

State of New York }
Department of State } ss.:

33364

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUL 7 1982

Basil G. Paterson
Secretary of State

JUL 23 8 46 AM '82
SECRETARY OF STATE

G020-504 (12/78)

RESTATED CERTIFICATE OF INCORPORATION

OF

GOULDS PUMPS, INCORPORATED

Under Section 807 of the Business Corporation Law

We, the undersigned Vincent A. Napolitano and Eugene B. Bradshaw, being respectively the President and Secretary of Goulds Pumps, Incorporated, do hereby certify:

1. The name of the corporation is Goulds Pumps, Incorporated, and the name under which it was originally incorporated was Downs & Co.'s Manufacturing Company.
2. The Certificate of Incorporation was filed by the Department of State on January 11, 1964.
3. The Certificate of Incorporation as now in full force and effect is hereby amended to effect the following change authorized in Section 801 of the Business Corporation Law: to increase by 4,000,000 shares the aggregate number of shares of Common Stock, thereby increasing the total number of shares which the corporation shall have authority to issue to 24,750,000 shares, to consist of 24,000,000 shares of Common Stock, \$1.00 par value per share, and 750,000 shares of Preferred Stock, \$20 par value per share.
4. The text of the Certificate of Incorporation as amended

wherefore, is hereby further amended hereby to read in full as follows.

"CERTIFICATE OF INCORPORATION

OF

GOULDS PUMPS, INCORPORATED

Under Section 402 of the
Business Corporation Law"

1. The name of the corporation shall be Goulds Pumps, Incorporated.

2. The purposes for which it is to be formed are:
the manufacture of wood, iron, brass or any other metal or composition of two or more metals either in combination or separately into pumps, wagon-boxes, sad-irons, machines of all kinds patented or not patented, or any implement, invention, contrivance or machine now in use or which may be hereafter invented or manufactured to be used in connection with agriculture or any of the various mechanic or household arts or manufactures.

3. The aggregate number of shares which the corporation shall have the authority to issue is 24,750,000 shares, to consist of 24,000,000 shares of Common Stock, \$1.00 par value per share, and 750,000 shares of Preferred Stock, \$20 par value per share.

4. The preferences, designations, rights, voting powers and

limitations of the shares of each class are as follows:

(a) Board Authority. The shares of Preferred Stock may be issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series. The designations, relative rights, preferences and limitations of the Preferred Stock, and particularly of the shares of each series thereof may, to the extent permitted by law, be similar to or may differ from those of any other series. The Board of Directors of the corporation is hereby expressly granted authority to issue from time to time Preferred Stock in one or more series, for the purpose of the acquisition of the assets or stock of other corporations and businesses, and to fix from time to time before issuance thereof, by filing a certificate pursuant to the Business Corporation Law, the number of shares in each such series of such class and all designations, relative rights (including the right, to the extent permitted by law, to convert into shares of any class or into shares of any series of any class), preferences and limitations of the shares in each such series, including, but without limiting the generality of the foregoing, the following:

(i) The number of shares to constitute such series and the distinctive designation thereof;

(ii) The dividend rate on the shares of such series, whether or not dividends on the shares of such series shall be

cumulative, and the date or dates, if any, from which dividends shall accrue; and, if cumulative;

(iii) Whether or not the shares of such series shall be redeemable, and, if redeemable, the date or dates upon or after which they shall be redeemable, the amount or amounts per share which shall be, in the case of each share, not less than its preference upon involuntary liquidation, plus an amount equal to all dividends thereon accrued and unpaid, whether or not earned or declared) payable thereon in the case of the redemption thereof, which amount may vary at different redemption dates or otherwise as permitted by law;

(iv) The right, if any, of holders of shares of such series to convert the same into, or exchange the same for, Common Stock or other stock as permitted by law, and the terms and conditions of such conversion or exchange, as well as provisions for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) The amount per share payable on the shares of such series upon the voluntary and involuntary liquidation, dissolution or winding up of the corporation;

(vi) Whether the holders of shares of such series shall have voting power, full or limited, in addition to the voting powers provided by law, and in case additional voting powers are accorded to fix the extent thereof; and

(viii) Generally to fix the other rights and privileges and any qualifications, limitations or restrictions of such rights and privileges of such series, provided, however, that no such rights, privileges, qualifications, limitations or restrictions shall be in conflict with the Certificate of Incorporation of the Corporation in effect at such time or with the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of which there are shares then outstanding.

All shares of Preferred Stock of the same series shall be identical in all respects, except that shares of any one series issued at different times may differ as to dates, if any, from which dividends thereon may accumulate. All shares of Preferred Stock of all series shall be of equal rank and shall be identical in all respects except that, to the extent not otherwise limited in this Paragraph 4, any series may differ from any other series with respect to any one or more of the designations, relative rights, preferences and limitations described or referred to in subparagraphs (i) to (vii) inclusive above.

(1) Dividends. Dividends on the outstanding Preferred Stock of each series shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the Common Stock with respect to the same quarterly dividend period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent set forth in a certificate

filed pursuant to law. After dividends on all shares of Preferred Stock (including cumulative dividends if and to the extent any such shares shall be entitled thereto) shall have been declared and paid or set apart for payment with respect to any quarterly dividend period, then, and not otherwise, so long as any shares of Preferred Stock shall remain outstanding, dividends may be declared and paid or set apart for payment with respect to the same quarterly dividend period on the Common Stock out of the assets or funds of the corporation legally available therefor.

All shares of Preferred Stock of all series shall be of equal rank, preference and priority as to dividends irrespective of whether or not the rates of dividends to which the same shall be entitled shall be the same, and if the stated dividends are not paid in full, the shares of all series of the Preferred Stock shall share ratably in the payment thereof in accordance with the sums which would be payable on such shares if all dividends were paid in full, provided, however, that any two or more series of the Preferred Stock may differ from each other as to the existence and extent of the right to cumulative dividends, as aforesaid.

(c) Voting Rights. Except as otherwise specifically provided in the certificate filed pursuant to law under subparagraph (a) of this Paragraph 4 with respect to any series of the Preferred Stock, or as otherwise provided by law, the Preferred Stock shall not have any right to vote for the election of directors or for any other purpose

Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(d) Liquidation. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, each series of Preferred Stock shall have preference and priority over the Common Stock for payment of the amount to which each outstanding series of Preferred Stock shall be entitled in accordance with the provisions thereof and each holder of the Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any payments shall be made to the holders of the Common Stock. If, upon liquidation, dissolution or winding up of the corporation, the assets of the corporation or proceeds thereof, distributable among the holders of the shares of all series of the Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable if all amounts payable thereon were paid in full. After the payment to the holders of Preferred Stock of all such amounts to which they are entitled, as above provided, the remaining assets and funds of the corporation shall be divided and paid to the holders of the Common Stock.

(e) Redemption. In the event that the Preferred Stock of any series shall be made redeemable as provided in clause (iii) of subparagraph (a) of this Paragraph 4, the corporation, at the option of the Board of Directors, may redeem at any time or times, and from

time to time, all or a part of any one or more series of Preferred Stock outstanding by paying for each share the then applicable redemption price fixed by the Board of Directors as provided herein, plus an amount equal to accrued and unpaid dividends to the date fixed for redemption, upon such notice and terms as may be specifically provided in the certificate filed pursuant to law with respect to the series.

(f) Preemptive Rights. No holder of Common Stock of the corporation, whether now outstanding or hereafter issued, shall have any preemptive or preferential right to subscribe to or purchase or receive any of up to 750,000 shares of Preferred Stock of the corporation, or up to twenty-five million dollars in aggregate principal amount of debentures of the corporation, convertible into Common Stock of the corporation, issued or sold, nor any right or option to subscribe to or purchase any thereof, and the Board of Directors may issue up to 750,000 shares of Preferred Stock and up to twenty-five million dollars in aggregate principal amount of debentures, convertible into shares of Common Stock of the corporation, without offering such issues in whole or in part to the holders of Common Stock of the corporation.

5. The office of the corporation shall be located in the Village of Seneca Falls, County of Seneca, N.Y., and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation, which may be served

upon him, is 240 Fall Street, Seneca Falls, New York.

6. The duration of the corporation shall be for a term of nine hundred and ninety-nine (99) years commencing January 1, 1912.

7. The Board of Directors shall consist of not less than five nor more than fifteen directors, who shall be elected within these limits, as provided in the By-Laws.

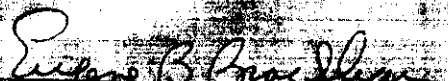
8. The operations of the said corporation are to be carried on in the Town and Village of Seneca Falls, County of Seneca, State of New York.

9. The Secretary of the corporation shall be designated as the agent of the corporation for service of process in any proceeding against it.

10. The foregoing agreement in the Certificate of Incorporation was authorized by the vote of the holders of a majority of all outstanding shares entitled to vote at a meeting of stockholders duly called and held on January 1, 1912, a quorum being present, and the filing of the Certificate of Incorporation, as so amended, authorized by the Board of Directors.

28th day of April, 1982, and hereby affirm the statements contained
herein are true under the penalties of perjury.


Vincent A. Napolitano, President


Eugene B. Bradshaw, Secretary

RESTATED CERTIFICATE OF INCORPORATION

OF

GOULDS PUMPS, INCORPORATED

Under Section 807 of the Business Corporation Law

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A864096

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 30 1982

AMT OF CHECK \$ 2085

TAX \$ 2,000

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RECEIVED

SPEC HANDLE \$ 10

BY: mb

Saneca

Lowndes + Co. Inc.

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HARRIS, BEACH, WILCOX, RUBIN AND LEVEY
TWO STATE STREET
ROCHESTER, N. Y. 14614