

# 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

**SEDEX TIME RECORDS CO.**

a corporation duly organized and existing under the laws of **Massachusetts** 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 **Twenty-ninth** day of **July**, 19**64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **July**, 19**64**, a designation of **T. H. Iberle** in **W. C. Jordan** 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 **29th** day of **July**, A.D. 19**64**.

Secretary of State.



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

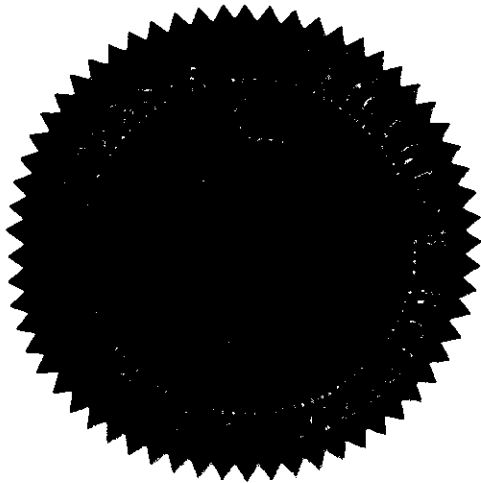
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph F. Turiss*  
Deputy Secretary



WE, *Edward G. Watkins*  
and *George O. Sawin*

3.  
President, *Milton A. Lages* Treasurer,

being a majority of the Directors of *Simplex Time Recorder Co.*

in compliance with the requirements of the twentieth section of chapter one hundred and ten of the Revised Laws, do hereby certify that the following is a true copy of the agreement of association to constitute said Corporation, with the names of the subscribers thereto:—

“We, whose names are hereto subscribed, do, by this agreement, associate ourselves with the intention to constitute a Corporation according to the provisions of the one hundred and tenth chapter of the Revised Laws of the Commonwealth of Massachusetts.

The name by which the Corporation shall be known is *Simplex Time Recorder Co.*

The Corporation is constituted for the purpose of *manufacturing and selling time recorders, employees time recorders, watchman's recorders, recording pressure gauges, mechanisms for recording temperature and other like instruments, also all kind of metal parts, and to carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in the place within which the Corporation is established or located is the town of Gardner within said Commonwealth.*

The amount of its capital stock is *Twenty Thousand* dollars. The par value of its shares is *One Hundred* dollars. The number of its shares is *Two Hundred*

IN WITNESS WHEREOF, we have hereunto set our hands, this *second* day of *January* in the year nineteen hundred and *t. o.*

*Edward G. Watkins*  
*Milton A. Lages*  
*George O. Sawin*  
*Desrie A. Stowell*

two.

That the first meeting of the subscribers to said agreement was held on the  
tenth day of January in the year nineteen hundred and

IN WITNESS WHEREOF, we have hereunto signed our names, this  
tenth day of January in the year nineteen hundred and two.

Edward G. Watkins President.  
Milton A. Breed, Treasurer.  
George O. Sawin.

Commonwealth of Massachusetts.

Worcester ss.

January 10,

1902

Then personally appeared the above-named

Edward G. Watkins, President, Milton A. Breed, Treasurer  
and George O. Sawin.

and severally made oath that the foregoing certificate, by them subscribed, is true to the best of their knowledge  
and belief.

Before me,

Matthew B. Quinn

Justice of the Peace.

In making the foregoing certificate, care should be taken —

1. To insert the full and exact name of the Corporation, as adopted in the articles of agreement, in the proper places, without abbreviation or change.
2. To give an exact copy of the articles of agreement, with the names of all the subscribers thereto as they are subscribed, and *not* by substituting initials for full names.
3. In filling the blanks for date on the *first* page, to insert the date of agreement of association. The place for the date of this certificate is on the second page.
4. In case there have been adjournments of the first meeting, to add a statement of that fact after filling in the blanks on the second page with the date of the first meeting. The expressions, " And by adjournment on the \_\_\_\_\_ day of \_\_\_\_\_ in said year," or " And by successive adjournments on the \_\_\_\_\_ day of \_\_\_\_\_ and on the \_\_\_\_\_ day of \_\_\_\_\_ , both in said year," are sufficient for the purpose.

In the organization of a corporation there should be no instruction to a person to cast one ballot for the election of an officer. Subscribers should vote without dictation.

[WRITE NOTHING BELOW.]

*Simplex Time Recorder Co.**Fee \$10.00 paid.*

## Certificate of Organization.

[FULL FORM.]

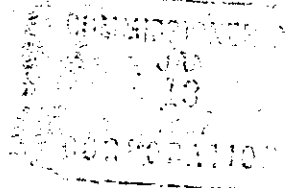
REVISED LAWS, CHAP. 110, SECT. 20.

*Filed in the office of the Secretary of the  
Commonwealth January 15, 1902.**Charter No. 2276*

I hereby certify that it appears, upon an examination of the within written certificate and the records of the corporation duly submitted to my inspection, that the requirements of sections four to nineteen, inclusive, of chapter one hundred and ten of the Revised Laws have been complied with, and I hereby approve said certificate, this *thirteenth* day of *January* A.D. nineteen hundred and two.

*William J. Duffy*  
Commissioner of Corporations.

Recorded,  
Vol. 146, p. 329.

*E.H.**wd 1/3.*



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

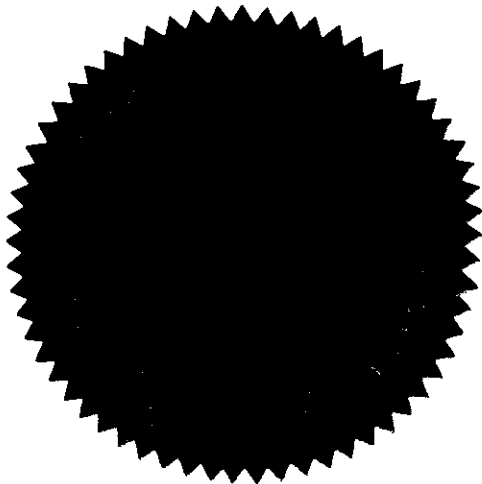
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 20 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Lawrence Fallon*  
Deputy Secretary



## ARTICLES OF AMENDMENT.

There should accompany this certificate a fee of  $\frac{1}{10}$  of one per cent. of the authorized increase of capital stock. Checks should be made payable to the Secretary of the Commonwealth.

ARTICLE I. WE, Edward G. Watkins President, Charles H. Frost  
Treasurer, and  
Edward G. Watkins, Charles H. Frost, Desrie A. Stowell  
and Arthur D. Butterfield

being a majority of the Directors of

✓ SIMPLEX TIME RECORDER COMPANY)

in compliance with the provisions of chapter 437 of the Acts of 1903 and of all acts in amendment thereof and in addition thereto, do hereby certify that at a meeting of the stockholders of said corporation, duly called for the purpose, held September 29th 1916, and by the affirmative vote of 190 ~~shares of the preferred stock and of~~ shares of the ~~common~~ stock of said corporation, being at least a majority of all the stock outstanding and entitled to vote, the following amendment authorizing an increase in the capital stock of said corporation was duly adopted, namely:—

ARTICLE II. [Here insert an exact copy of the vote or votes authorizing the increase, and the "terms and manner of disposition of such increased stock."]

VOTED that the capital stock of this company shall be increased by the amount of Fifty-five Thousand (\$55000) Dollars, represented by five hundred fifty (550) shares, of which two hundred fifty (250) shares shall be preferred stock and three hundred (300) shares shall be common stock. Said stock to be paid for in cash.

The above vote was taken by ballot and it was passed by a majority of the stock outstanding and entitled to vote.

VOTED, that the directors by request take immediate steps to carry out the provisions of the above vote.

VOTED, that the holders of preferred stock shall be entitled to receive in each year, out of the surplus net profits of the corporation, a yearly dividend of six per cent, payable semi-annually in January and July, if declared, before any dividend shall be set apart or paid on the common stock, but they shall not be entitled to any further dividend. The dividends upon the preferred stock shall be cumulative, so that, if in any year dividends amounting to six per cent are not paid on the preferred stock, the deficiency shall be payable subsequently, before any dividends are set apart or paid upon the common stock. Dividends on the common stock may also be declared semi-annually in said months after providing for the semi-annual dividend on the preferred stock then accrued. The holders of common stock shall be entitled to receive all moneys appropriated to dividends after the payment of said cumulative dividends on the preferred stock. In case of liquidation or dissolution of the corporation, the holders of preferred stock will be entitled to be paid in full both the principal of their shares and the accrued dividend charge before any amount is paid to the holders of common stock; but, after such payment to the holders of the preferred stock at its par value, the remaining assets and funds shall be divided pro rata among the holders of the common stock. The shares of common stock shall have the exclusive voting power. The preferred stock may be redeemed at any time after the expiration of five years from date of issue, at One Hundred Five (\$105) Dollars per share.



ARTICLE III. That the total amount of capital stock already authorized is

None { shares preferred.  
Two Hundred { shares common.

The amount of capital stock already issued for cash payable by instalments is

None { shares preferred.  
None { shares common.

upon which dollars have been paid,

namely,

{ dollars on preferred stock.  
{ dollars on common stock.

The amount of full paid capital stock already issued for cash is

None { shares preferred.  
Two Hundred { shares common.

for property is

None { shares preferred.  
None { shares common.

for services and expenses

None { shares preferred.  
None { shares common.

ARTICLE IV. That the amount of additional capital stock authorized is

Two Hundred Fifty { shares preferred.  
Three Hundred { shares common.

Of which there is to be now issued and paid for stock as follows:—

	PREFERRED.	COMMON.
IN CASH:		
In full, . . . . .	250	300
By instalments, . . . . .		
Amount of first instalment, . . . . .		
IN PROPERTY:		
Real estate:		
Location, . . . . .		
Area, . . . . .		
Personal Property:		
Machinery, . . . . .		
Merchandise, . . . . .		
Bills receivable, . . . . .		
Stocks and securities, . . . . .		
Patent rights, . . . . .		
Copyrights, . . . . .		
Trade marks, . . . . .		
Good will, . . . . .		
Services, . . . . .		
Expenses, . . . . .		

[Note:—State, clearly the nature of such services and expenses.]

IN WITNESS WHEREOF, we have hereunto signed our names this *sixth*  
day of *October* in the year nineteen hundred and sixteen.

*Edward G. Watkins, President*  
*Charles H. Frost, Treasurer.*  
*Charles H. Frost*  
*Desrie A. Stowell*  
*Edward G. Watkins*  
*Arthur D. Butterfield* } *Directors*

THE COMMONWEALTH OF MASSACHUSETTS.

Worcester ss.

*October 5<sup>th</sup>* 1916

Then personally appeared the above-named *Edward G. Watkins,*  
*Charles H. Frost, Desrie A. Stowell and Arthur*  
*D. Butterfield*

and severally made oath that the foregoing certificate, by them subscribed, is true to the best of their knowledge and belief.

Before me,

*Thatcher D. [Signature]*  
Justice of the Peace.



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

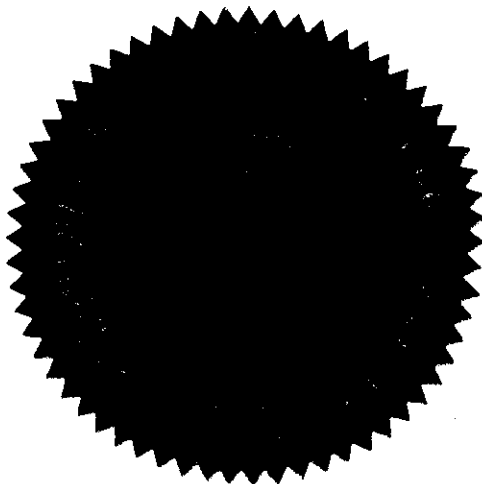
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 20 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Lawrence Fallon*  
Deputy Secretary



## ARTICLES OF AMENDMENT.

There should accompany this certificate a fee of  $\frac{3}{10}$  of one per cent. of the authorized increase of capital stock. Checks should be made payable to the Secretary of the Commonwealth.

ARTICLE I. WE, Edward G. Watkins  
Treasurer, and

President, Charles H. Frost

Edward G. Watkins, Desrie A. Stowell and Clinton J.

Underwood

being a majority of the Directors of

✓ SIMPLEX TIME RECORDER COMPANY

in compliance with the provisions of chapter 437 of the Acts of 1903 and of all acts in amendment thereof and in addition thereto, do hereby certify that at a meeting of the stockholders of said corporation, duly called for the purpose, held January 6th 1917, and by the affirmative vote of

~~shares of the preferred stock and of~~

326 shares of the common stock of said corporation, being at least a majority of all the stock outstanding and entitled to vote, the following amendment authorizing an increase in the capital stock of said corporation was duly adopted, namely: —

ARTICLE II. [Here insert an exact copy of the vote or votes authorizing the increase, and the "terms and manner of disposition of such increased stock."]

" VOTED, that the capital stock of this company shall be increased by the amount of Ten Thousand (\$10,000) Dollars, represented by one hundred shares of common stock. Said stock to be paid for in cash.

The above vote was taken by ballot and it was passed by a majority of the stock outstanding and entitled to vote.

VOTED, that the directors be requested to take immediate steps to carry out the provisions of the above vote.

VOTED, that the holders of preferred stock shall be entitled to receive in each year, out of the surplus net profits of the corporation, a yearly dividend of six per cent, payable semi-annually in January and July, if declared, before any dividend shall be set apart or paid on the common stock, but they shall not be entitled to any further dividend.

The dividends upon the preferred stock shall be cumulative, so that if in any year dividends amounting to six per cent are not paid on the preferred stock, the deficiency shall be payable subsequently, before any dividends are set apart or paid upon the common stock. Dividends on the common stock may also be declared semi-annually in said months after providing for the semi-annual dividend on the preferred stock then accrued. The holders of common stock shall be entitled to receive all moneys appropriated to dividends after the payment of said cumulative dividends on the preferred stock. In case of liquidation or dissolution of the corporation, the holders of preferred stock will be entitled to be paid in full both the principal of their shares and the accrued dividend charge before any amount is paid to the holders of common stock; but, after such payment to the holders of the preferred stock at its par value, the remaining assets and funds shall be divided pro rata among the holders of the common stock.

The shares of common stock shall have the exclusive voting power.

The preferred stock may be redeemed at any time after the expiration of five years from date of issue, at One Hundred Five (\$105) Dollars per share."

ARTICLE II That the total amount of capital stock already authorized is

Two Hundred Fifty

{ shares preferred.

Five Hundred

{ shares common.

The amount of capital stock already issued for cash payable by instalments is

{ shares preferred.

{ shares common.

upon which

dollars have been paid,

namely,

{ dollars on preferred stock.

{ dollars on common stock.

The amount of full paid capital stock already issued for cash is

Two Hundred Fifty

{ shares preferred.

Five Hundred

{ shares common.

for property is

{ shares preferred.

{ shares common.

for services and expenses

{ shares preferred.

{ shares common.

ARTICLE IV. That the amount of additional capital stock authorized is

One Hundred

{ shares preferred.

{ shares common.

Of which there is to be now issued and paid for stock as follows: —

	PREFERRED.	COMMON.
IN CASH:		
In full, . . . . .		100
By instalment, . . . . .		
Amount of first instalment, . . . . .		
IN PROPERTY:		
Real estate: . . . . .		
Location, . . . . .		
Area, . . . . .		
Personal Property:		
Machinery, . . . . .		
Merchandise, . . . . .		
Bills receivable, . . . . .		
Stocks and securities, . . . . .		
Patent rights, . . . . .		
Copyrights, . . . . .		
Trade marks, . . . . .		
Good will, . . . . .		
Services, . . . . .		
Expenses, . . . . .		

[Note: — State clearly the nature of such services and expenses.]

IN WITNESS WHEREOF, we have hereunto signed our names this eighth  
day of January in the year nineteen hundred and seventeen.

Edward G. Watkins

President.

Charles H. Frost

Treasurer.

Desrie A. Stowell

Clinton J. Underwood

Edward G. Watkins

) Direct

THE COMMONWEALTH OF MASSACHUSETTS.

Worcester

ss.

January 8th

1917.

Then personally appeared the above-named Edward G. Watkins,

Charles H. Frost, Desrie A. Stowell and Clinton J. Underwood

and severally made oath that the foregoing certificate, by them subscribed, is true to the best of their knowledge and belief.

Before me,

Walter P. Dunn  
Justice of the Peace.



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

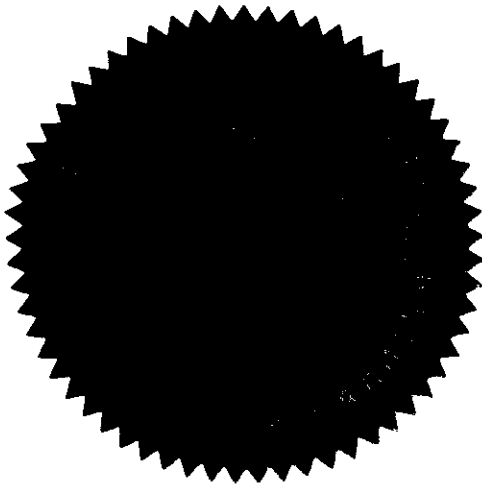
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 20 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Laurence Tallon*  
Deputy Secretary



## ARTICLES OF AMENDMENT

There should accompany this certificate a fee of  $\frac{1}{100}$  of one per cent. of the authorized increase of capital stock. Checks should be made payable to the Secretary of the Commonwealth.

ARTICLE I. WE, Edward G. Watkins President, Charles H. Frost  
Treasurer, and Edward G. Watkins, Clinton J. Underwood and  
Huber L. Morrison

being a majority of the Directors of

~~SIMPLEX TIME RECORDER COMPANY~~

in compliance with the provisions of chapter 437 of the Acts of 1903 and of all acts in amendment thereof and in addition thereto, do hereby certify that at a meeting of the stockholders of said corporation, duly called for the purpose, held July 7th 1917, and by the affirmative vote of

~~shares of the preferred stock and of~~

525 shares of the common stock of said corporation, being at least a majority of all the stock outstanding and entitled to vote, the following amendment authorizing an increase in the capital stock of said corporation was duly adopted, namely: —

ARTICLE II. [Here insert an exact copy of the vote or votes authorizing the increase, and the "terms and manner of disposition of such increased stock."]

VOTED, that the holders of preferred stock shall be entitled to receive in each year, out of the surplus net profits of the corporation, a yearly dividend of six per cent, payable semi-annually in January and July, if declared, before any dividend shall be set apart or paid on the common stock, but they shall not be entitled to any further dividend. The dividends upon the preferred stock shall be cumulative, so that if in any year dividends amounting to six per cent are not paid on the preferred stock, the deficiency shall be payable subsequently, before any dividends are set apart or paid upon the common stock. Dividends on the common stock may also be declared semi-annually in said months after providing for the semi-annual dividend on the preferred stock then accrued. The holders of common stock shall be entitled to receive all moneys appropriated to dividends after the payment of said cumulative dividends on the preferred stock. In case of liquidation or dissolution of the corporation, the holders of preferred stock will be entitled to be paid in full both the principal of their shares and the accrued dividend charge before any amount is paid to the holders of common stock; but, after such payment to the holders of the preferred stock at its par value, the remaining assets and funds shall be divided pro rata among the holders of the common stock.

The shares of common stock shall have the exclusive voting power.

The preferred stock may be redeemed at any time after the expiration of five years from date of issue, at One Hundred Five (\$105) Dollars per share.

VOTED, to accept the recommendation of the directors that the capital stock of the company shall be increased by the amount of fifteen thousand (\$15,000) dollars represented by 150 shares of preferred stock, said stock to be paid for in cash.

The above vote was taken by ballot and was passed by a majority of the stock outstanding and entitled to vote.



ARTICLE III. That the total amount of capital stock already authorized is

Two Hundred Fifty { shares preferred.

Six Hundred { shares common.

The amount of capital stock already issued for cash payable by instalments is

None { shares preferred.

None { shares common.

upon which dollars have been paid,

namely,

None { dollars on preferred stock.

None { dollars on common stock.

The amount of full paid capital stock already issued for cash is

Two Hundred Fifty { shares preferred.

Six Hundred { shares common.

for property is

None { shares preferred.

None { shares common.

for services and expenses

None { shares preferred.

None { shares common.

ARTICLE IV. That the amount of additional capital stock authorized is

One Hundred Fifty { shares preferred.

None { shares common.

Of which there is to be now issued and paid for stock as follows: —

	PREFERRED.	COMMON.
IN CASH:		
In full,	150	
By instalment,		
Amount of first instalment,		
IN PROPERTY:		
Real estate:		
Location,		
Area,		
Personal Property:		
Machinery,		
Merchandise,		
Bills receivable,		
Stocks and securities,		
Patent rights,		
Copyrights,		
Trade marks,		
Good will,		
Services,		
Expenses,		

[Note: — State clearly the nature of such services and expenses.]

IN WITNESS WHEREOF, we have hereunto signed our names this      nineteenth  
day of      July      in the year nineteen hundred and      seventeen.

*Edward G. Watkins*      President.  
*Charles H. Frost,*      Treasurer.

*Edward G. Watkins*      Director  
*Clinton J. Underwood*      "  
*Huber L. Morrison*      "

THE COMMONWEALTH OF MASSACHUSETTS.

Worcester      ss.      July 21st      1917.

Then personally appeared the above-named      Edward G. Watkins,  
Charles H. Frost, Clinton J. Underwood and Huber L. Morrison

and severally made oath that the foregoing certificate, by them subscribed, is true to the  
best of their knowledge and belief.

Before me,

*Thatcher M. Quinn*  
Justice of the Peace.



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

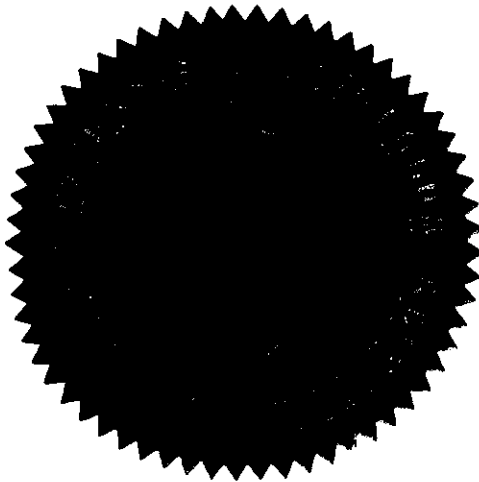
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Tuiss*  
Deputy Secretary



## ARTICLES OF AMENDMENT

There should accompany this certificate a fee of  $\frac{1}{100}$  of one per cent. of the authorized increase of capital stock. Checks should be made payable to the Secretary of the Commonwealth.

ARTICLE I. WE, Edward G. Watkins, President, Clinton J. Underwood,  
Treasurer, and Edward G. Watkins, Clinton J. Underwood,  
~~Desire~~<sup>Do</sup> A. Stowell and Huber L. Morrison,

being a majority of the Directors of  
the SIMPLEX TIME RECORDER COMPANY

in compliance with the provisions of chapter 437 of the Acts of 1903 and of all acts in amendment thereof and in addition thereto, do hereby certify that at a meeting of the stockholders of said corporation, duly called for the purpose, held Dec. 21, 1918, and by the affirmative vote of no shares of the preferred stock and of 597 shares of the common stock of said corporation, being ~~at least~~ ~~a majority of~~ all the stock outstanding and entitled to vote, the following amendment authorizing an increase in the capital stock of said corporation was duly adopted, namely: —

ARTICLE II. [Here insert an exact copy of the vote or votes authorizing the increase, and the "terms and manner of disposition of such increased stock."]

VOTED UNANIMOUSLY that the directors be authorized to issue \$100,000 of new Preferred Stock of said Company to have no voting power and to be preferred both as to dividends and in case of any liquidation of said Company's assets, and to pay a cumulative dividend of seven per cent per annum, payable three and one-half per cent semi-annually in January and July before any dividends are paid upon the common stock.

VOTED UNANIMOUSLY that said new Preferred Stock be issued to the present holders of the Preferred Stock of said Company now outstanding and which it has been voted to retire, share for share, to the amount of \$36,500, the par value of the present outstanding preferred stock and that the balance be sold for cash making a net increase in the capital stock of said corporation of \$63,500.

VOTED UNANIMOUSLY that the directors be authorized in their discretion to pay, retire and redeem said stock at \$105 per share at any time after five years and that if the holders thereof fail to agree with the Directors upon the redemption of said stock, the shares to be redeemed shall be drawn by lot by the Directors from the whole number of certificates outstanding; and that such certificates have printed thereon a copy of this vote.

ARTICLE I. That the total amount of capital stock already authorized is  
35 { shares preferred.  
600 { shares common.

The amount of capital stock already issued for cash payable by instalments is  
None { shares preferred.  
{ shares common.

upon which dollars have been paid,  
namely,

{ dollars on preferred stock.  
{ dollars on common stock.

The amount of full paid capital stock already issued for cash is  
600 { shares preferred.  
{ shares common.

for property is  
None { shares preferred.  
{ shares common.

for services and expenses  
None { shares preferred.  
{ shares common.

ARTICLE IV. That the amount of additional capital stock authorized is  
1000 { shares preferred.  
{ shares common.

Of which there is to be now issued and paid for stock as follows: —

	PREFERRED.	COMMON.
IN CASH:		
In full, . . . . .	\$63,500.00	
By instalments, . . . . .		
Amount of first instalment, . . . . .		
IN PROPERTY:		
Real estate: . . . . .		
Location, . . . . .		
Area, . . . . .		
Personal Property:		
Machinery, . . . . .		
Merchandise, . . . . .		
Bills receivable, . . . . .		
Stocks and securities, . . . . .	36,500.00	
Patent rights, . . . . .		
Copyrights, . . . . .		
Trade marks, . . . . .		
Good will, . . . . .		
Services, . . . . .		
Expenses, . . . . .		

[Note: — State clearly the nature of such services and expenses.]

IN WITNESS WHEREOF, we have hereunto signed our names this 21st.  
day of December in the year nineteen hundred and eighteen.

*Edward G. Watkins*  
*Desire A. Stowell*  
*Huber L. Morrison*  
*Clinton J. Underwood*

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THE COMMONWEALTH OF MASSACHUSETTS.

Worcester,

ss.

Gardner, December 26<sup>th</sup> 1918.

Then personally appeared the above-named Edward G. Watkins,  
Desire A. Stowell, Huber L. Morrison and Clinton J. Underwood,

and severally made oath that the foregoing certificate, by them subscribed, is true to the  
best of their knowledge and belief.

Before me,

*Herbert W. Blake*  
Justice of the Peace.



*The Commonwealth of*  
*Office of the Secretary*  
*State House, Boston 33*

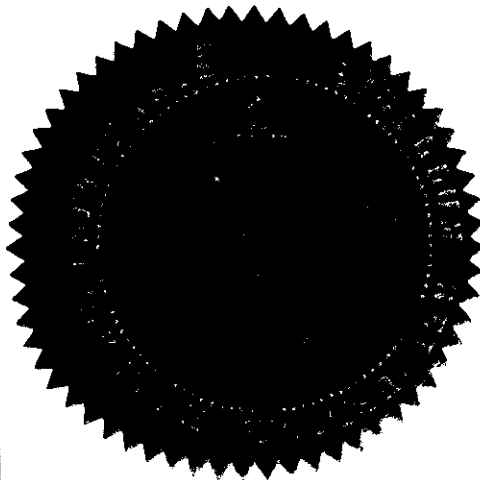
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Tuross*  
Deputy Secretary



## ARTICLES OF AMENDMENT.

ARTICLE I. WE, Edward G. Watkins President, Clinton J. Underwood Treasurer, and Edward G. Watkins, Clinton J. Underwood, Des<sup>re</sup> A. Stowell and Huber L. Morrison

being a majority of the Directors of  
the SIMPLEX TIME RECORDER COMPANY

in compliance with the provisions of chapter 437 of the Acts of 1903 and of all Acts in amendment thereof and in addition thereto, do hereby certify that at a meeting of the stockholders of the said corporation, duly called for the purpose, held Dec. 21, 1918, and by the affirmative vote of shares of the preferred stock and of 597 shares of the common stock of said corporation, being at least a majority of all the stock outstanding and entitled to vote, the following amendment authorizing a reduction in the capital stock of said corporation was duly adopted, namely:

ARTICLE II. [Here insert an exact copy of the vote or votes authorizing the reduction.]

VOTED UNANIMOUSLY that the outstanding Preferred Stock of the said Company amounting to \$36,500.00 be retired and that stock of the contemplated new issue of Preferred Stock be issued to the holders of the outstanding Preferred Stock in exchange therefor to the amount of their present holdings; both issues figured at par value.

VOTED UNANIMOUSLY that the directors be authorized to issue \$100,000 of new Preferred Stock of said Company to have no voting power and to be preferred both as to dividends and in case of any liquidation of said Company's assets and to pay a cumulative dividend of seven per cent per annum, payable three and one-half per cent semi-annually in January and July before any dividends are paid upon the Common Stock.

VOTED UNANIMOUSLY that said new Preferred Stock be issued to the present holders of the Preferred Stock of said Company now outstanding and which it has been voted to retire, share for share, to the amount of \$36,500, the par value of the present outstanding preferred stock and that the balance be sold for cash making a net increase in the capital stock of said corporation of \$63,500.



ARTICLE III. That the total amount of capital stock already authorized is

400

{ shares preferred.

600

{ shares common.

The amount of capital stock already issued is

365

{ shares preferred.

600

{ shares common.

That the amount of reduction of capital stock now authorized by the  
stockholder is \$36,500.00.

The manner in which said reduction will be effected is as follows :

By exchanging the certificates evidencing the same for  
certificates of the new Preferred Stock of said Company this  
day authorized, share for share.

IN WITNESS WHEREOF, we have hereunto signed our names, this  
21st. day of December in the year nineteen hundred and eighteen.

*Edward G. Watkins*  
*Huber L. Morrison*  
*Desire A. Stowell*  
*Clinton J. Underwood*

---

THE COMMONWEALTH OF MASSACHUSETTS.

—Worcester, ss. Gardner, December 21, 1918.  
Then personally appeared the above-named Edward G. Watkins, Desire A.  
Stowell, Huber L. Morrison and Clinton J. Underwood

and severally made oath that the foregoing certificate, by them subscribed, is true, to the  
best of their knowledge and belief.

Before me,

*Hubert W. Blalock*  
Justice of the Peace.



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

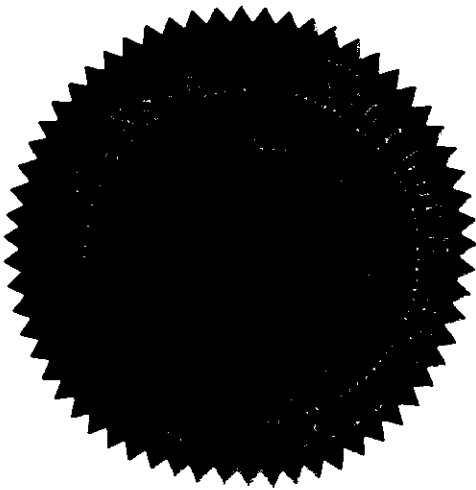
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Tuiss*  
Deputy Secretary



1

THE COMMONWEALTH OF MASSACHUSETTS

DEPARTMENT OF CORPORATIONS AND TAXATION.

HENRY F. LONG, COMMISSIONER

236 STATE HOUSE, BOSTON

REDUCTION OF CAPITAL

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders. General Laws, Chapter 156, Section 43.

FEE of \$10.00 must accompany this certificate. Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

We, Curtis G. Watkins, President, Edward A. Morse, Treasurer,  
and Curtis G. Watkins, Clay R. Smith, and Alexander B. Campbell

all, ~~a majority~~ of the Directors,  
of Simplex Time Recorder Co.

located at Gardner, Massachusetts

in compliance with the provisions of General Laws, Chapter 156, hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held December 19, 1947, by the affirmative vote of

375 shares of the preferred stock and of shares of the common stock of the corporation, being at least a majority of each class of stock outstanding and entitled to vote, the following amendment authorizing a reduction in the capital stock of the corporation was duly adopted, namely:

[Here insert an exact copy of the vote or votes authorizing the reduction.]

VOTED that the capital stock of the company be reduced by the retirement and cancellation of 1000 shares of the preferred stock of a par value of \$100 each, having an aggregate par value of \$100,000.00.

The total amount of capital stock already authorized is	{	.....1000 shares preferred	}	with par value
		.....600 shares common		
	{	..... shares preferred	}	without par value
		..... shares common		
The total amount of capital stock already issued is.....	{	.....857 shares preferred	}	with par value
		.....600 shares common		
	{	..... shares preferred	}	without par value
		..... shares common		
The amount of the reduction of the capital stock is.....	{	\$100,000.00 preferred	}	with par value
		\$ None common		
	{	..... shares preferred	}	without par value
		..... shares common		
The amount of issued stock after reduction is .....	{	\$ None preferred	}	with par value
		\$ 60,000.00 common		
	{	..... shares preferred	}	without par value
		..... shares common		

The manner in which said reduction will be effected is as follows:

By retirement and cancellation.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto sign our names,

this 19th day of December, 1947.

*Curtis Watkins President Director*

*Clay R Smith*

*Alexander R. Butler*

*E. A. Morse Treas.*

WRITE NOTHING BELOW

Simplex Time Recorder Co.

Fee \$10.00 paid

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156, SECTION 45

REDUCTION OF CAPITAL

DEPARTMENT OF  
CORPORATIONS AND TAXATION

B  
A JAN 20 1948  
H

WITH FEE OF \$ 10.00

DEPARTMENT OF

A.M. JAN 19 1948

CORPORATIONS AND TAXATION

Filed in the office of the Secretary of the Commonwealth

January 20, 1948

I hereby approve the within certificate

this 20th day of January, 1948

Commissioner of Corporations and Taxation

CERTIFICATE  
RECEIVED

MAR 17 1948

BY SECRETARY'S OFFICE  
FROM DEPARTMENT OF CORPORATIONS  
AND TAXATION



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

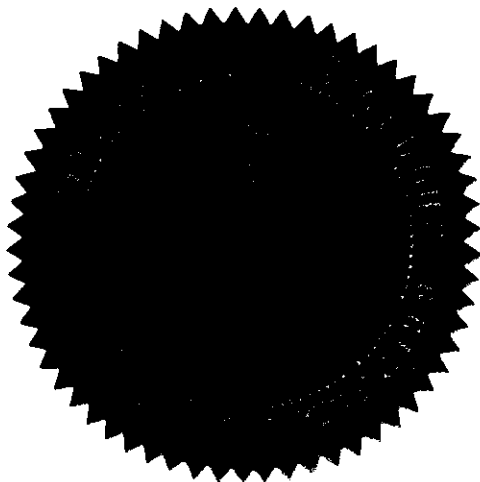
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Turiso*  
Deputy Secretary





Leave this space for binding.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto sign our names,  
this 17th day of December, 1948

Arthur J. Matthews  
Clay R. Smith  
Franklin B. Pease  
Ed. A. Morse

531 314 1-24-48  
Hou. 1-24-48

THE COMMONWEALTH OF MASSACHUSETTS

WRITE NOTHING BELOW

Simplex Time Recorder Co.

FEE \$10.00 PAID

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156, SECTION 45

REDUCTION OF CAPITAL

Cancellation of all Preferred Stock

Filed in the office of the Secretary of the Commonwealth

December 23, 1948

DEPARTMENT OF  
CORPORATIONS AND TAXATION

DEC 23 1948

WITH FEE OF \$ 101

I hereby approve the within certificate

this 23<sup>d</sup> day of December, 1948.

DEPARTMENT OF

DEC 23 1948

CORPORATIONS AND TAXATION

*Wm. T. Long*  
Commissioner of Corporations and Taxation

CERTIFICATE  
RECEIVED

JAN 26 1949

FROM DEPT. OF REVENUE

1

THE COMMONWEALTH OF MASSACHUSETTS

DEPARTMENT OF CORPORATIONS AND TAXATION

HENRY F. LONG, COMMISSIONER

236 STATE HOUSE, BOSTON

REDUCTION OF CAPITAL

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders. General Laws, Chapter 156, Section 43.

FEE of \$10.00 must accompany this certificate. Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

We, Curtis G. Watkins, President, ~~Edward~~ A. Morse, Treasurer,  
and Curtis G. Watkins, Clay R. Smith and Alexander B. Campbell

, a majority of the Directors,  
of Simplex Time Recorder Co.

located at Gardner,

in compliance with the provisions of General Laws, Chapter 156, hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held December 17, 1948, by the affirmative vote of no shares of the preferred stock and of 375 shares of the common stock of the corporation, being at least a majority of each class of stock outstanding and entitled to vote, the following amendment authorizing a reduction in the capital stock of the corporation was duly adopted, namely:

[Here insert an exact copy of the vote or votes authorizing the reduction.]

VOTED that the capital stock of the company be reduced by the retirement and cancellation of the remaining 35 shares of preferred stock, presently authorized, of a par value of \$100 each, having an aggregate par value of \$3500.

Leave this space for binding

The total amount of capital stock already authorized is	.....35..... shares preferred	} with par value
	.....600..... shares common	
	.....None..... shares preferred	} without par value
	.....None..... shares common	
The total amount of capital stock already issued is.....	.....None..... shares preferred	} with par value
	.....579..... shares common	
	.....None..... shares preferred	} without par value
	.....None..... shares common	
The amount of the reduction of the capital stock is.....	\$.....3500..... preferred	} with par value
	\$.....None..... common	
	.....None..... shares preferred	} without par value
	.....None..... shares common	
The amount of issued stock after reduction is .....	\$.....None..... preferred	} with par value
	\$.....600..... common	
	.....None..... shares preferred	} without par value
	.....None..... shares common	

The manner in which said reduction will be effected is as follows:

This stock never having been issued, the right to issue said stock will be voided by the acceptance of this amendment.

Leave this space for binding



*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

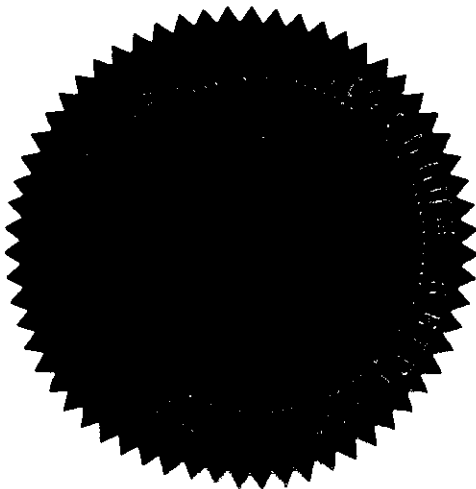
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Tuiso*  
Deputy Secretary



570/ 1

THE COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF CORPORATIONS AND TAXATION  
HENRY F. LONG, COMMISSIONER  
236 STATE HOUSE, BOSTON 33

REDUCTION OF CAPITAL

The fee for filing to accompany this certificate is \$10.00. Checks should be made payable to The Commonwealth of Massachusetts.  
This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the meeting at which the amendment was adopted. Section 48, Chapter 156, General Laws.

We, Curtis G. Watkins, President, Edward A. Morse, Treasurer,  
and Curtis G. Watkins, George M. Gleason, and Alexander B. Campbell,

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 1953, at \_\_\_\_\_, Massachusetts.  
Notary Public for the State of Massachusetts

being a majority of the directors of

✓ SIMPLEX TIME RECORDER CO.

located at Gardner, Mass.

in compliance with the provisions of Chapter 156 of the General Laws, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held June 19, 1953, and by the affirmative vote of NO shares of the preferred stock and of 375 shares of the common stock of the corporation, being at least a majority of all the stock outstanding and entitled to vote, the following amendment authorizing a reduction in the capital stock of the corporation was duly adopted, namely:

[Here insert an exact copy of the vote or votes authorizing the reduction.]

voted that the capital stock of the company be reduced by the retirement and cancellation of 225 shares of the common stock of a par value of \$100 each, having an aggregate par value of \$22,500.00.

Leave this space for binding

The total amount of capital stock already authorized is {  
...None... shares preferred } with par value  
...600... shares common }  
...None... shares preferred } without par value  
...None... shares common }

The total amount of capital stock already issued is..... {  
...None... shares preferred } with par value  
...571... shares common }  
...None... shares preferred } without par value  
...None... shares common }

The amount of the reduction of the capital stock is..... {  
\$...None... preferred } with par value  
\$...22,500.00. common }  
...None. shares preferred } without par value  
...None. shares common }

The amount of issued stock after reduction is..... {  
\$...None... preferred } with par value  
\$...37,500.00. common }  
...None. shares preferred } without par value  
...None. shares common }

The manner in which said reduction will be effected is as follows:

By retirement and cancellation

Leave this space for binding

Leave this space for binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,

this

19th

day of

June

in the year 195 3.

*Arthur H. Keith*

*Walter B. Campbell*

*W. H. H. H.*

*Ed Moore Treasurer*





*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*

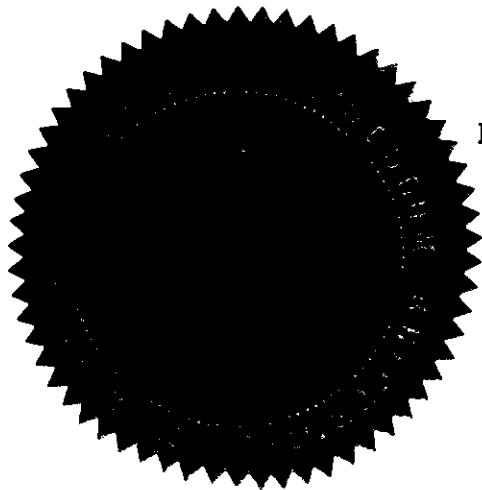
*Kevin H. White*  
*Secretary of the Commonwealth*

JUL 21 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Tins*  
Deputy Secretary



## INCREASE OF CAPITAL

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders. General Laws, Chapter 156, Section 43.

FEE must accompany this certificate: 1/20 of 1% of the amount by which the capital stock with par value is increased, and one cent for each additional share without par value, but not in any case less than \$25.

Make checks payable to THE COMMONWEALTH OF MASSACHUSETTS.

522  
We, Curtis G. Watkins, President, Edward A. Morse, Treasurer,  
and Alexander B. Campbell and George M. Gleason

of Simplex Time Recorder Co. ✓, a majority of the Directors,

located at Gardner, Massachusetts  
in compliance with the provisions of General Laws, Chapter 156, hereby certify that at a meeting of  
the stockholders of the corporation, duly called for the purpose, held December 12, ~~1944~~ 1953  
by the affirmative vote of ~~x~~ shares of the preferred stock ~~and~~  
~~and~~ 375 shares of the common stock of the corporation, being at least a  
majority of each class of stock outstanding and entitled to vote, the following amendment authorizing  
an increase in the capital stock of the corporation was duly adopted, namely:

VOTED that the corporate stock of the Simplex Time Recorder Co. be and the same is hereby increased from 375 shares of a par value of \$100 per share voting stock to 10,000 shares of a par value of \$100 per share voting stock.

(The increased capital stock to be issued by the declaration of a stock dividend of 2566-2/3% on each share of the present stock issued and outstanding.)

The total amount of capital stock already authorized is

None shares preferred

375 shares common

None shares preferred

None shares common

with par value

without par value

The amount of capital stock already issued for cash payable by instalments is

None shares preferred

None shares common

None shares preferred

None shares common

with par value

without par value

The amount paid on such instalment stock is

\$ None on preferred

\$ None on common

\$ None on preferred

\$ None on common

with par value

without par value

The amount of full paid stock already issued for cash is

None shares preferred

375 shares common

None shares preferred

None shares common

with par value

without par value

for property is

None shares preferred

None shares common

None shares preferred

None shares common

with par value

without par value

for services and expenses is

None shares preferred

None shares common

None shares preferred

None shares common

with par value

without par value

The amount of additional capital stock authorized is

None shares preferred

9625 shares common

None shares preferred

None shares common

with par value

without par value

The amount of such additional stock <sup>1</sup> now to be issued is described or stated as follows:

TO BE PAID FOR:		PREFERRED	COMMON
IN CASH:			
In full			
By instalments			
Amount of first instalment			
IN PROPERTY:			
REAL ESTATE:			
Location			
Area			
PERSONAL PROPERTY:			
Accounts receivable			
Notes receivable			
Merchandise			
Supplies			
Securities			
Machinery			
Motor vehicles and trailers			
Equipment and tools			
Furniture and fixtures			
Patent rights			
Trade-marks			
Copyrights			
Goodwill			
Stock Dividend (Show Balance Sheet on Page 3)			9,625
<sup>1</sup> IN SERVICES			
<sup>2</sup> IN EXPENSES			

<sup>1</sup> No stock shall be at any time issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus; nor shall any note or evidence of indebtedness, secured or unsecured, of any person to whom stock is issued, be deemed to be payment therefor; and the president, treasurer and directors shall be jointly and severally liable to any stockholder of the corporation for actual damages caused to him by such issue.

<sup>2</sup> SERVICES AND EXPENSES: Services must have been rendered and expenses incurred before stock is issued therefor. State clearly the nature of such services or expenses and the amount of stock to be issued therefor.

Leave this space for binding

SIMPLEX TIME RECORDER CO. — DNER, MASS.  
Balance Sheet — Preliminary Closing  
As of Fiscal Year Ending Nov. 30, 1953

**A S S E T S**

**Current:**

Cash  
Accounts Receivable  
Notes Receivable  
United States Securities  
Accrued Interest Receivable  
C.S.V. Life Insurance  
Simplex Service Plan  
Deposit Premium Account

476,550.24  
409,223.70  
1,495.00  
1,987,554.26  
7,298.19  
22,552.90  
23,433.03  
9,768.03      2,937,875.35  
316,572.59

**Inventories:**

**Investment:**

Land  
Buildings  
Machinery  
Small Tools & Equipment  
Printing Equipment  
Office Furn. & Fixtures  
Office Machinery  
Automobiles  
Leasehold Improvements  
Cafeteria  
Good Will, Patents, Trade Marks

3,068.90  
85,657.70  
97,930.36  
26,517.46  
38,518.80  
24,964.14  
28,627.78  
13,088.83  
125,503.72  
2,813.50  
2,600.00      449,291.19

**Deferred Charges:**

Unexpired Insurance  
Prepaid Royalties

2,185.16  
1,965.23      4,150.39  
3,707,889.52 ✓

**TOTAL**

**L I A B I L I T I E S**

**Current:**

Accounts Payable  
Accrued Expenses:  
Pay Roll  
Taxes due in 1953  
Taxes due in 1954  
Commissions  
Federal Old Age Benefit Tax  
Federal Withholding Tax  
N. Y. Disability Benefit Tax  
Unemployment Ins. Tax  
Sinking Fund, Louisville, Ky.  
Other  
Dividends Payable

62,653.71      62,653.71  
38,887.41  
45,647.32  
393,192.45  
165,232.98  
2,240.14  
22,228.08  
50.15  
8,150.43  
5.24  
70.22  
11,250.00      686,954.42

**Reserves:**

For Depreciation  
For Doubtful Accounts  
For Contingencies

148,055.82  
55,856.59  
25,000.00      228,912.41

**Capital:**

Common Stock  
Surplus

37,500.00  
2,691,868.98      2,729,368.98  
3,707,889.52 ✓

**TOTAL**

Leave this space for binding

*E. A. Inoue*  
Treasurer

ST 20

Leave this space for binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,

this 12<sup>th</sup> day of December in the year 1953

Curtis Watkins  
E. J. Moore  
George M. McLean  
Alexander B. Byrnes



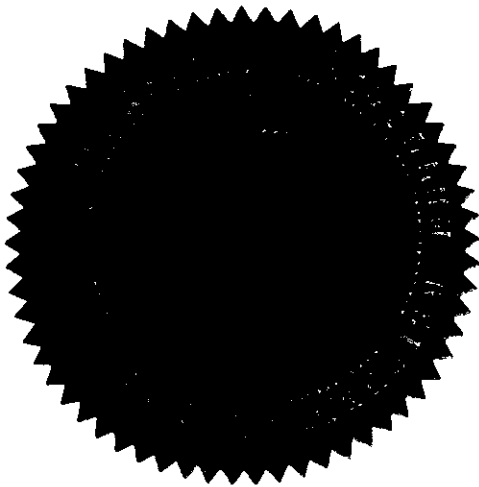
*Kevin H. White*  
*Secretary of the Commonwealth*

*The Commonwealth of Massachusetts*  
*Office of the Secretary*  
*State House, Boston 33*  
**JUL 21 1964**

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*  
Secretary of the Commonwealth

*Joseph J. Tuis*  
Deputy Secretary



\* ST 1  
1

THE COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF CORPORATIONS AND TAXATION  
235 STATE HOUSE, BOSTON 33

ARTICLES OF AMENDMENT

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders, in accordance with General Laws, Chapter 156, Section 43. FEE for filing certificate providing for a change of shares with par value to shares without par value, whether or not the capital is changed thereby, one cent for each share without par value resulting from such change, less an amount equal to one twentieth of one per cent of the total par value of the shares so changed; but not in any case less than \$25.00. The fee for filing all other amendments is \$15.00. Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

WE, Curtis G. Watkins President Edward A. Morse Treasurer  
and Curtis G. Watkins and Alexander B. Campbell,

being a majority of the Directors of  
Simplex Time Recorder Co.  
located at Gardner, Massachusetts

in compliance with the provisions of General Laws, Chapter 156, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held February 11, 1955, by the affirmative vote of ~~10,000~~ 10,000 shares of the common stock of the corporation, being at least two-thirds

of all the stock outstanding and entitled to vote, the following amendment or alteration in the Agreement of Association and Articles of Organization of the corporation was duly adopted, namely:

VOTED that the capital stock of the Simplex Time Recorder Co. be changed and converted from 10,000 shares of voting common stock of the par value of \$100 per share to 2000 shares of voting common stock of the par value of \$100 per share and 8000 shares of non-voting Class A capital stock of the par value of \$100 per share, and there be issued 8000 shares of non-voting Class A capital stock for 8000 shares of common voting stock now issued and outstanding, on the basis of share for share.

VOTED that the holders of the common voting stock and Class A non-voting stock shall share equally according to their respective shares in all dividends that the Board of Directors may declare, and in the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the assets and funds shall be divided and paid to the holders of said stock according to their respective shares.

OFFICE OF THE SECRETARY OF THE ARMY  
WASHINGTON, D. C.

EXHIBIT 100-100000-1

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,

In WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,  
this 11th day of February in the year 19 55.

*[Faint signature]*  
[Faint text]

Curtis Watkins  
President and Director  
E. A. Morse  
Treasurer  
Alexander B. Campbell  
Director