

**Department of State.**

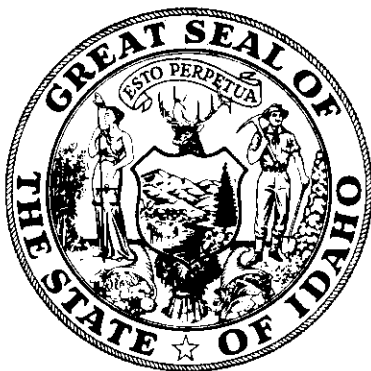
**AMENDED CERTIFICATE OF AUTHORITY  
OF**

EMERSON ELECTRIC CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EMERSON ELECTRIC CO. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to EMERSON ELECTRIC CO. to transact business in this State under the name EMERSON ELECTRIC CO. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated March 15, 19 32.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

## CORPORATION DIVISION

### Certificate of Corporate Records

*I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of \_\_\_\_\_*

ORIGINAL DOCUMENT

*as the same appears on file and of record in this office.*

*In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this*

9TH

*day of*

MARCH

*Nineteen Hundred and*

EIGHTY TWO

*James C. Kirkpatrick*

SECRETARY OF STATE

No. 00005170



STATE of MISSOURI  
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment

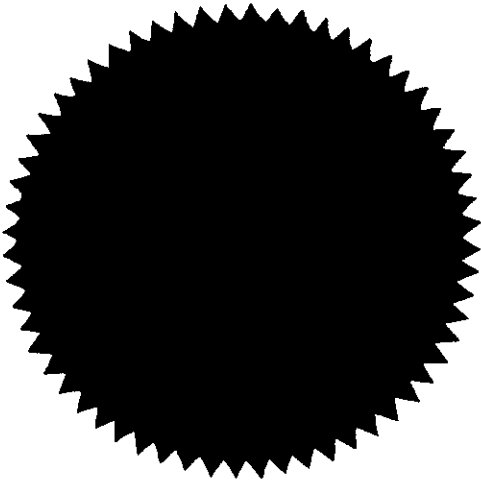
WHEREAS, EMERSON ELECTRIC CO.

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law,

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 17th day of February, 19 82.

*James C. Kirkpatrick*  
Secretary of State



RECEIVED OF: EMERSON ELECTRIC CO.  
Ten thousand fifteen dollars and no/1.00-----  
Dollars, \$ 10,015.00...

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. 00005170

*James C. Kirkpatrick*  
Secretary of State



*State of Missouri... Office of Secretary of State*

JAMES C. KIRKPATRICK, Secretary of State

**Amendment of Articles of Incorporation**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MO. 65101

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

(1) The present name of the Corporation is Emerson Electric Co.

The name under which it was originally organized was Emerson Electric Manufacturing Company

Restated

(2) An amendment to the Corporation's/Articles of Incorporation was adopted by the shareholders

on February 2, 19 82

- (3) ~~Article #~~ is amended to read as follows:

The first paragraph of Article 4 is amended to read as follows:

"The authorized capital stock of the Company shall consist of 5,400,000 shares of Preferred Stock each of the par value of \$2.50 per share (herein called the 'Preferred Stock') and 100,000,000 shares of Common Stock each of the par value of \$1.00 per share (herein called the 'Common Stock')."

(4) Of the 63,949,595 shares outstanding, 63,949,595 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	Number of Outstanding Shares
Not applicable - only Common Shares of \$1.00 par value are outstanding.	

(5) The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
Common Stock - \$1.00 par value	51,680,486	737,467

(6) If the amendment changed the number or par value of authorized shares having a par value the amount in dollars of authorized shares having a par value as changed is:

20,000,000 shares additional having a par value of \$1.00 per share.

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

Not applicable.

(7) If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

Not applicable.

IN WITNESS WHEREOF, the undersigned, \_\_\_\_\_

President or

Vice President & Treasurer  
Vice President

has executed this instrument and its

Assistant Secretary

Secretary or Assistant Secretary

has affixed its corporate seal hereto and

attested said seal on the 9th day of February, 1982.

PLACE  
CORPORATE SEAL  
HERE  
(IF NO SEAL, STATE "NONE")

Emerson Electric Co.  
(Name of Corporation)

ATTEST:

(Secretary or Asst. Secretary)

By

(President or Vice President)

STATE OF MISSOURI  
COUNTY OF ST. LOUIS } ss.

I, CHRISTINE E. MOORE, a notary public,

do hereby certify that on this 9th day of FEBRUARY, 1982,

personally appeared before me C. W. GROENNERT,

who, being by me first duly sworn, declared that he is the VICE PRESIDENT & TREASURER

of EMERSON ELECTRIC CO.

that he signed the foregoing document as VICE PRESIDENT & TREASURER of the corporation, and that the statements therein contained are true.

Christine E. Moore  
Notary Public

(NOTARIAL  
SEAL)

CHRISTINE E. MOORE, Notary Public  
STATE OF MISSOURI, ST. LOUIS COUNTY  
MY COMMISSION EXPIRES 10/24/82

My commission expires \_\_\_\_\_

FILED AND CERTIFICATE  
ISSUED

FEB 17 1982

James G. [Signature]  
Corporation Dept. SECRETARY OF STATE