



## 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

#### IDEAL-STANDARD 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 **10th** day of **June** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **10th** day of **June** 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 **10th** day of **June**, A.D. 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy 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 "IDEAL-STANDARD INC.", as  
received and filed in this office the twenty-sixth day of April,  
A.D. 1965, at 9 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this \_\_\_\_\_ third \_\_\_\_\_ day  
of \_\_\_\_\_ June \_\_\_\_\_ in the year of our Lord  
one thousand nine hundred and \_\_\_\_\_ sixty-five.*

*Elisha C. Dukes*

Secretary of State

*J. F. Down*

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF

IDEAL-STANDARD INC.

FIRST. The name of the corporation is

IDEAL-STANDARD INC.

SECOND. Its principal office in the State of Delaware is 229 South State Street, in the City of Dover, County of Kent; and the name and address of its resident agent is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(1) To manufacture, purchase or otherwise acquire, invest in, lease, own, mortgage, pledge, sell, advertise, store, distribute, repair, service, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

(2) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(3) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of

letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, relating to or useful in connection with any business of this corporation.

(4) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(5) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(6) To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(7) To loan to any person, firm or corporation any of its surplus funds, either with or without security.

(8) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(9) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all

foreign countries, subject to the laws of such state, district, territory, colony or country.

(10) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of the shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
David A. De Wahl	652 Long Hill Rd., Briarcliff Manor, N. Y.
Henry H. Steiner	274 First Ave., New York, N. Y.
Austen B. McGregor	8 Lisa Drive, Chatham, N. J.

SEVENTH. The Corporation is to have perpetual existence.

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

NINTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make by-laws and to alter, amend, or repeal any by-laws subject to the power of the stockholders to make by-laws and to alter, amend, or repeal any by-laws.


TENTH. No holders of capital stock of the corporation shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of securities convertible into stock of any class whatsoever.

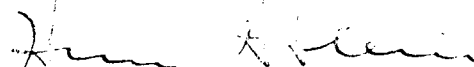
ELEVENTH. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject,

nevertheless, to the provisions of the laws of the State of Delaware, of the Certificate of Incorporation and of the by-laws of the corporation.

TWELFTH. 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 statute, and all rights of stockholders are subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this *21st* day of *April*, A.D. 196*5*.

 (SEAL)  
David A. De Wahl

 (SEAL)  
Henry H. Steiner

 (SEAL)  
Austen B. McGregor



STATE OF NEW YORK }  
COUNTY OF NEW YORK } SS.

BE IT REMEMBERED that on this 21st day of April,  
A.D. 1965, personally came before me, Mary W. Moore, a Notary Public for the  
State of New York, ~~James C. Moore~~, all of the parties to  
the foregoing Certificate of Incorporation, known to me person-  
ally to be such, and severally acknowledged the said Certificate  
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 the day and year  
aforesaid.

Mary W. Moore  
Notary Public

MARY W. MOORE  
NOTARY PUBLIC, State of New York  
No. 31-8005110  
Qualified in New York County  
Commission Expires March 30, 1966