

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

HILLER ENGINEERING CORPORATION

a corporation duly organized and existing under the laws of **California** 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-eighth** day of **October**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-eighth** day of **October**, 19 **63**, a designation of **Kenneth Mitchell** in the County of **Twin Falls** 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 **28th** day of **October**, A.D. 19 **63**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of California

SFP 23 1963

Frank M. Jordan

Secretary of State



By

Assistant Secretary of State

ARTICLES OF INCORPORATION

Restriction of right
to amend articles

No

5 KNOW ALL MEN BY THESE PRESENTS:

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That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California; and

Yes

11 WE DO HEREBY CERTIFY:

12
13 First: That the name of this corporation is
14 HILLER ENGINEERING CORPORATION.

15
16 Second: That the primary business in which this corporation intends initially to engage is:

17
18 1. To manufacture, buy, trade, exploit, sell,
19 handle, and in all ways to turn to account and deal with
20 respect to powered tools, equipment, and supplies of any
21 kind;

22 and that, without being limited thereby, this corporation is also
23 formed for the following additional purposes:

24
25 2. To own, operate, maintain, manage, equip,
26 improve, repair, alter, and otherwise deal with, use, and enjoy,
27 to invent, design, develop, assemble, build, construct, fabricate,
28 manufacture, buy, import, lease as lessee and otherwise acquire,
29 to mortgage, deed in trust, pledge, and otherwise encumber,
30 and to sell, export, lease as lessor and otherwise dispose
31 of goods, wares, merchandise, and personal property of every
32 sort, nature, and description wheresoever situated, and all
rights thereto and interests therein.

1.

1 3. To acquire by purchase, gift, devise, or bequest, or
2 in any other lawful mode, and to possess, hold, enjoy, improve,
3 cultivate, develop, manage, grant, sell, exchange, lease, rent,
4 mortgage, pledge, hypothecate, convey, or otherwise dispose of
5 and generally deal in real and personal property of every sort
6 and wheresoever situated, and all rights thereto and interests
7 therein.

8 4. To enter into and perform contracts of every kind and
9 character whcmsoever they may be with.

10 5. To buy, sell, acquire, hold and own, and carry on and
11 conduct, any and all kinds of mercantile businesses; to acquire
12 and undertake the whole or any part of the good will, business,
13 prcperties and liabilities of any person, concern or corporation
14 and to pay for the same in cash, stock or bonds of this
15 corporation or otherwise.

16 6. To buy, sell, hold, own, lease, license, manufacture,
17 and in every manner deal in and dispose of any or all materials,
18 articles, supplies, and/or accessories, used in connection with
19 or in any manner related to, any and all businesses.

20 7. To conduct, carry on and operate manufacturing
21 establishments, for all purposes whatsoever; to buy, sell, manu-
22 facture, import, export, handle, and generally deal in, goods,
23 wares, merchandise, materials, and supplies of all kinds.
24 Generally to carry on all or any of the businesses of broker,
25 factor, warehouseman, shipping and commission merchant, importer,
26 exporter, ship chandler, miner, manufacturer, and contractor.

27 8. To in any manner guarantee, underwrite, endorse, or
28 secure the notes, bonds, evidences of indebtedness or obliga-
29 tions of any person, firm or corporation, or of any part thereof
30 or interest therein.

31 9. To lend money on the security of mortgages, deeds of
32 trust, or other hypothecations of real or personal property, or

- 1 without security.
- 2 10. To borrow money and to execute the same by deed of
3 trust, mortgage, pledge, or other title or by hypothecation on all
4 or any of the real or personal property of the corporation.
- 5 11. To execute bonds, promissory notes, bills of exchange,
6 debentures, and other obligations and evidences of indebtedness
7 of all kinds, whether secured or unsecured.
- 8 12. To take, purchase, and otherwise acquire, own, hold,
9 use, sell, assign, transfer, exchange, lease, mortgage, convey
10 in trust, pledge, hypothecate, grant licenses in respect of and
11 otherwise dispose of Letters Patent of the United States or any
12 foreign country, patent rights, licenses, and privileges, inven-
13 tions, improvements and processes, copyrights, trademarks and
14 trade names, and governmental, state, territorial, county, and
15 municipal grants and concessions of every character which this
16 corporation may deem advantageous in the prosecution of its busi-
17 ness or in the maintenance, operation, development, or extension
18 of its properties.
- 19 13. To become a partner (either general or limited or both)
20 and to enter into agreements of partnership, with one or more
21 other persons or corporations, for the purpose of carrying on any
22 business whatsoever which this corporation may deem proper or con-
23 venient in connection with any of the purposes herein set forth or
24 otherwise, or which may be calculated, directly or indirectly, to
25 promote the interests of this corporation or to enhance the value
26 of its property or business.
- 27 14. To act as financial, commercial or business agent or
28 representative, general or special, of any corporation, associa-
29 tion, firm, syndicate, individual, partnership or others, and as
30 such to develop, improve, and extend the property, trade, and
31 general interest thereof, to aid any lawful enterprise in connec-
32 tion therewith; and in this behalf to act in any capacity, whether

1 as principal, agent, broker, or otherwise.

2 15. To do all or any of the above things, and to carry on
3 any business whatsoever, in any part of the world either as
4 principal, agent, contractor, partner, or otherwise, or by or
5 through trustees, agents, or otherwise, and either alone or in
6 conjunction with others; and to do all such other things as are
7 incidental to, or conducive to, the above objects, or any of
8 them, and generally to carry on any other business which may seem
9 to the company capable of being conveniently carried on in con-
10 nection with the above, or calculated, either directly or in-
11 directly, to enhance, the value of, or render profitable, any of
12 the company's property or rights.

13 16. And, without being limited by the foregoing, to have
14 and to exercise all of the powers conferred by the laws of the
15 State of California upon corporations formed under the laws pur-
16 suant to and under which this corporation is formed, as such laws
17 are now in effect or may at any time hereafter be amended.

19 THIRD: That the principal office for the transaction of
20 the business of this corporation is to be located in the County of
21 San Mateo, State of California.

23 FOURTH: This corporation is authorized to issue only one
24 class of shares of stock, of the total number of 25,000 shares,
25 of the aggregate par value of TWENTY-FIVE THOUSAND DOLLARS
26 (\$25,000.00), and of the par value of ONE DOLLAR (\$1.00) per
27 share.

29 FIFTH: That no shares of stock have been subscribed.

31 SIXTH: That the number of directors of this corporation
32 shall be eight (8), and the names and residences of the persons

1 who are appointed to act until the first annual meeting of the
2 shareholders or until the selection and qualification of their
3 successors are as follows:

| | <u>Name</u> | <u>Residence</u> |
|----|------------------------|---------------------------|
| 5 | George W. Hellyer, Jr. | San Francisco, California |
| 6 | Harry L. Haehl, Jr. | Palo Alto, California |
| 7 | Kenneth Ferguson | Berkeley, California |
| 8 | Robert J. Pedder | Lafayette, California |
| 9 | George A. Andrews, Jr. | Menlo Park, California |
| 10 | Lyle E. Patten | San Francisco, California |
| 11 | P. L. Patton | San Francisco, California |
| 12 | H. R. Ketterbaugh | San Francisco, California |

3 The number of directors of this corporation may be changed
4 either by amendment of the Articles of Incorporation of this
5 corporation, or by amendment of the By-Laws of this corporation,
6 approved by vote or written consent of a majority of the share-
7 holders of this corporation entitled to vote.

18
19 IN WITNESS WHEREOF, WE HAVE HIERINTO set our hands this
20th day of February, 1953.

George W. Hellyer, Jr.
George W. Hellyer, Jr.

Harry L. Haehl, Jr.
Harry L. Haehl, Jr.

Kenneth Ferguson
Kenneth Ferguson

Robert J. Pedder
Robert J. Pedder

George A. Andrews, Jr.
George A. Andrews, Jr.

Lyle E. Patten
Lyle E. Patten

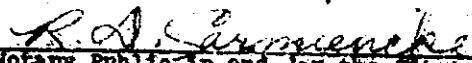
P. L. Patton
P. L. Patton

H. R. Ketterbaugh
H. R. Ketterbaugh

1 STATE OF CALIFORNIA)
2 CITY AND COUNTY OF) ss
3 SAN FRANCISCO)

4 On this 20th day of February, 1958, before me, R. D.
5 CARMIENCKE, a Notary Public in and for said City and County,
6 residing therein and duly commissioned and sworn, personally
7 appeared GEORGE W. HELLYER, JR., HARRY L. HAEHL, JR., KENNETH
8 FERGUSON, ROBERT J. PEDDER, GEORGE A. ANDREWS, JR., LYLE E.
9 PATTON, P. L. PATTON, and H. R. KETTEREAUGH, known to me to be
10 the persons whose names are subscribed to and who executed the
11 within instrument, and acknowledged to me that they executed the
12 same.

13
14 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
15 my official seal, the day and year first above written.

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17 
18 Notary Public in and for the City and
19 County of San Francisco, State of
California.

20 My Commission Expires: March 14, 1958
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FILED

In the Office of the Secretary of State
of the State of California
MAR 13 1957
JORDAN, Secretary of State
Ralph A. Martin
Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

1 NOV 1957

We, the undersigned, CLYDE E. HENRY, the President,
and ELIZABETH S. MORGAN, the Secretary of HILLER ENGINEERING
CORPORATION, a corporation organized under the laws of the
State of California

DO HEREBY CERTIFY:

1. That on the seventh (7th) day of February, 1957, at ten o'clock A.M. of said day at 867 Market Street, San Francisco, California, a meeting of the Board of Directors of the above-named corporation was duly held.
2. That at said meeting a resolution providing for the amendment of the Articles of Incorporation of the said corporation was adopted by the affirmative vote of the Directors of said corporation; and that the following is a copy of the said resolution so adopted, to wit:

"RESOLVED, that the Articles of Incorporation of this corporation be amended as follows:

That the Article which sets forth the authorized stock of this corporation, to wit, the Article designated "FOURTH", be amended to read as set forth in full below:

"FOURTH: This corporation is authorized to issue only one class of shares of stock, of the total number of 1,000,000 shares, of the aggregate or value of One Million Dollars (\$1,000,000), and of the par value of One Dollar (\$1.00) per share."

3. That all of the five Directors of the said corporation voted in favor of the said resolution.
4. That there are presently a total of ten thousand (10,000) shares of the said corporation issued and outstanding, all of which shares are entitled to vote on or consent to the

amendment as set forth hereinabove; that Hale Bros. Realty Co., a corporation organized under the laws of the State of Delaware, is the owner of six thousand five hundred (6,500) of said shares; and that the following is a copy of the form of written consent of the said Hale Bros. Realty Co. to the said amendment, the original of which written consent has been attached to the minutes of the said meeting:

February 9, 1957

Hiller Engineering Corporation
P.O. Box 175
Los Altos, California.

Gentlemen:

Hale Bros. Realty Co., owner of 6,500 of the 10,000 shares of Hiller Engineering Corporation presently issued and outstanding, hereby consents to the amendment of Article "FOURTH" of the Articles of Incorporation of Hiller Engineering Corporation to read as set forth in full as follows:

FOURTH: This corporation is authorized to issue only one class of shares of stock, of the total number of 1,000,000 shares, of the aggregate par value of One Million Dollars (\$1,000,000), and of the par value of One Dollar (\$1.00) per share.

Very truly yours,

HALE BROS REALTY CO.

By /s/ Lawton W. Langdon
Executive Vice President

By /s/ Elizabeth S. Morgan
Secretary

IN WITNESS WHEREOF, we have signed this certificate and caused the seal of the said corporation to be affixed hereto, this eleventh (11th) day of February, 1957.

Lawton W. Langdon
President of HILLER ENGINEERING CORPORATION

Elizabeth S. Morgan
Secretary of HILLER ENGINEERING CORPORATION

STATE OF CALIFORNIA
CITY & COUNTY OF SAN FRANCISCO

CLYDE E. HENRY and ELIZABETH S. MORGAN, whose names are signed to the above Certificate, being duly sworn, each for himself and herself, deposes and says:

That the said CLYDE E. HENRY is the President, and the said ELIZABETH S. MORGAN is the Secretary of HILLER ENGINEERING CORPORATION, the corporation mentioned in the above Certificate; that he and she have read the above Certificate, and that the matters set forth therein are true of his and her own knowledge.

Clyde E. Henry
Clyde E. Henry
Elizabeth S. Morgan
Elizabeth S. Morgan

Subscribed and sworn to before me
this 11th day of February, 1957.

M. Kahnman
Notary Public
in and for the City and County
of San Francisco State of
California.

My commission expires Nov 19
1959.