreign or domestic, including governments or governmental authorities; to aid and assist, promote and conserve the interests of, and afford facilities for the convenient transaction of business by its principals and patrons in all parts of the world;

(t) To have all of the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations organized pursuant to the law under which this Corporation is formed, or under any act amendatory thereof, supplemental thereto or in substitution therefor, but nothing shall be construed to authorize or permit this Corporation (x) to carry on the business of discounting bills, notes or other evidences of debt, or receiving deposits of money or foreign coin, of buying and selling bills of exchange, of issuing bills, notes, or other evidences of debt for circulation as money, or of engaging in any other form of banking or (y) carry on any business or exercise any power or do any act which a corporation organized under the General Corporation Law of the State of Delaware may not lawfully do.

The business or purpose of the Corporation is from time to time to do any or all of the acts and things hereinabove set forth, and it shall have the power to conduct and carry on its said business, or any part thereof, and to have one or more offices and to exercise any or all of its corporate powers and rights, in the State of Delaware and in the various other states, territories,

colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of objects and purposes of the Corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any power, objects, or purposes which the Corporation is empowered to exercise whether expressly by force of laws of the State of Delaware now or hereafter in effect or impliedly by reason of construction of the said laws.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock of the par value of \$1.00 per share.

FIFTH: The minimum amount of capital with which the Corporation will commence business is \$1,000.

SIXTH: The name and place of residence of each of the incorporators is as follows:

Edward L. Levine	30 Broad Street, New York 4, N. Y.
Frederick D. Schroeder	30 Broad Street, New York 4, N. Y.
Peter F. Weir	30 Broad Street, New York 4, N. Y.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent.

EIGHTH: The existence of the Corporation is to be perpetual.

NINTH: The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three. Vacancies, and newly created directorships resulting from any increase in the authorized number of the directors, may be filled by a majority of the directors then in office, whether or not less than a quorum, and

the directors so chosen shall hold office until the next annual meeting of the stockholders and until the election and qualification of their successors. The election of directors need not be by ballot unless the By-Laws so provide.

In furtherance, and not in limitation of the powers conferred by law, and in addition to the powers which may be conferred by the By-Laws, the Board of Directors is authorized:

(a) To make, alter, amend or repeal the By-Laws of the Corporation subject to the powers of the stockholders of the Corporation having voting power to alter, amend, or repeal By-Laws made by the Board of Directors.

(b) To remove at any time, with or without cause, any officer elected or appointed by the Board of Directors by such vote of the Board of Directors as may be provided for in the By-Laws. Any other officer of the Corporation may be so removed at any time by a vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by vote of the Board of Directors.

(c) To determine the use and disposition of any surplus or net profit of the Corporation and to fix the times for the declaration and payment of dividends.

(d) To fix and vary the amount to be reserved for any proper purpose.

(e) To authorize and cause to be executed deeds and other instruments of transfer of, and mortgages and other liens upon, any part of the property of the Corporation provided it be less than substantially all of such property.

(f) From time to time to determine whether and

to what extent, and at what time and places, and under what conditions and regulations the accounts, books and documents of the Corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or documents of the Corporation except as conferred by statute or authorized by the Board of Directors.

(g) To establish bonus, profit-sharing, stock option, retirement or other types of incentive or compensation plans for the employees (including officers and directors) of the Corporation and to fix the amount of the profits to be distributed or shared and to determine the persons to participate in any such plans and the amount of their respective participations.

(h) To designate, by a resolution or resolutions of a majority of the entire Board of Directors, one or more committees, each committee to consist of two or more directors, to have such name as may be designated in the By-Laws or by the Board of Directors, and to have to the extent provided in such resolution or resolutions or in the By-Laws, the powers of the Board of Directors in the management of the affairs of the Corporation, including the power to authorize the affixing of the corporate seal.

In addition to the powers and authorities in this Certificate of Incorporation or by statute specifically conferred upon them, the directors are hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any By-Laws from time to time made by the stockholders; provided, however, that no By-Law

so made shall invalidate any prior act of the directors which would have been valid if such By-Law had not been made.

TENTH: Each director and each officer, and each former director and each former officer of the Corporation (and his legal representatives), and each person who shall serve at the request of the Corporation as a director or officer of another corporation in which the Corporation shall own shares of capital stock or of which the Corporation is a creditor, shall be indemnified by the Corporation against expenses, including attorneys' fees, actually and necessarily incurred by or imposed upon him in connection with the defense of, or arising out of any action, suit or proceeding in which he may be made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (but only to the extent that he is not indemnified by such other corporation) except in relation to matters as to which any such director or officer or former director or officer or person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; and, in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided by the Corporation in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of his duty. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled.

ELEVENTH: No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or

otherwise interested in, or are directors or officers of, such other corporation. Any director of the Corporation individually or any firm or association 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 Corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the Corporation 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 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. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the Corporation or of the directors, which shall be ratified by a majority of a quorum of the stockholders of the Corporation entitled to vote at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by the Certificate of Incorporation of the Corporation be as valid and as binding as though ratified by every stockholder of the Corporation entitled to vote; provided, however, that any failure of such stockholders to

approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their rights to proceed with such contract, transaction or act.

TWELFTH: Each officer, director or member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of accounts or reports made to the Corporation by any of its officers or employees or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee or in relying in good faith upon other records of the Corporation.

THIRTEENTH: No holder of any class of stock of the Corporation shall have any preemptive right to purchase or to subscribe for any additional issues of stock or other securities of the Corporation of any class, or any warrants, options or rights to purchase any such stock or other securities including, without limitation, securities of the Corporation convertible into, or exchangeable for, or carrying options or warrants to purchase, stock of any class or other securities of the Corporation.

FOURTEENTH: Both the stockholders and directors of the Corporation may, if the By-Laws so provide, hold any or all their meetings, and the Corporation may have an office or offices and may keep its books (except such as are required by the laws of the State of Delaware to be kept in Delaware), within or without the State of Delaware, at such place or places as may from time to time be designated by the Board of Directors.

FIFTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware and all rights conferred on stockholders, directors and officers herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the 11 day of September, 1961.

Edward L. Levine (S.)

Edward L. Levine

Frederick D. Schroeder (S.)

Frederick D. Schroeder

Peter F. Weir (S.)

Peter F. Weir



STATE OF NEW YORK     )  
                              :     SS.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that personally appeared before me, the subscriber, a Notary Public in and for the county aforesaid, EDWARD L. LEVINE, FREDERICK D. SCHROEDER and PETER F. WEIR, all the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office this 11th,  
day of September, 1961.

Edna Leeds

EDNA LEEDS  
NOTARY PUBLIC, State of New York  
No. 30-2293425  
Qualified in Nassau County  
Cert. filed in New York Co. Clk. Off.  
Commission Expires March 30, 1963

