



Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

HEWLETT-PACKARD COMPANY

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **15th** day of **October**

1973, a properly authenticated copy of its articles of incorporation, and on the **15th** day of **October** 19 **73**, a designation of **Raymond Smelek** 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 **15th** day of **October**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF CALIFORNIA



OFFICE OF THE
SECRETARY OF STATE

(PHOTOCOPY CERTIFICATION)

I, **EDMUND G. BROWN JR.**, Secretary of State of the State of California,
hereby certify:

That the photographic reproduction hereunto annexed was prepared by
and in this office from the record on file of which it purports to be a copy,
and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 5 1973

Edmund G. Brown Jr.
Secretary of State



219627

POOR QUALITY
ORIGINAL

ARTICLE ONE: The name of this corporation is
HIGHT-PACK COMPANY, INC.
ARTICLE TWO: The purposes for which this corporation

FILED
In the Office of the Secretary of State
of the State of California
JULY 1 1967
FRANK M. JOHNSON, Secretary
By *[Signature]*

ARTICLE ONE: The name of this corporation is
HIGHT-PACK COMPANY, INC.

ARTICLE TWO: The purposes for which this corporation
is formed are:

(a) To conduct any and every business, activity or
operation as principal, agent, contractor, sub-contractor or
otherwise in any way involved in or connected with scientific
research, engineering, development, manufacture, purchase and
sale of electrical and electronic equipment, instruments, parts
and components of every kind or character, with full power to
do or perform any act or thing in any way incidental thereto,
directly or indirectly;

(b) To carry on all or any of the businesses of ad-
vertiser, advertiser's agent, publisher, broker, factor, custo-
dian, bailee, pledge-holder, shipping and commission merchant,
importer, exporter, manufacturer, carrier, builder and contractor;

(c) To buy, sell, acquire, hold and own, and carry
on and conduct, as agent, broker, principal or otherwise, any
kind of real-estate, storage, mercantile or other
business; to acquire and undertake the whole or any part of the
business, property and liabilities of any person, firm or
corporation carrying on any business which this corporation is authorized
to buy, own, or possessed of property, suitable for the purposes
of the corporation;

(d) To acquire, receive, manufacture, dispose of,
sell, lease, in, and every sort of contract or agreement
employed in, or connected with the business of the corporation
and equipment of all kinds of things.

POOR QUALITY
ORIGINAL

machines, structures, works and buildings, whether personal or real property, and to build, erect and construct all sorts of machines, structures, works and buildings, whether personal or real property;

(e) To buy, hold, own, lease or otherwise acquire, and sell, lease, license, or otherwise dispose of, and generally to deal in, processes, methods, formulas, appliances, devices, licenses, privileges, inventions, patents, copyrights, trademarks, trade names, labels and brands, and all kinds and character of interest therein;

(f) To acquire by purchase, gift, devise or bequest, or in any other lawful mode, and to possess, hold, enjoy, improve, develop, manage, grant, sell, exchange, lease, rent, mortgage, pledge, hypothecate, convey and otherwise dispose of, and generally deal in, real and personal property of every sort, and wherever situate, and all rights thereto, and interest therein;

(g) To buy or otherwise acquire, hold, own, sell or otherwise dispose of, and to issue and generally deal in, its own stocks, bonds, obligations, voting trust certificates, securities, and negotiable and non-negotiable contracts or instruments of every character, and the stocks, bonds, obligations, voting trust certificates, securities, and negotiable and non-negotiable contracts or instruments of every character of other parties, organizations or corporations whatsoever, public or private, or any interest therein, and while owner of any thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote where such exists;

(h) To enter into and perform contracts and instruments of every kind and character, whenever they may be with, including agreements of partnership;

(i) To aid, in any manner, any party, organization or corporation, public or private, of which any of the bonds or other securities, evidences of indebtedness, obligations, stock or voting trust certificates, are held by this corporation, and to do any acts or things designed to preserve, protect, improve or enhance the value of any such bonds or other securities, evidences of indebtedness, obligations, stock or voting trust certificates;

(j) To in any manner guarantee, underwrite, endorse, purchase or secure the notes, bonds, evidences of indebtedness, stocks, securities or obligations of any party, organization or corporation, public or private, or of any part thereof or interest therein;

(k) To negotiate, buy, sell or in any manner deal in and issue notes, investment certificates and other securities, and to execute or non-negotiable contracts or instruments of every character, or any interest therein, and to loan and borrow money thereon;

(l) To loan money, on the security of mortgages, deeds of trust or other hypothecation of real or personal property, or without security;

(m) To borrow money and to secure the same by deed of trust, mortgage, pledge or other lien or hypothecation on all or any of the real or personal property of the corporation;

(n) To execute bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness of all kinds, whether secured or unsecured;

(o) To have one or more offices and to do all or any of the above things in any part of the world, and as principal, agent, contractor, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as are incidental to

or conducive to, the attainment of the above objects, or any of them; and generally to carry on any other business which may seem to this corporation capable of being conveniently carried on in connection with the above, or calculated either directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

The foregoing clauses shall be liberally construed both as to objects and powers, and the specification of certain objects or powers shall not be construed as limiting the statutory, general or other powers or objects of said corporation.

ARTICLE THREE: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Santa Clara.

ARTICLE FOUR: This corporation is authorized to issue only one class of shares of stock; the total number of such shares is five thousand (5,000); and all such shares of stock are to be without par value.

ARTICLE FIVE: The number of directors of this corporation shall be three, and the names and addresses of the persons who are appointed to act as the first directors are:

<u>NAME</u>	<u>ADDRESS</u>
William D. Shen, Jr.	1247 Russ Bldg., San Francisco, Cal.
Jeanne Bland	1249 Russ Bldg., San Francisco, Cal.
Leslie Kiley	1247 Russ Bldg., San Francisco, Cal.

ARTICLE SIX: Each shareholder of this corporation shall be entitled to purchase and/or subscribe for the number of any shares of this corporation which may be hereafter authorized

and issued for money which bears the same ratio to the number of shares then proposed to be issued as the number of shares held by him shall bear to the number of shares subscribed and outstanding immediately prior to such additional issue.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting all of its incorporators and all of the persons hereinabove named as its first directors, have executed these Articles of Incorporation this 12th day of August, 1947.

William D. Shea Jr.
James Blund
Nellie Kiley

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

} ss.

On this 12th day of August, 1947, before me, JAMES
F. McCUE, a notary public in and for the City and County of
San Francisco, State of California, residing therein, duly
commissioned and sworn, personally appeared WILLIAM D. SHEA,
JR., JEANNE BLEND and MELBA KILEY, known to me to be the
persons whose names are subscribed to and who executed the
annexed instrument and who are also named therein as direc-
tors, and they acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal at my office in said City and
County of San Francisco, State of California, the day and
year in this certificate first above written.

James F. McCue
Notary Public in and for the City
and County of San Francisco, State
of California.

FILED

NOV 3 - 1955

MADE IN ACCORDANCE WITH
BY *Ralph B. Winters*

Capital stock changed from 5,000 NEW to 700,000

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION OF HEWLETT-PACKARD COMPANY

The undersigned, DAVID PACKARD and WILFRED FRANKLYN CAVIER, do hereby certify that they are respectively and have been at all times herein mentioned, the duly elected and acting President and Secretary of HEWLETT-PACKARD COMPANY, a California corporation, and further that:

1. At a special meeting of the Board of Directors of said Corporation duly held at its principal office for the transaction of business at Palo Alto, California, at 9:00 o'clock a.m. on the 5th day of August, 1955, at which meeting there was at all times present and acting a quorum of the members of said Board, the following were among the duly adopted resolutions:

"RESOLVED FURTHER: That ARTICLE FOUR of the Articles of Incorporation of this corporation be amended to read as follows:

"ARTICLE FOUR: This corporation is authorized to issue two classes of shares of stock to be designated, respectively, Class A and Class B, both said Classes to be common stock of \$1.00 par value, the only differences between the Classes being that Class A shall have voting rights and Class B shall not; the total number of shares which this corporation shall have authority to issue is six hundred thousand (600,000), and the aggregate par value of all shares that are to have a par value is Six Hundred Thousand Dollars (\$600,000.00); the number of Class A shares shall be two hundred thousand (200,000), all of which shall have a par value, and the par value of each share of such Class shall be One Dollar (\$1.00); the number of Class B shares shall be four hundred thousand (400,000), all of which shall have a par value, and the par value of each share of such Class shall be One Dollar (\$1.00);

"RESOLVED FURTHER: That the Board of Directors of this corporation hereby adopts and approves said amendment to its Articles of Incorporation."

At a special meeting of the shareholders of said Corporation duly held at said principal office for the transaction of business at 11:30 o'clock a.m. on the 24th day of August, 1955, the following resolution was duly adopted:

"WHEREAS, the Board of Directors of this corporation at a special meeting duly held on the fifth day of August, 1955 at the principal office of this corporation located at 275 Page Mill Road, Palo Alto, California, adopted and approved by resolution of said Board an amendment of the Articles of Incorporation of this corporation amending ARTICLE FOUR of said Articles to read as follows:

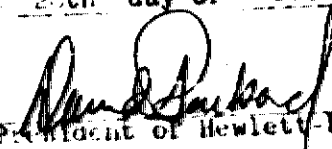
"ARTICLE FOUR: This corporation is authorized to issue two classes of shares of stock to be designated, respectively, Class A and Class B, both said Classes to be common stock of \$1.00 par value, the only differences between the Classes being that Class A shall have voting rights and Class B shall not; the total number of shares which this corporation shall have authority to issue is six hundred thousand (600,000), and the aggregate par value of all shares that are to have a par value is Six Hundred Thousand Dollars (\$600,000.00); the number of Class A shares shall be two hundred thousand (200,000), all of which shall have a par value, and the par value of each share of such Class shall be One Dollar (\$1.00); the number of Class B shares shall be four hundred thousand (400,000), all of which shall have a par value, and the par value of each share of such Class shall be One Dollar (\$1.00);"

"NOW, THEREFORE, BE IT RESOLVED: That the foregoing amendment of the Articles of Incorporation of this corporation be and the same is hereby adopted and approved by the shareholders of this corporation, and that ARTICLE FOUR of the Articles of Incorporation of this corporation be amended to read as herein set forth."

3. The foregoing amendment was adopted and approved at said shareholders meeting by the total vote of four thousand (4,000) shares.

4. The total number of shares of said Corporation entitled to vote on or consent to the adoption of such amendment is four thousand (4,000).

IN WITNESS WHEREOF, The undersigned have executed this Certificate of Amendment this 24th day of October, 1955.


President of Hewlett-Packard Company


Secretary of Hewlett-Packard Company

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

ss.

DAVID PACKARD and WILFRED FRANKLYN CAVIER, being first duly sworn, each for himself deposes and says:

That DAVID PACKARD is, and was at all of the times mentioned in the foregoing Certificate of Amendment, the president of Hewlett-Packard Company, the California corporation therein mentioned, and WILFRED FRANKLYN CAVIER is, and was at all of said times, the secretary of said corporation; that each has read said certificate and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said president and secretary thereto are the genuine signatures of said president and secretary, respectively.


DAVID PACKARD


WILFRED FRANKLYN CAVIER

SUBSCRIBED AND SWORN to before me
this 28th day of October, 1955.


NOTARY PUBLIC
In and for the City and County of
San Francisco, State of California

Notary Public - Expires April 14, 1956

217027

FILED

Capital stock changed from \$600,000 to \$5,000,000

In the Office of the Secretary of State
of the State of California

SEP 27 1957

FRANK M. EEDER, Secretary of State

Ralph R. Montgomery
Secretary

A 8045

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

OF

HEWLETT-PACKARD COMPANY

The undersigned, DAVID PACKARD and E. E. van BROMKHORST, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of HEWLETT-PACKARD COMPANY, a California corporation, and further that:

ONE: At a special meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at 275 Page Mill Road, Palo Alto, California, at nine o'clock A.M., on the 7th day of September, 1957, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolutions were adopted:

"WHEREAS, it is deemed by this Board of Directors to be in the best interests of the corporation that its Articles of Incorporation be amended as hereinafter provided; and

WHEREAS, there has been filed with the Secretary a written consent of the shareholders of the corporation to the amendment of the Articles of Incorporation as hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of this corporation be and they are hereby amended to read as set forth in full as follows:

AMENDED ARTICLES OF INCORPORATION
OF
HEWLETT-PACKARD COMPANY

First: The name of this corporation is HEWLETT-PACKARD COMPANY.

Second: The purposes for which this corporation is formed are:

(a) The specific business in which the corporation is primarily to engage is hereby set forth and identified as the development, manufacture and sale of electrical and electronic equipment, instruments, parts and components thereof.

(b) The corporation may engage in such other businesses as its Board of Directors may authorize or approve from time to time, whether related or unrelated to the primary business described in (a) above, or to any other business then or theretofore done by the corporation, subject only to such limitations upon the corporation as to businesses as are or may be imposed by the laws of the State of California from time to time in effect.

(c) The corporation shall have any and all powers that a corporation is authorized or permitted to have by the laws of the State of California from time to time in effect, including, but not limited to, power to:

1. Acquire, hold, lease, encumber, convey, transfer or otherwise dispose of real and personal property, patent, copyrights, trade marks, trade names, licenses, formulae and any other interest in property, whether tangible or intangible, and located within or without the State of California, and to take and acquire any such property by purchase, gift, devise or bequest or by any lawful mode of acquisition.

2. Enter into or to assume and to perform any obligations, agreements, contracts or instruments of any kind or character and to do any and all acts incidental to the transaction of its business or to the issue or sale of its securities or expedient for the attainment of any corporate purpose.

3. Borrow money, issue bonds, debentures, notes or other evidences of indebtedness and to secure the payment or performance of its obligations by mortgage, pledge, hypothecation or other transfer of any or all of the property of the corporation.

4. Purchase or otherwise acquire, subscribe for, hold, own, sell, pledge or otherwise dispose of, shares of stock, bonds, voting trust certificates, securities, and negotiable and non-negotiable contracts or instruments of every character, of other parties, organizations or corporations, public or private, domestic or foreign, or any interest therein, and while owner of any thereof to exercise all the rights, powers and privileges of ownership.

5. Purchase or otherwise acquire, hold, own, sell or otherwise dispose of and generally to deal in, to the extent permitted by law, its own bonds, debentures or other evidences of indebtedness or obligation, voting trust certificates, shares and securities of every character.

6. Act as principal, agent, joint venturer, partner, contractor or otherwise and by or through trustees, agents or other representatives.

7. Loan money, whether secured or unsecured, and in any manner to guarantee, underwrite or endorse the securities or obligations of any party, organization or corporation, public or private, domestic or foreign.

8. Transact business in all states and territories of the United States and in the District of Columbia and in any foreign country.

Third: The county in the State of California where the principal office for the transaction of business of the corporation is located is the County of Santa Clara.

Fourth: The number of directors of this corporation shall be nine (9). The names and addresses of the persons who were appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
William D. Snea, Jr.	1249 Russ Building, San Francisco, California
Jeanne Blend	1249 Russ Building, San Francisco, California
Nelba Kiley	1249 Russ Building, San Francisco, California

Fifth: This corporation is authorized to issue only one class of shares of stock; the total number of shares which the corporation is authorized to issue is five million (5,000,000); the aggregate par value of all shares is Five Million Dollars (\$5,000,000) and the par value of each share is One Dollar (\$1.00).

A statement of the purposes and effect upon the outstanding shares of the amendment of Article FOUR of the Articles of Incorporation, to read as next hereinabove set forth, is as follows:

The purposes of said amendment are:

(a) to repeal the classification of the shares of the corporation into shares of Class A common stock and Class B common stock and to provide for authorization of only one class of shares;

(b) to increase the number of shares which the corporation is authorized to issue from 600,000 to 5,000,000;

(c) to increase the aggregate par value of all authorized shares from \$600,000 to \$5,000,000;

and the effect of this amendment on outstanding shares is to change each outstanding share of Class A common stock of the par value of \$1.00 per share and each outstanding share of Class B common stock of the par value of \$1.00 per share into 10 shares of capital stock of the par value of \$1.00 per share.

FURTHER RESOLVED, that the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they are hereby authorized and empowered to sign and verify by their oaths and to file a certificate in the form and manner required by Section 3672 of the California Corporations Code, and, in general, to do any and all things which are necessary, convenient or proper to effect the foregoing amendment in accordance with said Section 3672."

TWO: The number of shares of Class A common stock of said corporation consenting to such amendment of its Articles of Incorporation is 100,000, and the number of shares of Class B common stock of said corporation consenting to such amendment of its Articles of Incorporation is 200,000. The following is a copy of the form of written consent executed by the holders of said shares:

"WRITTEN CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF HEWLETT-PACKARD COMPANY

WHEREAS, it is deemed to be in the best interests of the corporation that its Articles of Incorporation be amended in their entirety to read as set forth in full as follows:

[Here in the original appears verbatim the text of the Amended Articles of Incorporation as set forth in the resolution of the Board of Directors, a copy of which is quoted in full in Paragraph ONE of this Certificate of Amendment.]

NOW, THEREFORE, each of the undersigned shareholders of said corporation does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation and does hereby consent that the Articles of Incorporation be amended to read in their entirety as herein set forth.

IN WITNESS WHEREOF, each of the undersigned has hereunto affixed his signature, the date of signing

and the number of shares of the corporation held by him and entitled to vote upon the foregoing amendment of said Articles of Incorporation.

<u>Name</u>	<u>Date</u>	<u>Number of Shares of Common Stock</u>	
		<u>Class A</u>	<u>Class B</u>
David Packard	September 7, 1957	50,000	100,000
William R. Hewlett	September 7, 1957	50,000	100,000"

THREE: The total number of shares of said corporation entitled to vote upon or consent to the adoption of such amendment is 300,000, of which 100,000 shares are Class A common stock and 200,000 shares are Class B common stock.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 27th day of September, 1957.

David Packard
President

William R. Hewlett
Secretary

STATE OF CALIFORNIA }
County of Santa Clara } ss.

DAVID PACKARD and E. E. van BRONKHORST, being first
duly sworn, each for himself, deposes and says:

That David Packard is and was at all of the times
mentioned in the foregoing Certificate of Amendment the
President of HEWLETT-PACKARD COMPANY, the California corpor-
ation therein named, and E.E. van Bronkhorst is and was at
all of said times the Secretary of said corporation; that
each has read said Certificate and that the statements
therein made are true of his own knowledge and that the
signatures purporting to be the signatures of said President
and Secretary thereto are the genuine signatures of said
President and Secretary, respectively,

David Packard
E. E. van Bronkhorst

Subscribed and sworn to before me
this 27th day of September, 1957.

William J. Smith
NOTARY PUBLIC
in and for the County of Santa Clara,
State of California

(Notarial Seal)

My commission Expires Sept. 26, 1960

21962

FILED

In the office of the Secretary
of the State of California

CERTIFICATE OF OFFICERS OF HEWLETT-PACKARD
COMPANY AS TO MERGER PROCEEDINGS

RECORDED
INDEXED
MAY 24 1959
J. H. 800 14

The undersigned, DAVID PACKARD and E. E. van
BROMKHORST, do hereby certify that they are and have been
at all times hereinafter mentioned the duly elected and
acting President and Secretary, respectively, of Hewlett-
Packard Company, a California corporation, and do further
hereby certify:

(a) That a meeting of the Board of Directors of
said corporation was duly held at 2:00 o'clock p.m. on Friday,
May 22, 1959 at the principal office for the transaction of
business of said corporation located at 275 Page Mill Road,
Palo Alto, California, at which meeting, there was at all
times present and acting a quorum of said Board of Directors,
to wit, 7 of the 9 members thereof;

(b) That at said meeting the following resolution
was duly adopted:

"FURTHER RESOLVED, that the terms and condi-
tions of the proposed Agreement of Merger between
Dymec, Inc., a California corporation, and this
corporation, in the form heretofore presented to
this meeting and hereby ordered to be made a part
of the records of this meeting and the mode of
carrying them into effect, as well as the manner
and basis of converting the shares of the consti-
tuent corporations into the shares of the surviving
corporation, be and they are hereby in all respects
approved, and the President or any Vice President
and the Secretary or any Assistant Secretary of
this corporation be and they are hereby authorized,
empowered and directed to enter into an Agreement
of Merger, in the name and on behalf of this cor-
poration; substantially in such form, with such
changes therein as the officers executing the same
shall, by their execution thereof, approve, their
execution thereof to be conclusive evidence of such
approval;"

(c) That the vote in favor of said resolution was
unanimous;

(d) That a special meeting of all of the shareholders of said corporation was duly held at 2:00 o'clock p.m. on Tuesday, June 30, 1959, at 1501 Page Mill Road, Palo Alto, California; and that at said meeting the Agreement of Merger referred to in said resolution of the Board of Directors and the terms and conditions thereof were approved by the vote of 2,903,729 shares of capital stock, constituting the vote of the holders of not less than two-thirds of the issued and outstanding shares of capital stock of said corporation, regardless of limitations or restrictions on the voting power thereof;

(e) That the total number of outstanding shares of capital stock of said corporation entitled to vote at said special meeting of shareholders was 3,089,091 and that said corporation has no other class of shares outstanding;

(f) That notice of the time, place and purpose of said special meeting of shareholders was mailed to each shareholder at least twenty (20) days prior to the date of said meeting; that with such notice there was mailed a statement of the general terms of the proposed Agreement of Merger;

(g) That the name of the surviving corporation is Hewlett-Packard Company; and

(h) That the Agreement of Merger of this corporation with Dymec, Inc. filed with the Secretary of State concurrently with this certificate, pursuant to Section 4113 of the Corporations Code of the State of California, is the Agreement of Merger hereinabove referred to and sets forth the terms and conditions approved by said resolution

of the Board of Directors and vote of shareholders.

By WILLIAM A. HARRIS, the undersigned have executed
this certificate this 27th day of July, 1959.

William A. Harris
President of
Hewlett-Packard Company

John D. Macdonald
Secretary of
Hewlett-Packard Company

STATE OF CALIFORNIA)
County of Santa Clara) ss.

DAVID PACKARD and E. E. van BROMHOUT, being
first duly sworn, depose and say:

That they are the President and Secretary,
respectively, of Hewlett-Packard Company, the corporation
named in the foregoing certificate, and make this affidavit
on behalf of said corporation; that they have read the
foregoing certificate and know the contents thereof; and
that the matters set forth in said certificate are true
of their own knowledge.

David Packard

E. E. van Broumout

Subscribed and sworn to before me
this 27th day of July, 1959.

[Signature]
NOTARY PUBLIC
in and for the County of Santa
Clara, State of California.

(Notarial Seal)

27627
FILED

In the Office of the Secretary of State
of the State of California

RECEIVED
JUN 10 1963

MAY 20 1963

AGREEMENT OF MERGER dated as of May 20, 1963,
between HEWLETT-PACKARD COMPANY ("Hewlett-Packard" here-
in) and DYMEC, INC. ("Dymec" herein);

W I T N E S S E T H:

WHEREAS, Hewlett-Packard is a California cor-
poration, with an authorized capitalization of 5,000,000
shares of capital stock, \$1 par value, all of one class,
of which 3,089,091 shares are issued and outstanding at
the date hereof; and

WHEREAS, Dymec is a California corporation with
an authorized capitalization of 200 shares of Class A
stock, \$10 par value, and 500,000 shares of Class B stock,
\$10 par value, of which 200 shares of Class A stock and
16,735 shares of Class B stock are issued and outstanding
at the date hereof; and

WHEREAS, the Boards of Directors of Hewlett-
Packard and Dymec deem it advisable and generally to the
advantage and welfare of said corporations and their re-
spective stockholders that Dymec merge with and into
Hewlett-Packard;

NOW, THEREFORE, in consideration of the mutual
promises and covenants herein contained, Hewlett-Packard
and Dymec agree as follows:

ARTICLE I.

Subject to the conditions hereinafter set forth,
Dymec shall be merged into and with Hewlett-Packard (here-
inafter sometimes referred to as the "Surviving Corpora-
tion"), the corporate existence of which shall be continued

under the name of Hewlett-Packard Company and thereafter the separate corporate existence of Dynac shall cease.

ARTICLE II.

Upon the effective date (as hereinafter defined), the Amended Articles of Incorporation of Hewlett-Packard shall constitute the Articles of Incorporation of the Surviving Corporation.

ARTICLE III.

Except as hereinafter otherwise specifically set forth, the corporate identity, existence, purposes, franchises, powers, rights and immunities of Hewlett-Packard shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, franchises, powers, rights and immunities of Dynac shall be merged into Hewlett-Packard and Hewlett-Packard shall be fully vested therewith.

ARTICLE IV.

The By-Laws of Hewlett-Packard, as in effect on the effective date, shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

ARTICLE V.

The persons who are the directors of Hewlett-Packard immediately prior to the effective date shall continue, subject to the provisions of the By-Laws of the Surviving Corporation and the laws of the State of California, to be the directors of the Surviving Corporation.

and shall hold office until the first annual meeting of the stockholders of the Surviving Corporation held subsequent to the effective date and the election or appointment of their respective successors.

ARTICLE VI.

The mode of carrying into effect the merger herein provided for and the manner and basis of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

1. Each of the 200 shares of Class A stock of the par value of \$10 per share of Dymec and each of the 16,735 shares of Class B stock of the par value of \$10 per share of Dymec issued and outstanding upon the effective date of this Agreement shall upon said effective date forthwith be converted into fully paid shares of capital stock of the par value of \$1 per share of the Surviving Corporation at the rate of three shares of capital stock of the Surviving Corporation for each one share of Class A or Class B stock of Dymec. After the effective date each holder of an outstanding certificate for shares of Class A stock of Dymec and each holder of an outstanding certificate for shares of Class B stock of Dymec shall surrender the same, duly endorsed if the Surviving Corporation shall so require, to the Surviving Corporation for cancellation and shall receive in exchange therefor a certificate or certificates representing the number of shares of capital stock of the Surviving Corporation to which such holder shall be entitled as aforesaid.

All shares of capital stock of the Surviving

Corporation issued to holders of shares of Class A stock of Dymec and shares of Class B stock of Dymec shall be issued in full satisfaction of all rights pertaining to such shares of Class A and Class B stock of Dymec.

2. Each share of capital stock of the par value of \$1 per share of Hewlett-Packard issued and outstanding on the effective date of this Agreement shall upon such effective date forthwith be converted into an equal number of shares of fully paid capital stock of the par value of \$1 per share of the Surviving Corporation.

ARTICLE VII.

Upon the merger becoming effective, the separate corporate existence of Dymec shall cease, and, in accordance with this Agreement of Merger, the Surviving Corporation shall without other transfer succeed to and possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of both of said corporations. All and singular, the rights, privileges, powers and franchises of both of said corporations, and all property, real, personal and mixed, and all debts due to either of said corporations on whatever account, and all other things in action belonging to either of said corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Dymec and Hewlett-Packard; provided, that all rights of creditors and all

liens upon the property of Dymec and Hewlett-Packard shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time when this Agreement of Merger shall become effective, and all debts, liabilities and duties of Dymec and Hewlett-Packard shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of the aforesaid two corporations, said corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger.

If the merger provided for herein shall become effective, the Surviving Corporation shall pay all expenses of the merger, and if such merger shall not become effective, Dymec and Hewlett-Packard shall each pay its own expenses.

ARTICLE VIII.

As of the date of this Agreement, Hewlett-Packard is holding for issue under its restricted stock option plan approximately 42,349 shares of capital stock and under its Employees' Stock Purchase Plan approximately 25,000

shares of capital stock. Prior to the effective date neither Dymec nor Hewlett-Packard will, without first obtaining the written approval of the other (i) issue, sell or subdivide, or agree to issue, sell or subdivide any shares of its stock, or (ii) issue or sell, or agree to issue or sell, any right or option to purchase or subscribe to, or to convert into, any shares of its stock, or (iii) distribute, declare or pay any dividend or make any distribution of corporate assets to shareholders on any shares of its stock, except (a) that Hewlett-Packard may issue stock pursuant to the exercise of outstanding restricted stock options previously granted to its employees, and (b) that Hewlett-Packard may issue stock pursuant to its Employees' Stock Purchase Plan, and (c) that Hewlett-Packard may issue not to exceed 40,000 shares of its capital stock in exchange for the 400 shares of capital stock of Palo Alto Engineering Company which are issued and outstanding at the effective date of this Agreement.

ARTICLE IX.

Upon the effective date of the merger, the employees of Dymec shall become employees of the Surviving Corporation with like seniority as in their previous employment with Dymec.

The profit sharing retirement plan which is now in effect as to employees of both Hewlett-Packard and Dymec shall continue in effect as to employees of the Surviving Corporation, and for all purposes of the plan Dymec employees shall be treated as though they were Hewlett-Packard employees at the time any amounts were allocated to them.

under the plan. Hewlett-Packard shall adopt such amendment or amendments of the profit sharing retirement plan as may be necessary to give effect to the provisions of this paragraph.

Upon their transfer to the Surviving Corporation, the employees of Dymec shall have the rights and benefits of Hewlett-Packard employees of equivalent seniority, including the employee health and accident insurance program of Hewlett-Packard. It is understood that participation by Dymec employees in the Hewlett-Packard Employees' Stock Purchase Plan will be dependent upon issuance of appropriate authorization by the Commissioner of Corporations; and that the restricted stock option plan of Hewlett-Packard, by its terms, was applicable only to eligible employees on November 6, 1957, the effective date of said plan.

Hewlett-Packard will file an appropriate application with the Commissioner of Corporations of the State of California to amend its Employees' Stock Purchase Plan so as to provide that the service of Dymec employees who become employees of the Surviving Corporation shall be considered as Hewlett-Packard service for purposes of determining eligibility under said stock purchase plan, such amendment to become effective only if the merger provided for herein shall become effective.

ARTICLE X.

The Surviving Corporation shall continue to exist under the laws of the State of California.

ARTICLE XI.

The Agreement of Merger shall be submitted to the shareholders of Dymec and Hewlett-Packard, as provided by the applicable laws of the State of California, at meetings which shall be held on or before June 30, 1959 or by such later date as the Chairman of the Board of Directors or the President of each of Dymec and Hewlett-Packard shall mutually approve. Except as otherwise provided below, this Agreement of Merger shall be filed in accordance with the laws of California after it has been approved by the holders of not less than two-thirds of the outstanding shares of the capital stock of Hewlett-Packard and by the holders of not less than two-thirds of the outstanding shares of Class A stock and not less than two-thirds of the outstanding shares of Class B stock of Dymec, and after issuance of an appropriate permit or permits by the Commissioner of Corporations of the State of California, but not sooner than 31 days after the date on which Hewlett-Packard or Dymec, whichever is later, mails to its shareholders notice of approval of this Agreement of Merger. The merger shall become effective upon the filing with the Secretary of State of the State of California of the executed Agreement of Merger, or an executed counterpart thereof, certificates as to merger executed by officers of Hewlett-Packard and Dymec, the certificate of the Commissioner of Corporations of the State of California as to issuance of a permit, and the certificate of satisfaction of the California Franchise Tax Board.

The date on which the merger of Dymec into Hewlett-Packard becomes effective is sometimes referred

In the Agreement of Merger as the "effective date".

The constituent corporations hereby agree that if the merger of Dymec into Hewlett-Packard hereby provided for becomes effective and the effective date is any date after July 31, 1959, the operations and business of Dymec during the period between July 31, 1959 and the effective date shall be considered for all purposes to have been for the account and benefit of Hewlett-Packard.

Hewlett-Packard and Dymec each agrees to use its best efforts to cause the consummation of the merger provided for hereby, but if, nevertheless, this Agreement of Merger has not become effective for any reason on or prior to October 31, 1959, either Hewlett-Packard or Dymec may elect to terminate this Agreement of Merger and, upon notice of such election, this Agreement of Merger shall be terminated and the merger hereby provided for abandoned.

This Agreement of Merger may be terminated and the merger hereby provided for abandoned at any time prior to the effective date by the mutual consent of the respective Boards of Directors of Dymec and Hewlett-Packard.

This Agreement of Merger may also be terminated by Hewlett-Packard at any time prior to the effective date if in the opinion of the Board of Directors of Hewlett-Packard, evidenced by a certified copy of resolutions of said Board of Directors filed with Dymec, the merger is impractical or undesirable by reason of the fact that claims of dissenting shareholders of Dymec or Hewlett-Packard, as the case may be, for payment for their shares are so great in amount as to render the merger impracticable or inadvisable.

In the event of termination of this Agreement of Merger as above provided, this Agreement of Merger shall be and is hereby void and of no effect and there shall be no liability to any stockholder or other person or corporation on the part of either Dymec or Hewlett-Packard or their respective Boards of Directors or stockholders.

For the convenience of the parties and to facilitate the filing and recording of this Agreement of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, Dymec and Hewlett-Packard, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed and their corporate seals to be hereunto affixed as of the day and year first above written.

(Corporate Seal)

DYMEC, INC.

By [Signature]
President

By [Signature]
Secretary

(Corporate Seal)

HEWLETT-PACKARD COMPANY

By [Signature]
President

By [Signature]
Secretary

STATE OF CALIFORNIA)

33.

County of Santa Clara)

On this 1st day of April, 1961,
before me, [Signature], a Notary Public
in and for said County and State, personally appeared
DAVID PACKARD, known to me to be the President, and E. E.
VAN BRONKHORST, known to me to be the Secretary of
HEWLETT-PACKARD COMPANY, the corporation that executed
the within instrument, known to me to be the persons who
executed the within instrument on behalf of the corpora-
tion therein named, and acknowledged to me that such
corporation executed the within instrument pursuant to
its by-laws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

(Seal)

[Signature]
Notary Public in and for said County and State.

My commission expires My Commission Expires April 7, 1962

STATE OF CALIFORNIA)

County of Santa Clara)

SS.

On this _____ day of _____, 19____,
before me, _____, a Notary Public
in and for said County and State, personally appeared
R. E. RAWLINS, known to me to be the President, and
E. E. VAN BRONKHORST, known to me to be the Secretary
of DYMEC, INC., the corporation that executed the
within instrument, known to me to be the persons who
executed the within instrument on behalf of the cor-
poration therein named, and acknowledged to me that
such corporation executed the within instrument pur-
suant to its by-laws or a resolution of its Board of
Directors.

WITNESS my hand and official seal.

(Seal)

Notary Public in and for said County and State.

My commission expires My Commission Expires April 7, 1964

BEFORE THE
DEPARTMENT OF INVESTMENT
DIVISION OF CORPORATIONS
OF THE
STATE OF CALIFORNIA

In the matter of the application of
HEWLETT-PACKARD COMPANY

for a certificate.

CERTIFICATION
OF
ISSUANCE OF PERMIT

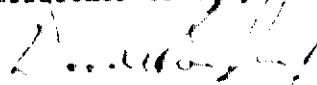
File No. 61709 SF

Receipt No. SF 84066

I, JOHN G. SOBIESKI, Commissioner of Corporations
of the State of California, do hereby certify that a copy of the
agreement of merger dated May 25, 1959, between
HEWLETT-PACKARD COMPANY, a California corporation and
DYMEC, INC., a California corporation is on
file and of record in my office and that a permit was issued to
HEWLETT-PACKARD COMPANY (a California corporation) with
respect thereto on July 10, 1959.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal this 10th day of July, 1959, at
San Francisco, California.

JOHN G. SOBIESKI
Commissioner of Corporations

By 
WOOD H. ENGLAND
Supervising Deputy Commissioner

WHE:rem

FILED

In the Office of the Secretary of State
of the State of California

HEWLETT-PACKARD COMPANY

AUG 30 1960

CERTIFICATE OF AMENDMENT

By *Clayton L. Johnson* Secretary of State

OF

By *Clayton L. Johnson* Deputy

AMENDED ARTICLES OF INCORPORATION

We, the undersigned, DAVID PACKARD and E. E. van BROMHOUT, do hereby certify that we are, and at all times herein mentioned have been, respectively, the duly elected, qualified and acting President and Secretary of HEWLETT-PACKARD COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of California, and we further certify and state the adoption and manner of adoption of an amendment of the Amended Articles of Incorporation of said corporation as follows:

1. That a special meeting of the Board of Directors of said corporation was duly and regularly held at three o'clock in the afternoon on Tuesday, the 19th day of July, 1960, at the principal office for the transaction of business of said corporation, 1501 Page Mill Road, Palo Alto, California, at which meeting there were present and acting throughout a quorum and a majority of the said Board of Directors, the full number of which Board comprises nine (9) members.

2. That at said meeting certain resolutions were adopted with reference to the amendment of Article Fifth of the Amended Articles of Incorporation of said corporation; that a full, true and correct copy of said resolutions is as follows:

WHEREAS, it is deemed by this Board of Directors to be in the best interests of this corporation and its shareholders that Article Fifth of the Amended Articles

of Incorporation of this corporation be amended to increase the number of shares which this corporation is authorized to issue from 1,000,000 shares of the par value of \$1 each to 15,000,000 shares of the par value of \$1 each;

NOW, THEREFORE, BE IT RESOLVED, and it is hereby provided, that Article Fifth of the Amended Articles of Incorporation of this corporation shall be amended to read as hereinafter set forth in full as follows:

"Fifth. This corporation is authorized to issue only one class of shares of stock; the total number of shares which the corporation is authorized to issue is fifteen million (15,000,000); the aggregate par value of all shares of the corporation is Fifteen Million Dollars (\$15,000,000) and the par value of each share is One Dollar (\$1.00)."

FURTHER RESOLVED, that this Board of Directors of this corporation hereby approves and adopts said amendment of Article Fifth of said Amended Articles of Incorporation.

FURTHER RESOLVED, that these resolutions and the foregoing amendment of Article Fifth of the Amended Articles of Incorporation of this corporation shall be submitted to the shareholders for their approval and adoption, and if these resolutions and said amendment of Article Fifth of the Amended Articles of Incorporation of this corporation shall be approved and adopted by the vote of the holders of the number of shares required by law, then the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to sign and verify by their oaths and to file a certificate in the form and manner required by Section 3672 of the Corporations Code of the State of California, and in general to do or cause to be done any and all other acts and things necessary, proper or convenient to effectuate such amendment."

3. That all of the directors present and acting at said meeting, to wit, six (6) directors, voted in favor of said resolutions; that said vote of six (6) directors constituted the vote of a majority of directors of said corporation in favor of said resolutions.

4. That said resolutions of said Board of Directors and said amendment of Article Fifth of the Amended Articles of Incorporation of said corporation thereby adopted were further approved and adopted by a resolution approved and adopted by the vote of the shareholders holding at least a majority of the voting power of said corporation, namely,

the holders of at least a majority of the total of all outstanding shares of capital stock of said corporation, all of which shares had equal voting rights and were entitled to one vote per share; that such vote was taken and such resolution was approved and adopted at a special meeting of the shareholders of said corporation duly called and held at the hour of 2 o'clock in the afternoon on Friday, the 19th day of August, 1960, at the principal office for the transaction of the business of said corporation, 1501 Page Mill Road, Palo Alto, California; that a full, true and correct copy of the resolution adopted by such votes at said special meeting of the shareholders of said corporation is as follows:

"WHEREAS, at a special meeting of the Board of Directors of this corporation duly and regularly held at the principal office for the transaction of the business of said corporation, 1501 Page Mill Road, Palo Alto, California, on Tuesday, the 19th day of July, 1960, at three o'clock in the afternoon, at which meeting a quorum of said Board of Directors was present and acting throughout, said Board of Directors did adopt certain resolutions providing for and approving and adopting an amendment of Article Fifth of the Amended Articles of Incorporation of said corporation, which said resolutions and said amendment were and are in the words and figures following:

(Here in the original appears verbatim a copy of the resolutions of the Board of Directors of this corporation, which are set forth in full in paragraph 2 hereof.)

NOW, THEREFORE, BE IT RESOLVED, and it is hereby provided, that the foregoing resolutions of the Board of Directors be and they hereby are adopted and approved by the shareholders of this corporation; that Article Fifth of the Amended Articles of Incorporation of this corporation shall be amended to read as hereinafter set forth in full as follows:

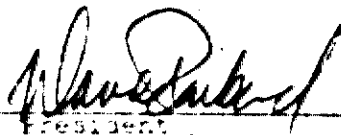
(Here in the original is set forth the amendment of Article Fifth as set forth in the resolutions of the Board of Directors which are set forth in full in paragraph 2 hereof.)

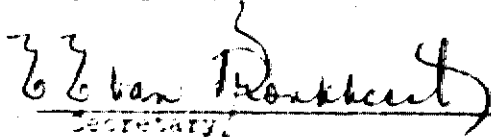
that said amendment of Article Fifth of the Amended Articles of Incorporation be and it is hereby adopted

and approved by the shareholders of this corporation;
and the shareholders of this corporation hereby consent
to the amendment of Article Fifth of the Amended Articles
of Incorporation, and that the wording of Article Fifth
of the Amended Articles of Incorporation is hereby estab-
lished by providing that Article Fifth of the Amended
Articles of Incorporation shall be amended so as to read
as hereinabove set forth in full.

That the number of shares voting in favor of the foregoing
resolution and said amendment was 3076,504 shares, that
the total number of shares entitled to vote for or consent
to the approval and adoption of said amendment was 3077,644
shares.

IN WITNESS WHEREOF, we, the said President and
Secretary of said Hewlett-Packard Company have signed this
Certificate and have hereunto affixed the seal of said
corporation this 19th day of August, 1960.


President


Secretary

STATE OF CALIFORNIA

ss.

County of Santa Clara

DAVID PACKARD and E. E. van BRONKHORST, being first duly sworn, each for himself, deposes and says:

That said David Packard is and was at all the times mentioned in the foregoing Certificate of Amendment, the President of HEWLETT-PACKARD COMPANY, the corporation therein mentioned, and that said E. E. van Bronkhorst, is and was at all the times mentioned in said Certificate, the Secretary of said corporation; that each has read the foregoing Certificate and knows the contents thereof and that the matters set forth therein are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.

David Packard
E. E. van Bronkhorst

Subscribed and sworn to before me
this 19th day of August, 1960

James L. Cook
Notary Public in and for the County
of Santa Clara, State of California

My Commission expires April 15, 1963

FILED
In the office of the Secretary of State
of the State of California

AUG 30 1961

FRANK M. JORDAN, Secretary of State,
By *Ralph B. Martin* Deputy

HEWLETT-PACKARD COMPANY

**CERTIFICATE OF AMENDMENT
OF**

A29887

AMENDED ARTICLES OF INCORPORATION

We, the undersigned, DAVID PACKARD and E. E. VAN BRONKHORST, do hereby certify that we are and at all times herein mentioned have been, respectively, the duly elected, qualified and acting President and Secretary of HEWLETT-PACKARD COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of California, and we further certify and state the adoption and manner of adoption of an amendment of the Amended Articles of Incorporation of said corporation as follows:

1. That a special meeting of the Board of Directors of said corporation was duly called and held at ten o'clock in the forenoon on Wednesday, the 24th day of May, 1961, at the principal office for the transaction of the business of said corporation, 1501 Page Mill Road, Palo Alto, California, at which meeting there were present and acting throughout a quorum and a majority of said Board of Directors, the full number of which Board comprises nine (9) members.

2. That at said meeting certain resolutions were adopted with reference to the amendment of the Amended Articles of Incorporation of said corporation; that a full, true and correct copy of said resolutions is as follows:

WHEREAS, this Board of Directors deems it in the best interests of this corporation that its Amended Articles of Incorporation, as now in effect, be amended in their entirety as hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED, and it is hereby provided that the Amended Articles of Incorporation of this corporation be amended to read as hereinafter set forth in full as follows:

**AMENDED ARTICLES OF INCORPORATION
OF**

HEWLETT-PACKARD COMPANY

First: The name of this corporation is HEWLETT-PACKARD COMPANY.

Second: The purposes for which this corporation is formed are:

(a) The specific business in which the corporation is primarily to engage is hereby set forth and identified as the development, manufacture and sale of electrical and electronic equipment, instruments, parts and components thereof.

(b) The corporation may engage in such other businesses as its Board of Directors may authorize or approve from time to time, whether related or unrelated to the primary business described in (a) above, or to any other business then or theretofore done by the corporation, subject only to such limitations upon the corporation as to businesses as are or may be imposed by the laws of the State of California from time to time in effect.

(c) The corporation shall have any and all powers that a corporation is authorized or permitted to have by the laws of the State of California from time to time in effect, including, but not limited to, power to:

1. Acquire, hold, lease, encumber, convey, transfer or otherwise dispose of real and personal property, patents, copyrights, trade marks, trade names, licenses, formulae and any other interest in property, whether tangible or intangible, and located within or without the State of California, and to take and acquire any such property by purchase, gift, devise or bequest or by any lawful mode of acquisition.

2. Enter into or to assume and to perform any obligations, agreements, contracts or instruments of any kind or character and to do any and all acts incidental to the transaction of its business or to the issue or sale of its securities or expedient for the attainment of any corporate purpose.

3. Borrow money, issue bonds, debentures, notes or other evidences of indebtedness and to, secure the payment or performance of its obligations by mortgage, pledge, hypothecation or other transfer of any or all of the property of the corporation.

4. Purchase or otherwise acquire, subscribe for, hold, own, sell, pledge or otherwise dispose of, shares of stock, bonds, voting trust certificates, securities, and negotiable and non-negotiable contracts or instruments of every character, of other parties, organizations or corporations, public or private, domestic or foreign or any interest therein, and while owner of any thereof to exercise all the rights, powers and privileges of ownership.

5. Purchase or otherwise acquire, hold, own, sell or otherwise dispose of and generally to deal in, to the extent permitted by law, its own bonds, debentures or other evidences of indebtedness or obligation, voting trust certificates, shares and securities of every character.

6. Act as principal, agent, joint venturer, partner, contractor or otherwise and by or through trustees, agents or other representatives.

7. Loan money, whether secured or unsecured, and in any manner to guarantee, underwrite or endorse the securities or obligations of any party, organization or corporation, public or private, domestic or foreign.

8. Transact business in all states and territories of the United States and in the District of Columbia and in any foreign country.

Third: The county in the State of California where the principal office for the transaction of business of the corporation is located is the County of Santa Clara.

Fourth: The number of directors of this corporation shall be fourteen (14). The names and addresses of the persons who were appointed to act as the first directors are:

<i>Name</i>	<i>Address</i>
William D. Shea, Jr.....	1249 Russ Building, San Francisco, California
Jeanne Blend	1249 Russ Building, San Francisco, California
Nelba Kiley	1249 Russ Building, San Francisco, California

Fifth: This corporation is authorized to issue two classes of shares, namely one class of preferred shares and one class of common shares, all of the par value of \$1.00 per share; the total number of shares which the corporation is authorized to issue is 15,450,000 shares and the aggregate par value of all of said shares that are to have a par value is \$15,450,000; the total number of preferred shares which the corporation is authorized to issue is 450,000 shares of the par value of \$1.00 each and the total number of common shares which the corporation is authorized to issue is 15,000,000 shares of the par value of \$1.00 each. All of the preferred shares shall be designated "Cumulative Convertible Preferred Stock" and all of the common shares shall be designated "Common Stock." Upon the amendment of this Article to read as hereinabove set forth, each outstanding share shall be classified as and converted into one common share.

The preferences, privileges and restrictions granted to or imposed upon the respective classes of shares or the holders thereof are as follows:

1. The holders of the preferred shares shall be entitled to and the corporation shall be bound to pay thereon as and when declared by the Board of Directors out of the surplus or net profits, dividends at the rate of but not exceeding 90 cents per annum payable semi-annually on the 15th days of April and October in each year. Dividends on the preferred shares initially issued shall be cumulative from July 15, 1961; and dividends on any other preferred shares shall be cumulative from the date of issuance. If the corporation shall fail to pay such dividends semi-annually upon all the issued and outstanding preferred shares, the deficiency in dividends shall be fully paid, but without interest, before any dividend shall be set apart for or paid on the common shares. After all cumulative dividends are declared and paid or set apart on the outstanding preferred shares, the Board of Directors may declare such dividends on the common shares out of the surplus or net profits of the corporation as in their discretion may seem proper.

2. The holders of the preferred shares may convert such preferred shares into fully paid common shares at the conversion rate of 4/10 of a common share for each preferred share so converted; provided, however, that (a) as to any preferred shares which shall have been called for redemption, the right of conversion shall terminate at the close of business on the first business day prior to the date fixed for redemption, and (b) on any liquidation of the corporation, if funds sufficient for the payment to which the preferred shares are entitled under subdivision 5 shall have been set aside and shall be and continue available therefor, such right of conversion shall terminate at the close of business on the thirtieth day after the mailing to the holders of record of the preferred shares of notice of the liquidation which shall contain a reference to the conversion right set forth in this subdivision 2 and state the date when said conversion right will terminate. In the event the corporation shall at any time issue a share dividend upon its common shares or subdivide its outstanding common shares into a greater number of shares or combine its outstanding common shares into a smaller number of shares, the conversion rate herein provided shall be appropriately adjusted upward or downward, as the case may be, to preserve the proportionate relationship herein established of 4/10 of a share of the presently authorized common shares for each one share of the presently authorized preferred shares. The corporation shall not issue fractional common shares in satisfaction of the conversion privilege of the preferred shares herein provided, but in lieu of fractional shares, the corporation shall make a cash settlement in respect thereto based upon the last recorded sale price of a common share of the corporation on the New York Stock Exchange on the business day immediately preceding the date upon which such shares are surrendered for con-

version or if there be no recorded sale price on such day, the last quoted bid price per common share on such Exchange at the close of trading on that date. If the common shares shall not at the time be dealt in on the New York Stock Exchange, such market value shall be the prevailing market value of the common shares as determined by the corporation, which determination shall be conclusive.

Any conversion into common shares may be effected by the holders of preferred shares by presenting said shares for conversion to any transfer agent for the corporation's common shares, accompanied by the deposit and surrender of the certificates for such shares duly endorsed in blank unless such endorsement be waived by the corporation. The conversion rights of the holders of preferred shares shall be deemed to have been exercised and the holders exercising the same to have become holders of record of common shares of the corporation for all purposes on the respective dates of surrender of the certificates representing preferred shares for conversion as hereinbefore provided, notwithstanding any delay in the delivery of the certificates for the common shares into which converted or of cash adjustments, if any.

The corporation shall at all times reserve and keep available out of its authorized and unissued shares solely for the purpose of effecting the conversion of preferred shares such number of common shares as shall from time to time be sufficient to effect the conversion of all preferred shares then outstanding. Upon the conversion of preferred shares under the provisions herein contained, the preferred shares surrendered pursuant to such conversion shall be cancelled and not reissued.

In the event the corporation shall take a record of the holders of its common shares for the purpose of entitling them (1) to receive a dividend or any other distribution payable otherwise than in cash or (2) to subscribe for or purchase shares of the corporation of any class or to receive any other rights, then the corporation shall cause to be mailed to the transfer agent for the preferred shares and to the holders of record of the outstanding preferred shares at least ten (10) days prior to the proposed record date, a notice stating the date on which a record is to be taken for the purpose of such dividend, distribution or rights.

In case of any reclassification or change of common shares as the result of which the holders of outstanding common shares shall receive or have the right to receive other shares, securities or property, the preferred shares shall thereafter be convertible into the shares, securities or property the holders thereof would have received or had the right to receive had they converted their preferred shares into common shares (including fractional shares) immediately prior to such reclassification or change, and thereafter the preferred shares shall be entitled to the benefit of provisions for the protection of their conversion rights as nearly like the provisions originally applicable to the preferred shares and the common shares into which they were convertible, as shall be practicable, but applicable to the shares, securities or property into which the preferred shares are convertible as aforesaid, following such reclassification or change.

3. The voting rights of preferred shares and common shares shall be full voting rights, namely the right to one vote per share and the right of cumulative voting for directors.

4. The preferred shares shall be subject to redemption on any date on or after September 1, 1965 at the option of the corporation, in whole or in part, upon at least thirty (30) days' notice mailed to the holders of record thereof at a redemption price of \$18 per share, together with accrued dividends, and any such partial redemption shall be made by lot or pro rata. Each such notice shall specify the redemption price and contain a reference to the conversion right set forth in subdivision 2. If notice of redemption shall have been duly given as hereinabove provided and if on or before the redemption date named in said notice, the funds necessary for such redemption shall have been set aside by the corporation and shall be and continue available therefor, then, notwithstanding that any certificate or certificates for preferred shares called for redemption shall not have been surrendered for cancellation all rights of the holder or holders of such shares so called for redemption to receive dividends thereon shall cease and such shares shall not be transferable on the books of the corporation and thereafter the holder or holders of such shares shall have no right in or with respect to the corporation or its earnings, property and assets other than the right to receive the redemption price and all dividends accrued to the date fixed for such redemption, without interest, upon the surrender of the certificate or certificates for such shares duly endorsed (unless such endorsement be waived by the corporation) or to present such shares for conversion pursuant to subdivision 2. All preferred shares redeemed as herein provided shall be forthwith cancelled and shall not be reissued.

5. Upon any voluntary or involuntary dissolution or liquidation of the corporation, the holders of the preferred shares shall be entitled to receive from capital or earnings an amount equal to \$18 per share, plus all dividends accrued thereon to the date of payment, before any payment shall be made to the holders of common shares. After the holders of the preferred shares shall have received the distribution to which their preferences entitle them, the aggregate amount of any assets and funds of the corporation then remaining shall be distributed among the holders of the common shares.

6. So long as any preferred shares are outstanding the corporation shall not, except upon the affirmative vote, at a meeting called for the purpose, of holders of not less than two-thirds of the preferred shares then outstanding, voting as a separate class, merge or consolidate with, or sell or transfer all or substantially all of the assets of the corporation to, any other corporation.

7. In the event of any distribution to shareholders other than (a) a distribution arising out of any merger or consolidation with any other corporation or (b) the payment of dividends as permitted by subdivision 1 or (c) the redemption or purchase by the corporation of preferred shares or (d) the distribution to the holders of the common shares of share dividends or subdivided common shares or of rights to subscribe to or purchase common shares, then the holders of the preferred shares shall have the same rights which they would have under subdivision 5 in case of a voluntary liquidation of the corporation and the provisions of subdivision 2 with respect to the termination of the conversion rights of the preferred shares on any liquidation of the corporation shall be applicable.

8. None of the preferences, privileges or restrictions set forth in this Article Fifth may be altered, amended or repealed without the affirmative vote, at a meeting called for the purpose, or the written consent of the holders of not less than two-thirds of the preferred shares then outstanding, voting as a separate class, and of the holders of not less than a majority of the preferred shares and common shares then outstanding, voting as a single class, or of such larger proportion of each or of such proportion of any additional classes of shares as may be required by law.

FURTHER RESOLVED, that this Board of Directors of this corporation hereby approves and adopts said amendment of said Amended Articles of Incorporation;

FURTHER RESOLVED, that these resolutions and the foregoing amendment of the Amended Articles of Incorporation shall be submitted to the shareholders of this corporation for their approval and adoption and if these resolutions and said amendment be approved and adopted by the vote or written consent of the holders of the number of shares required by law, then the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to sign and verify by their oaths and to file a certificate in the form and manner required by Section 3672 of the Corporations Code of the State of California and, in general, to do or cause to be done any and all other acts and things necessary, proper or convenient to effect such amendment.

3. That all of the directors present and acting at said meeting, to wit, six (6) directors, voted in favor of said resolutions; that said vote of six (6) directors constituted the vote of a majority of directors of said corporation in favor of said resolutions.

4. That said resolutions of said Board of Directors and said amendment of the Amended Articles of Incorporation of said corporation thereby adopted were further approved and adopted by a resolution approved and adopted by the vote of the shareholders holding at least two-thirds of the voting power of said corporation, namely, the holders of at least two-thirds of the total of all outstanding shares of capital stock of said corporation, all of which shares had equal voting rights and were entitled to one vote per share; that such vote was taken and such resolution was approved and adopted at a special meeting of the shareholders of said corporation duly called and held at two o'clock in the afternoon on Wednesday, July 19, 1961, at the principal office for the transaction of the business of said corporation, 1501 Page Mill Road, Palo Alto, California; that a full, true and correct copy of the resolution adopted by such votes at said special meeting of the shareholders of said corporation is as follows:

WHEREAS, at a special meeting of the Board of Directors of this corporation duly called and held at the principal office for the transaction of the business of this corporation, 1501 Page Mill Road, Palo Alto, California, on Wednesday, the 24th day of May, 1961, at ten o'clock in the forenoon, at which meeting a quorum of said Board of Directors did adopt certain resolutions providing for and approving and adopting an amendment of the Amended Articles of Incorporation of this corporation, which said resolutions and said amendment were and are in the words and figures following:

(Here in the original appears verbatim a copy of the resolutions of the Board of Directors of this corporation which are set forth in full in paragraph 2 hereof.)

NOW, THEREFORE, BE IT RESOLVED, and it is hereby provided, that the foregoing resolutions of the Board of Directors be and they hereby are adopted and approved by the shareholders of this corporation; that the Amended Articles of Incorporation of this corporation shall be amended to read as hereinafter set forth in full as follows:

(Here in the original is set forth the amendment of the Amended Articles of Incorporation as set forth in the resolutions of the Board of Directors which are set forth in full in paragraph 2 hereof.)

that said amendment of the Amended Articles of Incorporation be and it is hereby adopted and approved by the shareholders of this corporation; that the shareholders of this corporation hereby consent to said

amendment of the Amended Articles of Incorporation of this corporation; and that the wording of the Amended Articles of Incorporation is hereby established by providing that the Amended Articles of Incorporation of the corporation shall be amended so as to read as hereinabove set forth in full.

5. That the number of shares of said corporation voting in favor of the foregoing resolution and said amendment was 8,847,611; and that the total number of shares of said corporation entitled to vote on or consent to said amendment was 9,878,645.

IN WITNESS WHEREOF, we, the said President and Secretary of Hewlett-Packard Company have signed this Certificate and hereunto affixed the seal of said corporation this 18 day of August, 1961.

David Packard
President
E. E. van Bronkhorst
Secretary

State of California
County of Santa Clara—ss.

DAVID PACKARD and E. E. VAN BRONKHORST, being first duly sworn, each for himself, deposes and says:

That said David Packard is and was at all the times mentioned in the foregoing Certificate of Amendment, the President of HEWLETT-PACKARD COMPANY, the corporation therein mentioned, and that said E. E. van Bronkhorst, is and was at all the times mentioned in said Certificate, the Secretary of said corporation; that each has read the foregoing Certificate and knows the contents thereof and that the matters set forth therein are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.

David Packard
E. E. van Bronkhorst

Subscribed and sworn to before me this

18 day of August, 1961

Elaine Cook
Elaine Cook

Notary Public in and for the County of
Santa Clara, State of California

My Commission Expires April 16, 1963

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FILED

in the Office of the Secretary of State
of the State of California

JAN 2 1965

FRANK M. [Signature] Secretary of State

Deputy

CERTIFICATE OF OWNERSHIP
HEWLETT-PACKARD COMPANY

HEWLETT-PACKARD COMPANY, a California corporation,

does hereby certify that:

ONE: Hewlett-Packard Company owns all the outstanding shares of Mechrolab, Inc., a California corporation.

TWO: At a regular meeting of the Board of Directors of Hewlett-Packard Company duly held, the following resolutions were adopted by a majority of said Board of Directors to merge Mechrolab, Inc., into Hewlett-Packard Company and to assume all of its obligations:

"WHEREAS, this corporation owns all of the shares of Mechrolab, Inc.; and

WHEREAS, it is deemed advisable and for the best interests of this corporation and its shareholders that Mechrolab, Inc. be merged into this corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge Mechrolab, Inc., its wholly owned subsidiary, into itself and assume all of the obligations of said subsidiary pursuant to Section 4124 of the Corporations Code of California; and

RESOLVED FURTHER that the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they are hereby authorized and directed to execute and file a Certificate of Ownership pursuant to Section 4124 of the Corporations Code of California, and to do any and all things and to execute any and all documents which they consider necessary and proper in order to consummate said merger."

THREE: Said meeting of the Board of Directors of Hewlett-Packard Company at which the foregoing resolutions were adopted was held at Palo Alto, California at 10:00 o'clock A.M., on the 22nd day of January, 1965, that the number of directors of Hewlett-Packard Company is fourteen; that there were at all times present and acting at said meeting eleven directors constituting a quorum of said board, that eleven directors voted in favor of the adoption of said resolutions and three directors voted against the adoption thereof.

IN WITNESS WHEREOF, Hewlett-Packard Company has

caused this certificate to be signed on the 22nd day of January, 1965.

HEWLETT-PACKARD COMPANY

BY *W. R. Hewlett*
President

And *W. F. Cavier*
Secretary

STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA) ss.

WILLIAM R. HEWLETT and W. F. CAVIER, being first duly sworn, each for himself deposes and says:

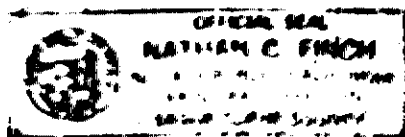
That William R. Hewlett is, and was at all of the times mentioned in the foregoing Certificate of Ownership, the President of Hewlett-Packard Company, the California corporation therein mentioned, and W. F. Cavier is, and was at all of said time, the Secretary of the said corporation; that each has read said certificate and that the matters set forth therein are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.

W. R. Hewlett
William R. Hewlett

W. F. Cavier
W. F. Cavier

Subscribed and sworn to before me this 22nd day of January, 1965.

Nathan C. Finch
Notary Public in and for the County
of Santa Clara, State of California



NATHAN C. FINCH
M. 1968 Expires JAN 25 1968

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FILED

In the Office of the Secretary of State
of the State of CaliforniaHEWLETT-PACKARD COMPANY
CERTIFICATE OF AMENDMENTFEB 25 1966
FRANK M. JORDAN, Secretary of State

OF

By *[Signature]*
Deputy

AMENDED ARTICLES OF INCORPORATION

The undersigned, William R. Hewlett and W. F. Cavier, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of Hewlett-Packard Company, a California corporation, and farther that:

One: At a regular meeting of the Board of directors of said corporation duly held at its principal office for the transaction of business at Palo Alto, California, at 2:00 p.m. on November 19, 1965, at which meeting there was at all times present and acting a quorum of the members of said board, the following resolution was duly adopted:

"WHEREAS, Article Fifth of the Amended Articles of Incorporation of this corporation as now in effect authorizes this corporation to issue a class of preferred shares consisting of 450,000 shares of the par value of \$1 each, designated as Cumulative Convertible Preferred Stock; and

WHEREAS, 446,746 is the total number of said preferred shares ever issued by this corporation and all of said 446,746 preferred shares have been purchased or redeemed by this corporation in accordance with proceedings duly taken for such purpose, and this corporation now has no preferred shares outstanding; and

WHEREAS, this Board of Directors considers that it is in the best interests of this corporation that Article Fifth of its Amended Articles of Incorporation as now in effect be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED, that Article Fifth of the Amended Articles of Incorporation of this corporation be amended to read in full as follows:

Article. This corporation is authorized to issue a class of shares; the total number of shares this corporation is authorized to issue

the aggregate par value of all shares of the corporation shall be \$1,000,000.00 and the par value of each share shall be \$1.00. All of the shares of this corporation shall be designated as common shares.

FURTHER RESOLVED, that this Board of Directors of this corporation hereby approves and adopts said amendment of said Amended Articles of Incorporation.

FURTHER RESOLVED, that these resolutions and the foregoing amendment of the Amended Articles of Incorporation shall be submitted to the shareholders of this corporation for their approval and adoption at the annual meeting of shareholders to be held on February 23, 1966 and if these resolutions and said amendment be approved and adopted by the vote of the holders of the number of shares required by law, then the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to sign and verify by their affidavits and to file a certificate in the form and manner required by Section 3672 of the Corporations Code of the State of California and, in general, to do or cause to be done any and all other acts and things necessary, proper or convenient to effect such amendment."

Two: At the annual meeting of the shareholders of said corporation duly held at said principal office for the transaction of business at 2:00 p.m. on February 23, 1966, a resolution was duly adopted approving and adopting the foregoing amendment of Article Fifth of the Amended Articles of Incorporation of said corporation and the wording of said amended Article Fifth as set forth in said shareholders' resolution is exactly the same as that set forth in the directors' resolution, the text of which appears above in paragraph One of this Certificate of Amendment.

Three: The foregoing amendment was adopted and approved at said shareholders' meeting by the vote of 10,537,851 common shares.

Four: At a regular meeting of the board of directors of said corporation duly held at Monterey, California, at 9:00 a.m. on January 14, 1966, at which meeting there was at all times present and acting a quorum of the members of said

and the following resolution was duly adopted:

Whereas, this Board of Directors considers that it is in the best interests of this corporation that Article Fourth of its Amended Articles of Incorporation as now in effect be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED, that Article Fourth of the Amended Articles of Incorporation of this corporation be amended to read in full as follows:

Fourth: The number of directors of this corporation shall be not less than thirteen (13) nor more than sixteen (16). The names and addresses of the persons who were appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
William D. Shea, Jr.	1249 Russ Building San Francisco, California
Jeanne Blend	1249 Russ Building San Francisco, California
Nelba Kiley	1249 Russ Building San Francisco, California

The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by a by-law or amendment thereof duly adopted by the shareholders or by the board of directors.

FURTHER RESOLVED, that this board of directors of this corporation hereby approves and adopts said amendment of said Amended Articles of Incorporation;

FURTHER RESOLVED, that these resolutions and the foregoing amendment of the Amended Articles of Incorporation shall be submitted to the shareholders of this corporation for their approval and adoption at the annual meeting of shareholders to be held on February 23, 1966 and if these resolutions and said amendment be approved and adopted by the vote of the holders of the number of shares required by law, then the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to sign and verify by their affidavits and to file a certificate in the form and manner required by Section 3672 of the Corporations Code of the State of California and, in general, to do or cause to be done any and all other acts and things necessary, proper or convenient to effect such amendment."

Filed: At the annual meeting of the shareholders of said corporation duly held at said principal office for the transaction of business at 2:00 p.m. on February 23, 1966, a resolution was duly adopted approving and adopting the foregoing

and the Articles of Incorporation of the Amended Articles of Incorporation of said corporation and the wording of said amended Articles of Incorporation set forth in said shareholders' resolution is correct, the same as that set forth in the directors' resolution, the text of which appears above in paragraph Four of this Certificate of Amendment.

Six: The foregoing amendment was adopted and approved at said shareholders' meeting by the vote of 10,550 common shares.

Seven: The total number of shares of said corporation entitled to vote upon or consent to the adoption of such amendments is 12,207,722. There are no shares of Cumulative Convertible Preferred Stock outstanding.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 23rd day of February, 1966.


William R. Hewlett, President

(Corporate Seal)


W. F. Cavier, Secretary

The undersigned, William R. Hewlett, President and W. F. Cavier, Secretary of Hewlett-Packard Company, each certifies under penalty of perjury that the matters set out in the foregoing Certificate of Amendment are true and correct.

Executed at Palo Alto, California on February 23, 1966.


W. F. Cavier

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FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP

DEC 20 1966

FRANK M. JORDAN, Secretary of State

HEWLETT-PACKARD COMPANY

By R. W. Holden
Deputy

HEWLETT-PACKARD COMPANY, a California corporation, does hereby certify that:

ONE: Hewlett-Packard Company owns all the outstanding shares of INTERNATIONAL CONTROL MACHINES OF SANTA CLARA COUNTY, a California corporation.

TWO: At a regular meeting of the Board of Directors of Hewlett-Packard Company duly held, the following resolutions were adopted by a majority of said Board of Directors to merge International Control Machines of Santa Clara County into Hewlett-Packard Company and to assume all of its obligations:

"WHEREAS, this corporation owns all of the shares of International Control Machines of Santa Clara County; and

WHEREAS, it is deemed advisable and for the best interests of this corporation and its shareholders that International Control Machines of Santa Clara County be merged into this corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge International Control Machines of Santa Clara County, its wholly owned subsidiary, into itself and assume all of the obligations of said subsidiary pursuant to Section 4124 of the Corporations Code of California, and

RESOLVED FURTHER that the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to execute and file a Certificate of Ownership pursuant to Section 4124 of the Corporations Code of California, and to do any and all things and to execute any and all documents which they consider necessary and proper in order to consummate said merger."

THREE: Said meeting of the Board of Directors of Hewlett-Packard Company at which the foregoing resolutions were adopted was held at Palo Alto, California, at 2:00 o'clock P. M., on the 18 day of November, 1966, that the number of directors of Hewlett-Packard Company is fifteen (15).

that there were at all times present and acting at said meeting 13 directors constituting a quorum of said Board, that 13 directors voted in favor of the adoption of said resolutions and no directors voted against the adoption thereof.

IN WITNESS WHEREOF, Hewlett-Packard Company has executed this Certificate the 30 day of November, 1966.

HEWLETT-PACKARD COMPANY

By E. E. van Bronkhorst

Vice President

and

W. F. Cavier
Secretary

STATE OF CALIFORNIA)

(ss.

COUNTY OF SANTA CLARA)

E. E. van Bronkhorst and W. F. Cavier

being first duly sworn, each for himself, deposes and says:

That E. E. van Bronkhorst is, and was at all of the time mentioned in the foregoing Certificate of Ownership, the Vice President of Hewlett-Packard Company, the California corporation therein mentioned, and W. F. Cavier is, and was at all of said time, the Secretary of said corporation; that each has read the said certificate and that the matters set forth therein are true of his own knowledge, and that the signatures purporting to be the signatures of the above named officers are the genuine signatures of said officers, respectively.

E. E. van Bronkhorst
W. F. Cavier

Subscribed and sworn to before me this 30 day of November, 1966.

Elaine Cook
Notary Public in and for the County of Santa Clara, State of California.

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FILED
In the office of the Secretary of State
of the State of California

JUL 29 1969

RESTATED ARTICLES OF INCORPORATION OFHEWLETT-PACKARD COMPANYFRANK M. JORDAN, Secretary of State
By *[Signature]*

The undersigned certify that the following is the entire text of the Articles of Incorporation of Hewlett-Packard Company as amended to July 17, 1969:

FIRST: The name of this corporation is HEWLETT-PACKARD COMPANY.

SECOND: The purposes for which this corporation is formed are:

(a) The specific business in which the corporation is primarily to engage is hereby set forth and identified as the development, manufacture and sale of electrical and electronic equipment, instruments, parts and components thereof.

5 (b) The corporation may engage in such other businesses as its Board of Directors may authorize or approve from time to time, whether related or unrelated to the primary business described in (a) above, or to any other business then or theretofore done by the corporation, subject only to such limitations upon the corporation as to businesses as are or may be imposed by the laws of the State of California from time to time in effect.

(c) The corporation shall have any and all powers that a corporation is authorized or permitted to have by the laws of the State of California from time to time in effect, including, but not limited to, power to:

1. Acquire, hold, lease, encumber, convey, transfer or otherwise dispose of real and personal property, patents, copyrights, trade marks, trade names, licenses, formulae and any other interest in

property, whether tangible or intangible, and located within or without the State of California, and to take and acquire any such property by purchase, gift, devise or bequest or by any lawful mode of acquisition.

2. Enter into or to assume and to perform any obligations, agreements, contracts or instruments of any kind or character and to do any and all acts incidental to the transaction of its business or to the issue or sale of its securities or expedient for the attainment of any corporate purpose.

3. Borrow money, issue bonds, debentures, notes or other evidences of indebtedness and to secure the payment or performance of its obligations by mortgage, pledge, hypothecation or other transfer of any or all of the property of the corporation.

4. Purchase or otherwise acquire, subscribe for, hold, own, sell, pledge or otherwise dispose of, shares of stock, bonds, voting trust certificates, securities, and negotiable and non-negotiable contracts or instruments of every character, of other parties, organizations or corporations, public or private, domestic or foreign or any interest therein, and while owner of any thereof to exercise all the rights, powers and privileges of ownership.

5. Purchase or otherwise acquire, hold, own, sell or otherwise dispose of and generally to deal in, to the extent permitted by law, its own bonds, debentures or other evidences of indebtedness or obligation, voting trust certificates, shares and securities of every character.

6. Act as principal, agent, joint venturer, partner, contractor or otherwise and by or through trustees, agents or other representatives.

7. Loan money, whether secured or unsecured, and in any manner to guarantee, underwrite or endorse the securities or obligations of any party, organization or corporation, public or private, domestic or foreign.

8. Transact business in all States and territories of the United States and in the District of Columbia and in any foreign country.

THIRD: The county in the State of California where the principal office for the transaction of business of the corporation is located is the County of Santa Clara.

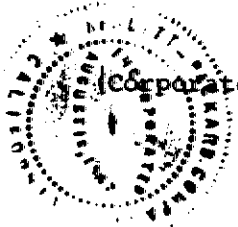
FOURTH: The number of directors of this corporation shall be not less than thirteen (13) nor more than sixteen (16). The names and addresses of the persons who were appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
William D. Shea, Jr.	1249 Russ Building San Francisco, California
Jeanne Blend	1249 Russ Building San Francisco, California
Nelba Kiley	1249 Russ Building San Francisco, California

The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by a by-law or amendment thereof duly adopted by the shareholders or by the board of directors.

FIFTH: This corporation is authorized to issue only one class of shares; the total number of shares which this corporation is authorized to issue is 15,000,000; the

aggregate par value of all shares is \$15,000,000 and the
par value of each share is \$1. All of the shares of this
corporation shall be designated "Common Stock."



(Corporate Seal)

A handwritten signature in dark ink, appearing to read "William D. Hewlett".

President of Hewlett-Packard Company

A handwritten signature in dark ink, appearing to read "John F. Olsen".
Secretary of Hewlett-Packard Company

Dated: July 17, 1969

The undersigned, WILLIAM R. HEWLETT and W. F. CAVIER, declare under penalty of perjury, each for himself and not one for the other, that they are the President and Secretary, respectively, of Hewlett-Packard Company; that they have been authorized to execute the foregoing certificate of Restated Articles of Incorporation of Hewlett-Packard Company by resolution of the Board of Directors adopted on July 17, 1969; and that the foregoing correctly sets forth the text of the Articles of Incorporation of Hewlett-Packard/^{Company}as amended to July 17, 1969.

Dated at Palo Alto, California this 17th day of July, 1969.



President of
Hewlett-Packard Company



Secretary of
Hewlett-Packard Company

FILED
in the Office of the Secretary of State
of the State of California

OCT 31 1969

FRANK M. JOHNSON, Secretary of State
By [Signature] DeputyCERTIFICATE OF OWNERSHIP
HEWLETT-PACKARD COMPANY

HEWLETT-PACKARD COMPANY, a California corporation, does hereby certify that:

ONE: Hewlett-Packard Company owns all the outstanding shares of hp associates, a California corporation.

TWO: At a regular meeting of the Board of Directors of Hewlett-Packard Company duly held, the following resolutions were adopted by a majority of said Board of Directors to merge hp associates into Hewlett-Packard Company and to assume all of its obligations:

"WHEREAS, this corporation owns all of the shares of hp associates; and

WHEREAS, it is deemed advisable and for the best interests of this corporation and its shareholders that hp associates be merged into this corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge hp associates, its wholly owned subsidiary, into itself and assume all of the obligations of said subsidiary pursuant to Section 4124 of the Corporations Code of California; and

RESOLVED FURTHER that the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they are hereby authorized and directed to execute and file a Certificate of Ownership pursuant to Section 4124 of the Corporations Code of California, and to do any and all things and to execute any and all documents which they consider necessary and proper in order to consummate said merger."

THREE: Said meeting of the Board of Directors of Hewlett-Packard Company at which the foregoing resolutions were adopted was held at Palo Alto, California at 2:00 o'clock P. M., on the 26th day of September, 1969; that the number of directors of Hewlett-Packard Company is sixteen; that there were at all times present and acting at said meeting 13 directors constituting a quorum of said board; that 13 directors voted in favor of the adoption of said resolutions and no directors voted against the adoption thereof.

IN WITNESS WHEREOF, Hewlett-Packard Company has executed
this certificate the 26th day of September, 1969.



HEWLETT-PACKARD COMPANY

By William R. Hewlett
President

And W. F. Cavier
Secretary

STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA) ss.

WILLIAM R. HEWLETT and W. F. CAVIER, being first duly sworn,
each for himself deposes and says:

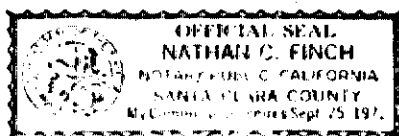
That William R. Hewlett is, and was at all of the times mentioned
in the foregoing Certificate of Ownership, the President of Hewlett-Packard
Company, the California corporation therein mentioned, and W. F. Cavier
is, and was at all of said time, the Secretary of the said corporation; that
each has read said certificate and that the matters set forth therein are
true of his own knowledge, and that the signatures purporting to be the
signatures of said President and Secretary thereto are the genuine signa-
tures of said President and Secretary, respectively.

William R. Hewlett
William R. Hewlett

W. F. Cavier
W. F. Cavier

Subscribed and sworn to before me
this 26th day of September, 1969.

Nathan C. Finch
Notary Public in and for the County
of Santa Clara, State of California



355 Hamer Ave., P. O. Box 759, San Jose, Ca 95108

From: [illegible] 2/19/627

FILED
In the office of the Secretary of State
of the State of California

A93295

FEB 25 1970

FRANK M. JORDAN, Secretary of State
[Signature]
Deputy

HEWLETT-PACKARD COMPANY
CERTIFICATE OF AMENDMENT

OF
AMENDED ARTICLES OF INCORPORATION

The undersigned, William R. Hewlett and W. F. Cavier, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of Hewlett-Packard Company, a California corporation, and further that:

One: At a regular meeting of the board of directors of said corporation duly held at its principal office for the transaction of business at Palo Alto, California, at 2:00 p.m. on November 14, 1969, at which meeting there was at all times present and acting a quorum of the members of said board, the following resolution was duly adopted:

"WHEREAS, it is deemed by this Board of Directors to be in the best interests of this corporation and its shareholders that the number of authorized shares of this corporation be increased from 15,000,000 shares of the par value of \$1.00 each to 40,000,000 shares of the par value of \$1.00 each and that each issued and outstanding share of Common Stock of the corporation of the par value of

\$1.00 per share to be divided and split up into two shares of Common Stock of the par value of \$1.00 per share.

"NOW; THEREFORE, BE IT RESOLVED, and it is hereby provided, that the Amended Articles of Incorporation of this corporation shall be amended to read as hereinafter set forth in full as follows:

'AMENDED ARTICLES OF INCORPORATION OF
HEWLETT-PACKARD COMPANY

'FIRST: The name of this corporation is HEWLETT-PACKARD COMPANY.

'SECOND: The purposes for which this corporation is formed are:

(a) The specific business in which the corporation is primarily to engage is hereby set forth and identified as the development, manufacture and sale of electrical and electronic equipment, instruments, parts and components thereof.

(b) The corporation may engage in such other businesses as its Board of Directors may authorize or approve from time to time, whether related or unrelated to the primary business described in (a) above, or to any other business then or theretofore done by the corporation, subject only to such limitations upon the corporation as to businesses as are or may be imposed by the laws of the State of California from time to time in effect.

(c) The corporation shall have any and all powers that a corporation is authorized or permitted to have by the laws of the State of California from time to time in effect, including but not limited to, power to:

1. Acquire, hold, lease, encumber, convey, transfer or otherwise dispose of real and personal property, patents, copyrights, trade marks, trade names, licenses, formulae and any other interest in property whether tangible or intangible, and located within or without the State of California, and to take and acquire any such property by purchase, gift, devise or bequest or by any lawful mode of acquisition.

2. Enter into or to assume and to perform any obligations, agreements, contracts or instruments of any kind or character and to do any and all acts incidental to the transaction of its business or to the issue or sale of its securities or expedient for the attainment of any corporate purpose.

3. Borrow money, issue bonds, debentures, notes or other evidences of indebtedness and to secure the payment or performance of its obligations by mortgage, pledge, hypothecation or other transfer of any or all of the property of the corporation.

4. Purchase or otherwise acquire, subscribe for, hold, own, sell, pledge or otherwise dispose of, shares of stock, bonds, voting trust certificates, securities, and negotiable and non-negotiable contracts or instruments of every character, of other parties, organizations or corporations, public or private, domestic or foreign or any interest therein, and while owner of any thereof to exercise all the rights, powers and privileges of ownership.

5. Purchase or otherwise acquire, hold, own, sell or otherwise dispose of and generally to deal in, to the extent permitted by law, its own bonds, debentures or other evidences of indebtedness or obligation, voting trust certificates, shares and securities of every character.

6. Act as principal, agent, joint venturer, partner, contractor or otherwise and by or through trustees, agents or other representatives.

7. Loan money, whether secured or unsecured, and in any manner to guarantee, underwrite or endorse the securities or obligations of any party, organization or corporation, public or private, domestic or foreign.

8. Transact business in all states and territories of the United States and in the District of Columbia and in any foreign country.

'THIRD: The county in the State of California where the principal office for the transaction of business of the corporation is located is the County of Santa Clara.

'FOURTH: The number of directors of this corporation shall be not less than thirteen (13) nor more than sixteen (16). The names and addresses of the persons who were appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
William D. Shea, Jr.	1249 Russ Building San Francisco, California
Jeanne Blend	1249 Russ Building San Francisco, California
Nelba Kiley	1249 Russ Building San Francisco, California

The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by a by-law or amendment thereof duly adopted by the shareholders or by the board of directors.

'FIFTH: This corporation is authorized to issue only one class of shares; the total number of shares which this corporation is authorized to issue is 40,000,000; the aggregate par value of all

shares is \$40,000,000 and the par value of each share is \$1. All of the shares of this corporation shall be designated 'Common Stock'.

'Upon the filing in the Office of the Secretary of State of the State of California of the Certificate of Amendment of Amended Articles of Incorporation of this corporation whereby this Article FIFTH is amended to read as herein set forth, each issued and outstanding share of Common Stock of the corporation of the par value of \$1 per share shall be thereby and thereupon split up and divided into two shares of the par value of \$1 per share and each person at that time holding of record any issued and outstanding shares of Common Stock shall be entitled to receive a stock certificate or certificates to evidence and represent the additional shares of Common Stock to which he becomes entitled by reason of such stock split on the basis of one additional share for each share so held of record.';

FURTHER RESOLVED, that this Board of Directors of this corporation hereby approves and adopts said amendment of said Amended Articles of Incorporation;

FURTHER RESOLVED, that the foregoing amendment of the Amended Articles of Incorporation of this corporation shall be submitted to the shareholders for their approval and adoption at the annual meeting of shareholders on February 24, 1970, and if said

amendment of the Amended Articles of Incorporation of this corporation shall be approved and adopted by the vote of the holders of the number of shares required by law, then the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to sign and verify by their affidavit and to file a certificate in the form and manner required by Section 3672 of the Corporations Code of the State of California, and in general to do or cause to be done any and all other acts and things necessary, proper or convenient to effectuate such amendment;".

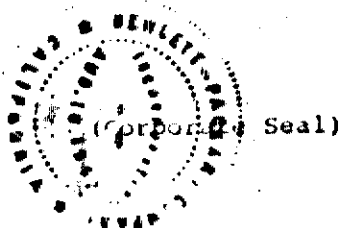
Two: At the annual meeting of the shareholders of said corporation duly held at Santa Clara, California, at 2:00 p.m. on February 24, 1970, a resolution was duly adopted approving and adopting the foregoing amendment of the Amended Articles of Incorporation of said corporation and the wording of said Amended Articles of Incorporation as set forth in said shareholders' resolution is exactly the same as that set forth in the directors' resolution, the text of which appears above in paragraph One of this Certificate of Amendment.

Three: The foregoing amendment was adopted and approved at said shareholders' meeting by the vote of 11,395,258 common shares.

Four: The total number of shares of said corporation entitled to vote upon or consent to the adoption of said amendment is 12,661,131.

IN WITNESS WHEREOF, the undersigned have exe-

cated this Certificate of Amendment this 24th day of
February 1970.



William R. Hewlett
William R. Hewlett, President

W. F. Cavier
W. F. Cavier, Secretary

The undersigned, William R. Hewlett, President,
and W. F. Cavier, Secretary, of Hewlett-Packard Company,
each declares under penalty of perjury that the matters
set forth in the foregoing Certificate of Amendment are
true and correct.

Executed at Palo Alto, California, on February 24,
1970.

William R. Hewlett
W. F. Cavier

4121928

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CERTIFICATE OF OWNERSHIP
MERGING
HP MEDTECH, INC.
INTO
HEWLETT-PACKARD COMPANY

FILED
In the office of the Secretary of State
of the State of California

MAY 24 1972

EDMUND G. FROST, Jr. Secretary of State
By *Bill Holder* Deputy

Hewlett-Packard Company, a corporation incorporated and existing under the laws of the State of California, does hereby certify:

FIRST: This corporation owns all of the outstanding stock of HP Medtech, Inc., a corporation incorporated and existing under the laws of the State of California.

SECOND: The resolution adopted by a majority of its board of directors to merge said HP Medtech, Inc. into itself and to assume all of the obligations of said corporation is in the following words, to wit:

WHEREAS this corporation owns all the outstanding stock of HP Medtech, Inc., a corporation organized and existing under the laws of the State of California, and

WHEREAS it is deemed to be advisable and in the best interests of this corporation and its shareholders that this corporation merge into itself the said HP Medtech, Inc. and be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT

RESOLVED that this corporation merge into itself, and it does hereby merge into itself said HP Medtech, Inc. and assumes all of the obligations of said HP Medtech, Inc. pursuant to Section 4124 of the Corporations Code of California, and

FURTHER RESOLVED that the president or any vice president and the secretary or assistant secretary of this corporation be and they hereby are directed to make and execute a certificate of ownership setting forth a copy of this resolution to merge said HP Medtech, Inc. and assume its liabilities and obligations, and date of adoption thereof, and to file the same in the office of the Secretary of State in the manner required by Section 4124 of the Corporations Code, and to file certified copies thereof in the manner required by said Section 4124, and

FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of California, which may in anywise be necessary or proper to effect said merger.

THIRD: The meeting of the board of directors of this corporation at which the said resolution was adopted was held at Palo Alto, California on the 19th day of May, 1972; at said meeting 16 directors voted in favor of said resolution, the authorized number of directors being 16.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 22nd day of May, 1972.

HEWLETT-PACKARD COMPANY

By E. E. van Bronkhorst
E. E. van Bronkhorst, Vice President

W. F. Cavier, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Palo Alto, California on May 22, 1972.

E. E. van Bronkhorst
E. E. van Bronkhorst, Vice President

W. F. Cavier, Secretary

4419300

FILED

In the office of the Secretary of State
of the State of California

MAR 3 1972

EDMUND G. GAVIN II, Secretary of State

By [Signature] Deputy

HEWLETT-PACKARD COMPANY
CERTIFICATE OF AMENDMENT
OF

AMENDED ARTICLES OF INCORPORATION

The undersigned, William R. Hewlett and W. F. Cavier,
do hereby certify that they are, respectively, and have been
at all times herein mentioned, the duly elected and acting
President and Secretary of Hewlett-Packard Company, a Calif-
ornia corporation, and further that:

One: In December 1971, as authorized by Section 11.7
of the Amended By-Laws of the corporation and by Section 814.5
of the California Corporation Code, the board of directors of
the corporation duly adopted the following resolution by
unanimous written consent of the board without a meeting:

"RESOLVED, that ARTICLE FOURTH of the
Amended Articles of Incorporation of this
corporation shall be amended, upon adoption
of the amendment at the next annual meeting
of shareholders by the vote or written
consent of the shareholders holding at least a
majority of the voting power, to read as
follows:

"ARTICLE: The number of directors of this
corporation shall be not less than fifteen (15)
and more than eighteen (18). The names and
addresses of the persons who were appointed to
act as the first directors are:

Address

1249 Ross Building
San Francisco, California

1249 Ross Building
San Francisco, California

1249 Ross Building
San Francisco, California

The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by a by-law or amendment thereof duly adopted by the shareholders or by the board of directors."

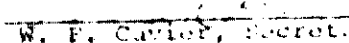
Two: At the annual meeting of the shareholders of said corporation duly held at Santa Clara, California, at 2:00 p.m. on February 22, 1972, a resolution was duly adopted approving and adopting the foregoing amendment of the Amended Articles of Incorporation of said corporation as set forth in the directors' resolution, the text of which appears above in paragraph One of this Certificate of Amendment.

Three: The foregoing amendment was adopted and approved at said shareholders' meeting by the vote of 23,206,141 shares.

Four: The total number of shares of said corporation entitled to vote upon or consent to the adoption of said amendment was 26,110,752.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 22nd day of February, 1972.


William R. Hewlett, President


W. F. Caylor, Secretary

The undersigned, William R. Hewlett, President, and
W. P. Cavier, Secretary, of Hewlett-Packard Company, each
declares under penalty of perjury that the matters set forth
in the foregoing Certificate of Amendment are true and
correct.

Executed at Palo Alto, California, on February 22, 1972.

William R. Hewlett

W. P. Cavier

Agreement of merger filed May 31, 1973 changing the name of
HEWLETT-PACKARD OREGON to FIELD EMISSION CORPORATION.

A133801

CERTIFICATE OF OWNERSHIP

MERGING

HEWLETT-PACKARD OREGON

INTO

HEWLETT-PACKARD COMPANY

FILED

In the office of the Secretary of State
of the State of California

MAY 31 1973

EDMUND G. BROWN Jr., Secretary of State

By R. P. [Signature]
Deputy

219627
SURV

Hewlett-Packard Company, a California corporation, does
hereby certify that:

FIRST: Hewlett-Packard Company ("the Company") owns all
the outstanding shares of Hewlett-Packard Oregon, a California
corporation.

SECOND: At a regular meeting duly held, the board of
directors of the Company adopted the following resolutions which pro-
vide for the merger into the Company of its wholly owned subsidiary,
Hewlett-Packard Oregon, and for the assumption by the Company of all
of the obligations of said subsidiary:

WHEREAS, the Company owns all the outstand-
ing shares of Hewlett-Packard Oregon;

WHEREAS, Field Emission Corporation of
Washington is to be merged into Hewlett-Packard
Oregon pursuant to the terms of the Plan of Reorgani-
zation and Agreement and the related Agreement and
Plan of Merger, dated as of March 19, 1973; and

WHEREAS, it is deemed advisable and in the best
interests of the Company and its shareholders that,
upon the effectiveness of said merger, Hewlett-Packard
Oregon be merged into the Company;

NOW, THEREFORE, BE IT

RESOLVED, that, upon the effectiveness of the
merger of Field Emission Corporation of Washington
into Hewlett-Packard Oregon, the Company merge
Hewlett-Packard Oregon, its wholly owned subsidiary

into itself and assume all of the obligations of said subsidiary pursuant to Section 4124 of the Corporations Code of California;

FURTHER RESOLVED, that the President or a Vice President and the Secretary or an Assistant Secretary of the Company be and they hereby are authorized and directed to execute and file a Certificate of Ownership pursuant to said Section 4124; and

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to do or cause to be done any and all such further acts and things and to execute and deliver or file any and all such documents, papers and instruments as they may deem necessary or desirable in order to carry into effect the purposes and intent of the foregoing resolutions.

THIRD: The meeting of the board of directors of Hewlett-Packard Company at which the foregoing resolutions were adopted was held at Palo Alto, California at 9:00 A.M., on the 18th day of May, 1973; that there were at all times present and acting at said meeting 12 directors constituting a quorum (the authorized number of directors being 16); and that all such directors voted in favor of the adoption of said resolutions.

IN WITNESS WHEREOF, Hewlett-Packard Company has executed this Certificate this 18th day of May, 1973.

HEWLETT-PACKARD COMPANY

By J. E. van Doren Vice President

And W. F. Cavier Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Palo Alto, California on May 18th, 1973.

J. E. van Doren Vice President

And W. F. Cavier Secretary