

CERTIFICATE OF INCORPORATION
OF
SINGER SEWING MACHINE COMPANY.

We, the undersigned, in order to form a corporation for the purposeshereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of New Jersey, entitled "An Act concerning corporations (Revision of 1896)," and the several supplements thereto and acts amendatory thereof, do hereby certify as follows:-

First: The name of the corporation is Singer Sewing Machine Company.

Second: The location of the principal office in the State of New Jersey, is at the corner of Trumbull and Second Streets, in the City of Elizabeth, County of Union;

The name of the statutory agent therein and in charge thereof upon whom process against this corporation may be served, is Lebbeus B. Miller.

Third: The objects for which this corporation is formed are to acquire and to take over from The Singer Manufacturing Company of New Jersey, and to conduct in the State of New Jersey, and elsewhere, the business of selling and disposing of the sewing machines and other articles manufactured by said Company as said business has heretofore been carried on by it, and to that end to purchase, acquire, deal in, sell, lease and dispose of sewing machines and parts thereof, and all other articles manufactured by the said The Singer Manufacturing Company and to purchase or otherwise acquire outstanding accounts, leases, chattel mortgages, contracts, bills, notes, credits and property belonging to said The Singer Manufacturing Company, and used in said business, wherever situate, and to sell, collect and dispose of the same, and

whenever required by said business to acquire, buy, own, hold, mortgage, pledge, lease, sell, assign and transfer real and personal property and rights and credits of every kind and description; to pay for the same in cash or in the stock of this Company; or in its bonds, notes, or other obligations, or partly in cash and partly in stock, bonds, notes or other obligations, or partly by assuming the outstanding obligations of said business; to hold or in any manner dispose of the whole or any part of the property so purchased; to exercise any of the powers necessary or convenient to the proper conduct and management of its business; to the extent and in the manner permitted by local laws, to conduct its business in any of the States, Territories, colonies or dependencies of the United States, and in the District of Columbia, and in any and all foreign countries, and to have one or more offices therein and therein to hold, purchase, mortgage, lease and convey real and personal property.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific objects shall not be held to limit or restrict in any manner the powers of the corporation.

Fourth: The total authorized capital stock of this corporation is One million dollars, divided into ten thousand shares of the par value of One hundred dollars each. The amount of capital stock with which it will commence business is Three thousand dollars.

Fifth: The names and post office addresses of the incorporators and the number of shares of stock for which severally and respectively we do hereby subscribe, are as follows:

Name	Post Office Address	Number of Shares
Douglas Alexander	1 W. 72nd St., New York City,	10
Thomas E. Hardenbergh,	121 W. 73rd St., New York City,	10
Charles P. Coleman	Englewood, N.J.	10

Sixth: The duration of the corporation shall be perpetual.

Seventh: The number of directors of the Company may be fixed from time to time by the by-laws, which may provide for an increase or decrease in the number; but until so fixed the number of directors shall be three.

The said directors shall be elected annually and in case of any vacancy in the board of directors from any cause other than the expiration of the yearly term of office, the remaining directors by affirmative vote of majority of the remaining members of the board may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant and until the election of a successor.

In furtherance and not in limitation of the powers conferred by statute, the board of directors are expressly authorized:

To hold their meetings, to have one or more offices, and to keep the books of the Company within or without the State of New Jersey at such places as may be from time to time designated by them; but the Company shall always keep at its registered office in New Jersey a transfer book in which the transfers of stock can be made, entered and registered, and also a stock book containing the names and addresses of the stockholders, and the number of shares held by them respectively which shall be at all times during business hours open to the inspection of the registered stockholders in person;

To determine from time to time whether, and if allowed, under what conditions and regulations the accounts and books of the Company (other than the stock and transfer books) or any of them, shall be open to the inspection of the stockholders, and the stockholders' rights in this respect are and shall be restricted or limited accordingly;

To fix the amount to be reserved as working capital, to fix

the times for the declaration and payment of dividends, to authorize and cause to be executed mortgages and liens upon the real and personal property of the company, provided always, that a majority of the whole board concur therein;

Pursuant to the affirmative vote of the holders of a majority of the stock issued and outstanding, at a stockholders' meeting, duly called for that purpose, to sell, assign, transfer or otherwise dispose of the property of the Company as an entirety, provided always, that a majority of the whole board concur therein;

By a resolution passed by a majority vote of the whole board to designate two or more of their number to constitute an executive committee, a majority of which shall constitute a quorum, which committee shall, for the time being, as provided in said resolution, or in the by-laws, have and exercise any or all the powers of the board of directors, which may be lawfully delegated, in the management of the business and affairs of the company, and shall have power to authorize the seal of the company to be affixed to all papers which may require it.

The board of directors and the executive committee, shall, except as otherwise provided by law, have power to act in the following manner:

A resolution in writing, signed by all the members of the board of directors or executive committee, shall be deemed to be action by such board or executive committee, as the case may be, to the effect therein expressed, with the same force and effect as if the same has been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the secretary of the company to record such resolution in the minute book of the company under its proper date.

The company may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property, and to the

purchase or acquisition of its own capital stock from time to time, to such extent and in such manner and upon such terms as its board of directors shall determine; and neither the property nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors.

Subject to the foregoing provisions, the by-laws may prescribe the number of directors to constitute a quorum at their meetings, and such number may be less than a majority of the whole number.

Subject always to by-laws made by the stockholders, the board of directors may make by-laws, and, from time to time, may alter, amend or repeal such by-laws; but any by-laws made by the board of directors may be altered or repealed by the stockholders at any annual meeting, provided notice of such proposed alteration or repeal be included in the notice of the meeting.

The Company reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by statute for the amendment of the certificate of incorporation.

IN WITNESS WHEREOF we have hereunto set our hands and seals this ninth day of November, 1904.

Douglas Alexander (L.S.)

T.E.Hardenbergh (L.S.)

Charles P.Coleman (L.S.)

State of New York)
)ss
County of New York)

BE IT REMEMBERED that on this 9th day of November, 1904, before me, the undersigned, a notary public in and for the State and County aforesaid, duly commissioned and sworn, personally appeared Douglas

Alexander, Thomas E. Hardenbergh, and Charles P. Coleman, who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

Chas H. Liebert

Notary Public
New York County.

State of New York)
County of New York)ss

I, Thomas L. Hamilton, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of record, do hereby certify That Chas. H. Liebert, whose name is subscribed to the certificate of the proof or acknowledgement of the annexed instrument and thereon written, was, at the time of taking such proof and acknowledgement a notary public in and for said county, duly commissioned and sworn, and authorized by the laws of said state to take acknowledgments and proofs of deed or conveyances for land, tenements or hereditaments in said State of New York. And further, that I am well acquainted with the handwriting of such notary public, and verily believe that the signature to said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the
seal of the said court and county, the 9 day of Nov., 1904.

Thos. L. Hamilton,

(Seal)

Clerk.

Endorsement:

"Received in the Clerk's Office of the county of Union, N.J.,
on the 11 day of Nov. A.D. 1904, at 11 O'clock, in the forenoon, and

recorded in Book 12 of incorporations for said county on pages

William Howard,

Clerk."

"Filed and recorded Nov. 12, 1904.

S.D.Dickinson,

Secretary of State."

STATE OF NEW JERSEY

DEPARTMENT OF STATE.

I, S.D.Dickinson Secretary of State of the State of New Jersey do hereby certify that the foregoing is a true copy of the certificate of incorporation of Singer Sewing Machine Company and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the 12th day of November, A.D. 1904, and now remaining on file and of record therein.

And I do also certify that on the 19th day of November, 1904 there was filed in my office a certificate made, signed and sworn to by the president and secretary of said company, viz., One million dollars (\$1,000,000), was paid in in cash on the 17th day of November, 1904 in accordance with the provisions of Section 25 of "An Act concerning corporations (Revision of 1896)."

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of the Secretary of State at Trenton, this 29th day of November. A.D. One thousand nine hundred and four.

S.D.Dickinson

(Seal)

Secretary of State.

STATE OF NEW JERSEY.

I, Franklin Murphy Governor of the State of New Jersey, do hereby certify, that S.D.Dickinson Esquire, who hath signed the annexed certificate, and whose seal is thereto annexed, was, at the doing thereof and now is Secretary of State of the State of New Jersey, duly appointed commissioned and sworn, and that full faith and credit are to be given to his official attestations; that the said signature is in the proper handwriting of the said S.D.Dickinson and the seal his seal of office and that the said certificate is in due form of law, and by the proper officer.

IN TESTIMONY WHEREOF I have hereunto set my hand, and caused the Great Seal of the State of New Jersey to be hereunto affixed, at the City of Trenton in said State, this Twenty ninth day of November in the year of our Lord one thousand nine hundred and four and of the Independence of the United States the one hundred and twenty-ninth.

By The Governor.

Franklin Murphy
(Great Seal)

S.D.Dickinson

Secretary of State.

STATE OF IDAHO. *ss.*
COUNTY OF ADA.

CERTIFICATE

I, W. L. CUDDE, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of a certain *Certified Copy of the
Articles of Incorporation of the
Singer Sewing Machine Company*

Numbered *657* as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this

day of *January* *1905*

By *Franklin L. Cudde*
Franklin L. Cudde
Deputy.

W. L. Cudde
Ex-Officio Recorder