

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

EMERSON ELECTRIC CO.

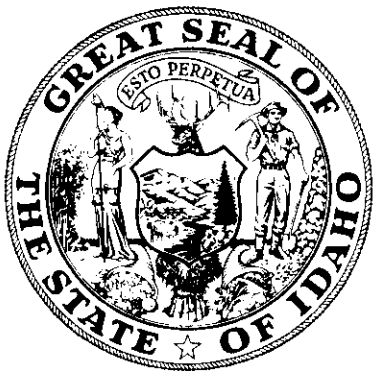
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **EMERSON ELECTRIC CO.**

_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **EMERSON ELECTRIC CO.**

to transact business in this State under the name **EMERSON ELECTRIC CO.**
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 11,** _____, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is EMERSON ELECTRIC CO.
2. *The name which it shall use in Idaho is EMERSON ELECTRIC CO.
3. It is incorporated under the laws of MISSOURI
4. The date of its incorporation is September 24, 1890 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 8000 West Florissant, St. Louis, MO 63136
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Any and all acts permitted to be done or performed under the Idaho Business Corporation Act, specifically including the manufacture, sale, and other distribution of electrical, mechanical, and electronic goods and merchandise.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
80,000,000	Common	\$1.00
5,400,000	Preferred	\$2.50

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
64,219,354	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 27, 1981

EMERSON ELECTRIC CO.

By

C. W. Groennert

Its Vice President

and

J. D. Henry

Its Asst. Secretary

STATE OF MISSOURI)

COUNTY OF ST. LOUIS) ss:

I, CHRISTINE E. MOORE, a notary public, do hereby certify that on this 27th day of August, 1981, personally appeared before me C. W. Groennert, who being by me first duly sworn, declared that he is the Vice President of EMERSON ELECTRIC CO.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

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

Christene E. Moore
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

EMERSON ELECTRIC CO. CORPORATE OFFICERS
AS OF JULY 31, 1981

*	J. J. Adorjan	Sr. Vice President-Corporate Development
*	W. J. Bennetsen	Vice President-Corporate Manufacturing
*	L. L. Browning, Jr.	Executive Vice President and Chief Administrative Officer
	R. E. Browning	Group Vice President and President U.S. Electrical Motors 125 Old Gate Lane Milford, CT 06460
	T. V. Bruns	Group Vice President and President Beaird-Poulan 5020 Flourney-Lucas Road Shreveport, LA 71109
*	J. W. Burge, Jr.	Group Vice President
*	E. L. Clary	Group Vice President-Corporate Services
*	R. A. Cocks	Assistant Treasurer
	W. H. Davis	Group Vice President and President E. L. Wiegand 4 Allegheny Center Pittsburgh, PA 15212
*	C. A. Dill	Group Vice President
*	H. F. Faught	Group Vice President-Technology
*	A. A. Gilbert	Vice President-Manpower Development
*	C. W. Groennert	Vice President, Treasurer and Assistant Secretary
*	C. Hansen	Senior Vice President-Law and Assistant Secretary
	J. F. Hardyman	Group Vice President and President Skill 4801 W. Peterson Avenue Chicago, IL 60646
	V. H. Hecht	Group Vice President and President Research 12601 West Glen Street Eden Prairie, MN 55344
*	J. D. Henry	Assistant Secretary and Assistant Treasurer
*	E. L. Keyes, Jr.	President and Chief Operating Officer
*	C. F. Knight	Chairman of the Board and Chief Executive Officer
	R. H. McRoberts	Secretary c/o Bryan, Cave, McPheeters & McRoberts 500 N. Broadway St. Louis, MO 63102
	C. L. Mikovich	Group Vice President and President Ridge Tool 400 Clark Street Elyria, OH 44035
*	W. C. Nusbaum	Vice President
*	W. E. Peacock	Vice President-International
*	C. O. Planting	Executive Vice President-Corporate Sales
*	J. C. Rohrbaugh	Vice President-Industrial Relations
*	W. A. Rutledge	Vice Chairman
	D. L. Seals	Group Vice President and President In-Sink-Erator 4700 Twenty-First Street Racine, WI 53406

* R. W. Staley	Senior Vice President, Finance and Chief Financial Officer
A. E. Suter	Group Vice President and President Emerson Motor Division 8100 W. Florissant Avenue St. Louis, MO 63136
J. K. VerHagen	Group Vice President and President White-Rodgers 9797 Reavis Road St. Louis, MO 63123
* J. C. Wilson	Vice President of Finance, Comptroller and Chief Accounting Officer

Addresses for all corporate officers marked with an asterisk (*)
are: 8000 West Florissant Avenue, St. Louis, Missouri 63136.

EMERSON ELECTRIC CO. DIRECTORS
AS OF JULY 31, 1981

G. K. Beare	- 7701 Forsyth Blvd, Suite 545 St. Louis, MO 63105
L. L. Browning, Jr.	- 8000 W. Florissant Avenue St. Louis, MO 63136
L. J. Conti	- 120 South Riverside Plaza Chicago, IL 60606
J. A. Frates	- 4505 East 68th Street Tulsa, OK 74136
E. L. Keyes, Jr.	- 8000 W. Florissant Avenue St. Louis, MO 63136
C. F. Knight	- 8000 W. Florissant Avenue St. Louis, MO 63136
G. A. Lodge	- Park 80 Plaza West-One Saddle Brook, NJ 07662
V. R. Loucks, Jr.	- One Baxter Parkway Deerfield, IL 60015
R. H. McRoberts	- 500 N. Broadway St. Louis, MO 63102
G. L. ...	- ...
R. A. ...	- ... Washington, DC 20036
W. A. Rutledge	- 8000 W. Florissant Avenue St. Louis, MO 63136
Gen. B. A. Schriever	- 1899 L Street, N.W., Suite 405 Washington, DC 20036
R. W. Staley	- 8000 W. Florissant Avenue St. Louis, MO 63136
L. F. Williams, Jr.	- 510 Locust Street St. Louis, MO 63101



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

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

RESTATED ARTICLES OF INCORPORATION

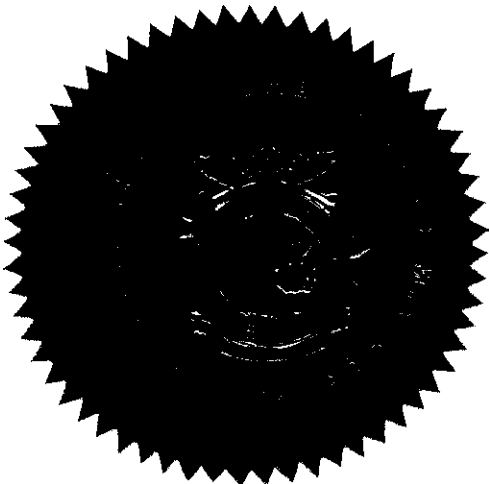
AND

ALL AMENDMENT FILED THERETO

OF

EMERSON ELECTRIC CO.

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



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

10TH day of AUGUST

Nineteen Hundred and EIGHTY ONE.

James C. Kirkpatrick
SECRETARY OF STATE



STATE of MISSOURI

JAMES C. KIRKPATRICK
Secretary of State

Corporation Department

Restated Articles of Incorporation

WHEREAS, EMERSON ELECTRIC CO.

a corporation organized and existing under the General and Business Corporation Law has filed in the office of the Secretary of State duplicate originals of Restated Articles of Incorporation and has, in all respects, complied with the requirements of The General and Business Corporation Law governing Restated Articles of Incorporation:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify that said Restated Articles have, on the date hereof, become effective; that the address of its Registered Office in Missouri is 8100 Florissant Avenue, St. Louis, 63136; that its period of existence is Perpetual and that the amount of its authorized shares THIRTY TWO MILLION FIVE HUNDRED THOUSAND-----dollars, and that said Restated Articles supercede the original Articles of Incorporation and all amendments thereto.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 29th day of February, 1968.

James C. Kirkpatrick
Secretary of State

T R Cloud
Deputy Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
EMERSON ELECTRIC CO.

ARTICLE 1

The name of the corporation is "Emerson Electric Co."

ARTICLE 2

The registered office of the corporation in Missouri is 8100 Florissant Avenue, St. Louis, Missouri, 63136 and the name of its registered agent at such address is R. E. Petering.

ARTICLE 3

The original Articles of Incorporation, filed with the Secretary of State of the State of Missouri on September 24, 1890 provided for three initial shareholders, all residents of the City of St. Louis, Missouri, who are named below and who subscribed for shares of the original capital stock of the corporation as follows:

J. W. Emerson	30 shares
A. W. Meston	465 shares
C. R. Meston	5 shares

ARTICLE 4

The authorized capital stock of the Company shall consist of 3,500,000 shares of Preferred Stock each of the par value of \$5.00 per share (hereinafter called the "Preferred Stock") and 15,000,000 shares of Common Stock each of the par value of \$1.00 per share (herein called the "Common Stock").

All of the shares of Common Stock and Preferred Stock shall be voting stock and the holders thereof shall be entitled to one vote for each share of stock standing in their names respectively, except as otherwise provided by law and except as set forth hereinbelow in Paragraph 8 of the terms of the Preferred Stock, without distinction between the Common Stock and Preferred Stock, or between any series of the Preferred Stock.

The Preferred Stock

1. Subject to the limitations hereinafter contained and to the requirements of the laws of the State of Missouri, authority is hereby vested in the Board of Directors of the Company from time to time to issue said three million five hundred thousand (3,500,000) shares of Preferred Stock in one or more series and by resolution or resolutions (any such resolution being hereinafter called the "authorizing resolution"),

(a) to fix the distinctive serial designation of the shares of any such series,

(b) to fix the rate or amount per annum at which the holders of the shares of any series shall be entitled to receive dividends, the dates on which such dividends shall be payable, and the date or dates from which such dividends shall be cumulative,

(c) to fix the price or prices at which, the times during which, and the other terms upon which the shares of any such series may be redeemed,

(d) to fix the amounts payable on the shares of any series in the event of dissolution or liquidation of the Company,

(e) from time to time to include additional shares of Preferred Stock which the Company is authorized to issue in any such series,

(f) to determine whether or not the shares of any such series shall be made convertible into or exchangeable for other securities of the Company, including shares of the Common Stock of the Company or shares of any other series of the Preferred Stock of the Company, now or hereafter authorized, or any new class of Preferred Stock of the Company hereafter authorized, the conversion price or prices, or the rate or rates of exchange at which such conversion or exchange may be made, and the terms and conditions upon which any such conversion right shall be exercised,

(g) to fix such other preferences and rights, privileges and restrictions applicable to any such series as may be permitted by law,

(h) to determine if a Sinking Fund shall be provided for the purchase or redemption of shares of any series and, if so, to fix the terms and amount or amounts of such Sinking Fund.

2. Except as may be otherwise specified by the Board of Directors in accordance with the provisions of Paragraph 1 of these terms of the Preferred Stock, each share of Preferred Stock shall be identical with each other share of said stock. If the amount determined by the Board of Directors to be declared and paid as dividends on the Preferred Stock shall be insufficient to pay the full dividend, including accumulations, on all outstanding shares of each series, such amount may be declared and paid on the shares of each series only in the ratio which the full dividend, including accumulations, on all outstanding shares of such series would bear to the full dividend, including accumulations, on all outstanding shares of all series. If the amount available for payment to the holders of Preferred Stock upon liquidation or upon any of the other events specified in Paragraph 5 hereof shall be insufficient to pay the maximum amount to which the holders of then outstanding shares of all series of the Preferred Stock would be entitled, the amount available shall be distributed on the outstanding shares of each series in the ratio which the maximum amount payable on the outstanding shares of such series bears to the maximum amount payable on the outstanding shares of all series.

3. The holders of Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available for that purpose, cumulative dividends in cash at the rate or amount per annum and payable on the dates fixed for such series in the authorizing resolution establishing such series. Such dividends shall be cumulative, in the case of each series, from the date or dates fixed by the Board of Directors.

4. So long as any of the Preferred Stock is outstanding, no dividend shall be declared or paid and no distribution shall be made on the Common Stock of the Company (other than a dividend payable in said Common Stock of the Company) until the full cumulative dividends on the

Preferred Stock of all series up to the end of the then quarterly dividend period shall have been declared and paid or shall have been declared and a sum sufficient for the payment thereof appropriated and set aside for the payment thereof by the Board of Directors.

5. The Preferred Stock shall be preferred as to both earnings and assets, and in the event of any liquidation, dissolution or winding up of the corporation, the holders of the shares of each series of Preferred Stock shall be entitled to receive, before any distribution shall be made on the Common Stock of the Company, the amount or amounts which shall be fixed in the authorizing resolution establishing such series, plus in every such case a sum equal to all accumulated and unpaid dividends which shall have accrued on the Preferred Stock up to the date of payment of the final amount due thereon. Such sum shall be payable without interest out of the capital and surplus of the Company. The rights of the Preferred Stock in the event of the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company as provided for in any Series thereof shall not, at any time prior to the occurrence or authorization of any of said events, restrict or prevent the Company from paying, from retained earnings or any other funds legally available therefor, dividends on its Common Stock or any other class of its capital stock, in such amounts as the Board of Directors may, from time to time, determine, if the payment of such dividends at the time of payment thereof is not restricted by any other of the terms or provisions of the Preferred Stock or of any Series thereof.

6. Subject to the terms of the authorizing resolution establishing each series of the Preferred Stock, the whole or any part of any series of Preferred Stock may, at the option of the Board of Directors of the Company, be redeemed at any time or from time to time, at the redemption price or prices fixed by the authorizing resolution establishing such series, which in every such case shall include an amount equal to all accumulated and unpaid dividends which shall have accrued on the shares to be redeemed up to the redemption date. No shares of Preferred Stock shall be redeemed unless at or prior to the date fixed for the redemption thereof all cumulative dividends on all other outstanding shares of Preferred Stock up to the quarterly dividend date next preceding the date fixed for redemption shall have been paid or declared and a sum sufficient for the payment thereof set apart for such payment. If less than the whole of any series of Preferred Stock shall be redeemed at any time, the stock so to be redeemed shall be selected by the Board of Directors by lot in such manner as it may determine; provided, however, the Board of Directors may select which series may be redeemed in whole or in part.

7. The preferences, priorities, special rights and special powers given to the Preferred Stock by the terms hereof, or to any series of the Preferred Stock by any authorizing action of the Board of Directors of the Company adopted pursuant hereto, may be altered, modified, changed or terminated, in such manner as provided by law, upon the affirmative vote of the holders of two-thirds (2/3) of each series of Preferred Stock issued and outstanding whose rights will be affected by such proposed alteration, modification, change or termination. No additional shares of the Preferred Stock except the shares provided for herein shall be authorized, and no additional shares of any other class of Preferred Stock having a priority over, or entitled to participate on a parity with, the Preferred Stock shall be authorized, except upon the affirmative vote of the holders of a majority of each series of the Preferred Stock issued and outstanding, provided, however, that the authorizing resolution with respect to any series of the Preferred Stock may provide that the affirmative vote of the holders of a greater percentage of the shares of such series shall be required in order to authorize shares of any other class of Preferred Stock having priority over the shares of such series of the Preferred Stock.

8. In addition to the voting rights set forth above in this Article 4, if, and whenever, six (6) or more quarterly dividends, whether or not consecutive, on the Preferred Stock shall be in arrears, in whole or in part, the holders of the Preferred Stock, including all series thereof, voting as a single class, shall have the right to elect a number of the members of the Board of Directors of the Company equal to the whole number obtained by dividing four (4), until such time as no shares of the \$1.00 Cumulative Convertible Preferred Stock, Series A, established by Directors resolution at a meeting held August 2, 1963 shall be outstanding, and thereafter seven (7), into the number of Directors of the Company authorized at such time by the Articles of Incorporation of the Company, but not less than two (2) Directors. In such event, the remainder of the Directors shall be elected by the holders of the Common Stock and Preferred Stock, voting as a single class.

Whenever all arrears in dividends on the Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set aside, then the right of the holders of the Preferred Stock to elect such number of Directors shall cease, but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends.

At any time after such voting power shall have so vested in the Preferred Stock, the Secretary of the Corporation may, and upon the written request of the holders of record of ten per cent (10%) or more in number of shares of the Preferred Stock then outstanding, addressed to him at the principal office of the Company in the State of Missouri shall call a special meeting of the holders of the Preferred Stock for the election of the Directors to be elected by them as herein provided, to be held within thirty (30) days after such call and at the place and upon the notice provided by law and in the By-laws for the holding of meetings of stockholders; provided, however, that the Secretary shall not be required to call such special meeting in the case of any such request received less than ninety (90) days before the date fixed for any annual meeting of stockholders. If any such special meeting required to be called as above provided shall not be called by the Secretary within thirty (30) days after receipt of any such request, then the holders of record of ten per cent (10%) or more in number of shares of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting to be held at the place and upon the notice above provided, and for that purpose shall have access to the stock ledger of the Company. No such special meeting and no adjournment thereof shall be held on a date later than thirty (30) days before the annual meeting of the stockholders or a special meeting held in place thereof next succeeding the time when the holders of the Preferred Stock become entitled to elect Directors as above provided.

In case (i) the authorized number of shares of the Preferred Stock shall be increased, and such additional shares issued, or in case (ii) a class of Preferred Stock other than the Preferred Stock, ranking prior to or on a parity with the Preferred Stock as to dividends or, in liquidation, shall be created and issued, nothing herein contained shall prevent any such additional shares of the Preferred Stock or the shares of such other class of Preferred Stock, from being given the right, in case dividends thereon or sinking fund requirements, if any, thereof shall be in arrears, to vote as part of the same class as and equally with the Preferred Stock and to have and exercise pari passu with the shares of Preferred Stock entitled to vote on any matters, any and all the voting rights and powers hereinbefore set forth with respect to the Preferred Stock, and nothing herein contained shall prevent the giving of additional voting power, not inconsistent with that granted herein to the Preferred Stock, to any class of Preferred Stock other than the Preferred Stock.

9. No holder of the Preferred Stock of any series shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue of stock, of any class or series, whether

now or hereafter authorized, or of any bonds, debentures or other securities convertible into stock, of any class or series; and any and all such pre-emptive rights are hereby expressly denied to the Preferred Stock.

The Common Stock

1. Subject to the provisions of Paragraph 4 of the terms of the Preferred Stock hereinabove, dividends, payable in cash, in the Common Stock of the Company, or otherwise, may be declared and paid on the shares of the Common Stock of the Company from time to time out of any funds or property legally available therefor, and in the event of any such declaration or payment the holders of Common Stock of the Company shall be entitled, to the exclusion of the holders of the Preferred Stock, to share therein.

2. In the event of any liquidation, dissolution or winding up of the corporation, after distribution and payment in full shall have been made to the holders of the Preferred Stock in accordance with the terms of Paragraph 5 of the Preferred Stock hereinabove, the remainder of the assets, if any, of the Company shall be distributed pro rata among the holders of the Common Stock of the Company.

3. The holders of the Common Stock shall have no preemptive right to subscribe for or purchase any shares of any series of the Preferred Stock, whether or not the shares of any such series shall be convertible into shares of the Common Stock or any other security of the Company, and whether or not such shares shall be sold for property or cash or both, and any such preemptive right which might otherwise exist is hereby expressly waived by each holder of the Common Stock.

ARTICLE 5

The business of the corporation shall be managed by a Board of Directors composed of fifteen (15) members. The Board of Directors shall have the power to make, alter, amend or repeal the By-laws of the Corporation, by a majority vote.

ARTICLE 6

The corporation shall have perpetual existence.

ARTICLE 7

The purposes and powers of the corporation are as follows:

1. The manufacture of any and all kinds of machinery, equipment, articles and things of any and all kinds and of whatever nature and character.
2. The sale, lease, conveyance, or other disposition of or dealing in, any and all kinds of personal property, whether manufactured by the Company or by someone else.
3. The conduct of research and the owning and acquisition of patents for the manufacture of personal property of any kind or character.
4. The purchase, sale, lease, dealing in, and disposition of any manner of real property or any interest therein and the owning and holding of such real property or any interest therein and the construction of improvements of any kind on real property.
5. The transaction of any lawful business in aid of the United States or any instrumentality thereof or any political subdivision thereof, or any country from time to time in alliance therewith,

the making of donations to associations organized for aiding the activities of the United States or any instrumentality thereof, or any political subdivision thereof or any country from time to time in alliance therewith and the lending of money to the United States, any instrumentality thereof or any political subdivision thereof.

6. The making of contributions to any corporation organized for civic, charitable or benevolent purposes, or to any incorporated or unincorporated association, community chest or community fund or trust, not operated or used for profit to its members but operated for the purpose of raising funds for and distributing funds to other civic, charitable or benevolent organizations or agencies.

In order to carry out any or all of the foregoing purposes, the Company shall have the following powers, together with such other powers as may from time to time be granted to or conferred on corporations by the laws of the State of Missouri from time to time enacted:

- (1) To have succession by its corporate name perpetually.
- (2) To sue and be sued, complain and defend in any court of law or equity.
- (3) To have a corporate seal which may be altered at pleasure and to use the same by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.
- (4) To hold, purchase, mortgage or otherwise convey such real and personal estate as the purposes of the Company shall require, and also to take, hold and convey such other property, real, personal or mixed as shall be necessary or requisite for the Company to acquire in order to obtain or secure the payment of any indebtedness or liability belonging to the Company; provided, however, that the Company shall not hold any real estate for any period longer than six years except such as may be necessary for carrying on its legitimate business.
- (5) To sell and convey, mortgage, pledge, lease as lessor, or otherwise dispose of, all or any part of its property and assets.
- (6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals.
- (7) To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the Company may determine without regard to the restrictions of any usury law of the State of Missouri; to issue its notes, bonds, and other obligations; to issue notes or bonds, secured or unsecured, which by their terms are convertible into shares of stock of any class, upon such terms and conditions and at such rates or prices as may be provided in such notes or bonds and the indenture or mortgage under which they are issued; and to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, franchises or income.
- (8) To invest its surplus funds from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested.
- (9) To conduct its business, carry on its operations, and have offices within and without the State of Missouri, and to exercise in any other state, territory, district, or possession of the United States, or in any foreign country, the powers granted to it by these Articles of Association as amended from time to time and by the statutes of the State of Missouri as from time to time enacted.

(10) To elect or appoint officers and agents of this Company, and to define their duties and fix their compensations.

(11) To make and alter, by action of the Board of Directors, by-laws, not inconsistent with its Articles of Association as from time to time amended or the laws of the State of Missouri from time to time enacted, which by-laws shall regulate the administration of the affairs of the Company.

(12) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, subject, however, to any statutory restrictions from time to time imposed by the laws of the State of Missouri from time to time enacted.

(13) To amend these Articles of Association in such manner and as to such subjects as may be allowed by the laws of the State of Missouri from time to time enacted.

(14) To merge with or consolidate into any other corporation organized under the laws of the State of Missouri or any other state of the United States, or of the United States, or any of its possessions in such manner as may be allowed by the laws of the State of Missouri from time to time enacted.

(15) To have and exercise all powers necessary and convenient to effect any or all of the purposes for which the Company is organized as they may from time to time set forth in the Articles of Association as from time to time amended.

The Board of Directors and the officers of the Company shall have all powers granted to the Board of Directors and officers of corporations organized under general laws of the State of Missouri as such general laws may be from time to time enacted and amended.

ARTICLE 8

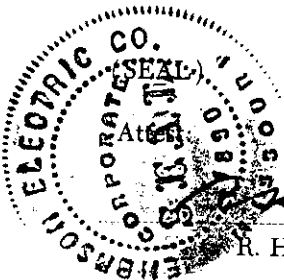
The corporation pursuant to Certificate of Acceptance filed January 30, 1958 with the Secretary of State of the State of Missouri has accepted the provisions of The General and Business Corporation Act of Missouri, as amended.

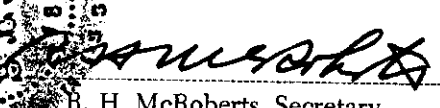
The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended of Emerson Electric Co., and said Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned W. L. Davis and R. H. McRoberts, President and Secretary, respectively, of the corporation, have executed these Restated Articles of Incorporation and caused the corporate seal to be hereto affixed this 29th day of February, 1968.



W. L. Davis, President

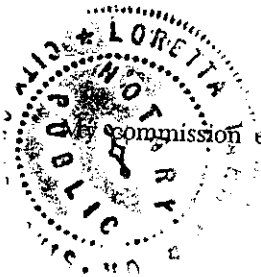



R. H. McRoberts, Secretary

STATE OF MISSOURI
CITY }
COUNTY OF ST. LOUIS } SS

I, Loretta Panner, a notary public, do hereby certify that on this 29th day of February, 1968, personally appeared before me W. L. Davis, who, being by me first duly sworn, declared that he is the President of Emerson Electric Co., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Loretta Panner
Notary Public



My commission expires: August 26, 1971



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Amendment

WHEREAS, EMERSON ELECTRIC CO.

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 11th day of February, 1969.

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: EMERSON ELECTRIC CO.

Ten Thousand Five Hundred and three and 00/100----- Dollars, \$10,503.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 5170

Donna Miller

Deputy Collector of Revenue

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
EMERSON ELECTRIC CO.

W. L. DAVIS, President, and R. H. McROBERTS, Secretary, of EMERSON ELECTRIC CO., a Missouri corporation, with its principal offices in the County of St. Louis, Missouri, do hereby certify as follows:

(1) The name of the corporation is EMERSON ELECTRIC CO. The corporation was originally organized under the name, "The Emerson Electric Manufacturing Company".

(2) The amendment to the Restated Articles of Incorporation hereinafter set forth was duly adopted by the shareholders of the corporation at the annual meeting of said shareholders duly called, convened and held on the 4th day of February 1969.

(3) The amendment adopted was as follows:

The Restated Articles of Incorporation of Emerson Electric Co. shall be, and the same are hereby, amended in the following manner:

(a) By deleting the first paragraph of Article 4 of said Restated Articles of Incorporation and substituting in lieu thereof a new first paragraph providing as follows:

"The authorized capital stock of the Company shall consist of 5,400,000 shares of Preferred Stock each of the par value of \$2.50 per share (hereinafter called the 'Preferred Stock') and 40,000,000 shares of Common Stock each of the par value of \$1.00 per share (herein called the 'Common Stock')."

(b) By deleting the introductory clause of the paragraph numbered "1" which appears in Article 4 under the caption 'The Preferred Stock' and substituting in lieu thereof a new introductory clause to said paragraph as follows:

"1. Subject to the limitations hereinafter contained and to the requirements of the laws of the State of Missouri, authority is

hereby vested in the Board of Directors of the Company from time to time to issue said five million four hundred thousand (5,400,000) shares of the Preferred Stock in one or more series and by resolution or resolutions (any such resolution being hereinafter called the 'authorizing resolution'),".

(4) The numbers of shares outstanding and entitled to vote on said amendment were 9,835,217 shares of the Common Stock of the corporation and 1,888,661 shares of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the corporation and each of said classes of stock was entitled to vote as a separate class thereon.

(5) The number of shares of the Common Stock voted for said amendment was 8,968,450 shares and the number of shares of said Common Stock voted against said amendment was 6,550 shares.

The number of shares of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the corporation voted for said amendment was 1,811,099 shares and the number of shares of said \$1.80 Cumulative Convertible Preferred Stock, Series B, voted against said amendment was 1,770 shares.

(6) The amendment effects a change in the number of shares of Common Stock, of the par value of \$1.00 per share, by increasing the number of said shares from 15,000,000 shares, of the par value of \$1.00, to 40,000,000 shares, of the par value of \$1.00, resulting in a net increase in the total par value of all authorized shares of Common Stock of \$25,000,000.

The amendment effects an increase in the number of shares of Preferred Stock from 3,500,000 to 5,400,000 and a decrease in the par value of the Preferred Stock from \$5.00

per share to \$2.50 per share, resulting in a net decrease in the total par value of all authorized shares of the Preferred Stock of \$4,000,000.

The total net increase in the par value of all authorized shares of the Common and Preferred Stock effected by the amendment is \$21,000,000.

(7) The amendment effects no change in the outstanding shares of the Common Stock of the corporation (except the increase in the number thereof as above set forth), but, upon the amendment becoming effective, each issued and outstanding share of the Preferred Stock of the corporation, of the par value of \$5.00, will be changed and converted into two shares of the Preferred Stock of the corporation of the par value of \$2.50 per share.


The only series of the Preferred Stock outstanding and affected by the amendment is the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the corporation. Subject to the effectiveness of the amendment, the Board of Directors of the corporation has adopted a resolution providing for the creation and establishment of an amended Series B Preferred Stock of the corporation designated as the corporation's "\$0.90 Cumulative Convertible Preferred Stock, Series B" and the shareholders of the corporation have approved an amendment and change in the terms of the \$1.80 Cumulative Convertible Preferred Stock, Series B, providing for the conversion of each share thereof into two (2) shares of said amended Series B Preferred Stock, designated as the corporation's \$0.90 Cumulative Convertible Preferred Stock, Series B. Immediately upon the effectiveness of the amendment to the Restated Articles of Incorporation of the corporation,

hereinabove set out, a Certificate of Designation setting forth the resolution providing for the creation and terms of said amended Series B Preferred Stock will be filed by the corporation in the office of the Secretary of State of the State of Missouri, and, immediately upon the filing and acceptance of such Certificate of Designation, each issued and outstanding share of the \$1.80 Cumulative Convertible Preferred Stock, Series B, shall be changed into two shares of the \$0.90 Cumulative Convertible Preferred Stock, Series B. Existing certificates of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the par value of \$5.00 per share, will automatically represent certificates for the same number of shares of the \$0.90 Cumulative Convertible Preferred Stock, Series B, of the par value of \$2.50 per share, and may be presented to the corporation for exchange for certificates evidencing the same number of shares of said \$0.90 Cumulative Convertible Preferred Stock, Series B. In addition, holders of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of record on the date when said amendment and Certificate of Designation of the \$0.90 Cumulative Convertible Preferred Stock, Series B, become effective will be entitled to a new certificate or certificates representing one (1) additional share of said \$0.90 Cumulative Convertible Preferred Stock, Series B.

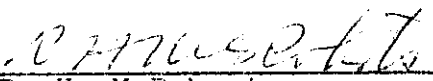
At said meeting, at which the amendment to the Restated Articles of Incorporation of the corporation set forth above was adopted by the shareholders of the corporation, said amendment in the terms of the Series B Preferred Stock, as described above, was duly approved by the holders of the Common Stock and the holders of the \$1.80 Cumulative

Convertible Preferred Stock, Series B, of the corporation
by the same vote as set forth in paragraph 5 hereinabove
in respect to the amendment to the Restated Articles of
Incorporation of the corporation.

[CORPORATE
SEAL]



W. L. Davis,
President.

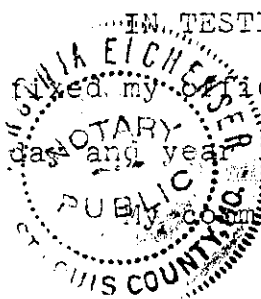


R. H. McRoberts,
Secretary.

STATE OF MISSOURI)
) SS.
____ CITY _____ OF ST. LOUIS)

On this 4th day of February, 1969, before me personally
appeared W. L. DAVIS, to me known to be the President of EMERSON
ELECTRIC CO. and the person described in and who executed the
foregoing instrument and acknowledged that he executed the same
as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and af-
fixed my official seal in the City and State aforesaid, the
day and year first above written.
My commission expires July 13, 1971.

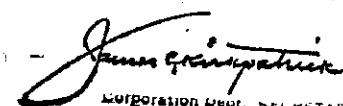




Notary Public

FILED AND CERTIFICATE
ISSUED

FEB 11 1969

- 5 - 
CORPORATION DEPT. SECRETARY OF STATE

CERTIFICATE OF NUMBER OF SHARES,
DESIGNATION, DESCRIPTION AND
TERMS OF \$0.90 CUMULATIVE CONVER-
TIBLE PREFERRED STOCK, SERIES B,
OF EMERSON ELECTRIC CO.

W. L. DAVIS, President, and R. H. McROBERTS, Secretary, of EMERSON ELECTRIC CO., a Missouri corporation, with its principal offices in the County of St. Louis, State of Missouri, do hereby certify that, at a meeting of the Board of Directors of said corporation, duly called and held on the 3rd day of December 1968, at which a quorum was present and acting throughout, and pursuant to express authorization contained in the Restated Articles of Incorporation of said corporation, a resolution amending and changing the terms of the "\$1.80 Cumulative Convertible Preferred Stock, Series B", of the corporation, by cancelling and revoking all the terms and provisions thereof and substituting in lieu thereof an amended series of the Preferred Stock designated as the corporation's "\$0.90 Cumulative Convertible Preferred Stock, Series B", was duly adopted by the affirmative vote of a majority of said Directors, subject to the approval of the holders of the Common Stock and Preferred Stock of the Company.

The resolution adopted was as follows:

RESOLVED, that the resolution heretofore adopted by the Board of Directors of the Company creating and establishing a second series of the Preferred Stock, of the par value of \$5.00 per share, of the Company designated as the \$1.80 Cumulative Convertible Preferred Stock, Series B, (and denominated for convenience as the "Series B Preferred Stock") which said resolution and the due adoption thereof were evidenced by the filing, on February 29, 1968 in the Office of the Secretary of State, of a Certificate of Designation of said Series B Preferred Stock, be amended by revoking and cancelling said resolution in its entirety, and that, in lieu thereof, there be established and this resolution does fix and establish, subject to the approving vote of the holders of the Common Stock and Preferred Stock of the Company, the designation and terms and provisions of an amended Series B Preferred Stock of the Company as follows:

1. Designation and Number of Shares of Series. The distinctive designation of said series shall be "\$0.90 Cumulative Convertible Preferred Stock, Series B" (herein called the "Series B Preferred Stock"), and the number of shares of said series authorized to be issued is initially established at 3,777,322 shares.

2. Dividend. The rate of dividend payable on the Series B Preferred Stock shall be \$0.90 per share, per annum, payable quarterly on the 1st day of January, April, July and October in each year, when and as declared by the Board of Directors and such dividends shall be cumulative with respect to any share or shares of said Series B Preferred Stock from the first day of the calendar quarter in which such share or shares are issued.

3. Redemption. The Series B Preferred Stock shall not be subject to redemption prior to January 1, 1974. After January 1, 1974 the Company may, subject to the conditions hereinafter set out, from time to time redeem all or any part of the Series B Preferred Stock at the following applicable redemption prices:

<u>Redemption Dates</u>	<u>Redemption Price Per Share</u>
January 1, 1974 through December 31, 1974	\$ 24.375
January 1, 1975 through December 31, 1975	\$ 23.75
January 1, 1976 through December 31, 1976	\$ 23.125
January 1, 1977 through December 31, 1977	\$ 22.50
January 1, 1978 and thereafter	\$ 21.375

together with the amount of any dividends accrued or unpaid thereon to the date of redemption.

Notice of any proposed redemption of the Series B Preferred Stock shall be given by the Company by mailing a copy

of such notice at least thirty (30) days prior to the date fixed for such redemption to each of the holders of record of said stock whose shares are to be redeemed at their respective addresses appearing on the books of the Company, and the time of mailing such notice shall be deemed to be the time of delivery thereof. Each such notice of redemption shall also be published at least once in each of four successive calendar weeks in at least one newspaper printed in the English language and published and of general circulation in the City of St. Louis, State of Missouri, and in at least one newspaper printed in the English language and published and of general circulation in the City of New York, New York, the first publication to be at least thirty (30) days and not more than ninety (90) days prior to the date fixed for such redemption. From and after the date fixed in such notice as the date of redemption (unless default be made by the Company in providing moneys for the payment of the redemption price) all dividends upon the shares of the Series B Preferred Stock thereby called for redemption shall cease to accrue, and all rights of the holders thereof as stockholders of the Company (except the right to receive payment of said redemption price and accrued and unpaid dividends to the date of redemption, and the right, prior to the close of business on the date fixed for redemption, to convert or exchange shares thereof for shares of the Common Stock) shall cease and determine and said shares will not be deemed issued or outstanding; or if the Company shall so elect, from and after the date (which date shall be the date of redemption or prior thereto) on which the Company shall deposit with a bank or trust company doing business in the City of St. Louis, State of Missouri, as Paying Agent, moneys sufficient in amount to pay at the office of such Paying Agent, on the redemption date, the said redemption price, together with accrued and unpaid dividends to the date of redemption (provided the notice of redemption shall state the name and address of such Paying Agent and the intention of the Company to deposit said moneys on or before the date of redemption with such Paying Agent), all dividends on the shares of such Series B Preferred Stock so called for redemption shall cease to accrue, and all rights of the holders thereof as stockholders of the Company (except the right to receive from said Paying Agent said redemption price and accrued and unpaid dividends to the date of redemption, and the right, prior to the close of business on the date fixed for redemption, to convert or exchange shares thereof for shares of the Common Stock) shall thereupon cease and determine, and by the deposit of said moneys with said Paying Agent said shares of the Series B Preferred Stock so called for redemption shall be redeemed. Any moneys so deposited with said Paying Agent which shall remain unclaimed by the holders of shares of the Series B Preferred Stock so called for redemption at the end of five (5) full calendar years after the redemption date shall be paid by said Paying Agent to the Company, and thereafter the holders of the Series B Preferred Stock called for redemption shall look only to the Company for payment.

If the Board of Directors of the Company shall, at any time, determine to redeem less than all of the shares of the Series B Preferred Stock outstanding, shares to be redeemed

shall be selected by lot, pro rata, or by any other fair and appropriate manner the Board of Directors of the Company shall approve.

4. Rights in Liquidation. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company, the holders of the shares of the Series B Preferred Stock shall be entitled to receive the sum of \$23.125 per share plus the amount of any dividends accrued and unpaid thereon, before any payment shall be made or any assets distributed to the holders of Common Stock.

5. Conversion Rights. Each share of the Series B Preferred Stock shall be convertible at the option of the holder thereof at any time at the office of the Transfer Agent for the Series B Preferred Stock located in the City of St. Louis, Missouri, and at such other place or places, if any, as the Board of Directors of the Company (hereinafter called the Board) may determine, into fully paid and non-assessable shares (calculated to the nearest 1/100th of a share) of Common Stock at the price of \$31.25 per share (taking the Series B Preferred Stock at \$21.875 per share); provided, however, that in case of the redemption of any shares of Series B Preferred Stock, such right of conversion shall cease and terminate, as to the shares called for redemption, at the close of business on the date fixed for redemption, unless default shall be made in the payment of the redemption price. The price at which shares of Common Stock shall be deliverable in exchange for shares of Series B Preferred Stock upon conversion thereof is hereinafter referred to as the "conversion price" of the Series B Preferred Stock. The conversion price shall be subject to adjustment from time to time in certain instances as hereinafter provided, except that no adjustment shall be made unless, by reason of the happening of any one or more of the events hereinafter specified, the conversion price then in effect shall be changed by fifty cents or more, but any adjustment that would otherwise be required then to be made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, together with any adjustment or adjustments so carried forward, amounts to fifty cents or more per share of Common Stock. Upon conversion, the Company shall make no payment or adjustment on account of dividends accrued or in arrears on the Series B Preferred Stock surrendered for conversion.

Whenever reference is made in this Paragraph 5 to the issue of shares of Common Stock, the term "Common Stock" shall mean any stock of any class of the Company other than preferred stock with a fixed limit on dividends and a fixed amount payable in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company. The Common Stock issuable upon conversion of Series B Preferred Stock shall, however, be the Common Stock, par value \$1.00 per share, of the Company as constituted at the date of this resolution, except as otherwise provided in subdivision (d) of this Paragraph 5.

Before any holder of Series B Preferred Stock shall be entitled to convert the same into Common Stock, he shall surrender the certificate or certificates for such Series B Preferred Stock at the office of said Transfer Agent, which certificate or certificates, if the Company shall so request, shall be duly endorsed to the Company or in blank or accompanied by proper instruments of transfer to the Company or in blank, and shall give written notice to the Company at said office that he elects so to convert said Series B Preferred Stock, and shall state in writing therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. Every such notice of election to convert shall constitute a contract between the holder of such Series B Preferred Stock and the Company, whereby the holder of such Series B Preferred Stock shall be deemed to subscribe for the amount of Common Stock which he shall be entitled to receive upon such conversion, and in satisfaction of such subscription, to deposit the Series B Preferred Stock to be converted and to release the Company from all liability thereunder, and thereby the Company shall be deemed to agree that the amount paid to it for such Series B Preferred Stock, together with the surrender of the certificate or certificates therefor and the extinguishment of liability thereon, shall constitute full payment of such subscription for the amount of Common Stock to be issued upon such conversion.

The Company will, as soon as practicable after such deposit of certificates for Series B Preferred Stock accompanied by the written notice and the statement above prescribed, issue and deliver at the office of said Transfer Agent to the person named in the statement above prescribed certificates for the number of full shares of Common Stock to which he shall be entitled as aforesaid, together with a cash adjustment of any fraction of a share as hereinafter stated, if not evenly convertible. Subject to the following provisions of this Paragraph 5, such conversion shall be deemed to have been made as of the date of such surrender of the Series B Preferred Stock to be converted; and the person or persons entitled to receive the Common Stock issuable upon conversion of such Series B Preferred Stock shall be treated for all purposes as the record holder or holders of such Common Stock on and after such date. The Company shall not be required to convert, and no surrender of Series B Preferred Stock shall be effective for that purpose, while the stock transfer books of the Company are closed for any purpose; but the surrender of Series B Preferred Stock for conversion during any period while such books are so closed shall become effective for conversion immediately upon the reopening of such books, as if the conversion had been made on the date such Series B Preferred Stock was surrendered, and at the conversion price in effect at the date of such surrender.

The conversion price of the Series B Preferred Stock shall be subject to adjustment from time to time as follows:

- (a) In case the Company shall, at any time or from time to time, issue any shares of its Common Stock (other

than (i) shares of Common Stock issued by the Company in exchange for the acquisition of other businesses or property, and (ii) shares of Common Stock issued to employees of Emerson or its subsidiaries pursuant to the exercise of outstanding options or options hereafter granted under the Company's presently authorized stock option plans, or any employee stock option plan hereafter adopted by the Company under which the option exercise price is not less than eighty-five percent (85%) of fair market value at the time of granting of options thereunder, or assumed by the Company in connection with the acquisition of any other company or substantially all of the assets of any other company) without consideration or for a cash consideration per share less than the conversion price in effect immediately prior to the time of such issue, then forthwith upon such issue, said conversion price shall (until another such issue) be reduced to a price (calculated to the nearest cent) determined by dividing (1) an amount equal to the sum of (x) the number of shares of Common Stock outstanding immediately prior to such issue, multiplied by the then-existing conversion price, and (y) the cash consideration received by the Company upon such issue, by (2) the total number of shares of Common Stock outstanding immediately after such issue. For the purposes of this Paragraph 5 the number of shares of Common Stock outstanding, at any given time, shall not include shares in the treasury of the Company, but shall include shares issuable in respect of scrip certificates representing fractional interests with respect to Common Stock.

For the purpose of this subdivision (a), the following provisions shall also be applicable:

A. In case the Company shall in any manner offer any rights to subscribe for or to purchase Common Stock or grant or assume any options for the purchase of its Common Stock (other than restricted or qualified options of the character referred to in this subdivision (a) above), at a price in cash less than the conversion price in effect immediately prior to the time of the offering of such rights or the granting or assumption of such options, as the case may be, all shares of Common Stock which the holders of such rights or options shall be entitled to subscribe for or purchase pursuant to such rights or options shall be deemed to be issued and outstanding as of the date of the offering of such rights or the granting or assumption of such options, as the case may be, and the minimum aggregate cash consideration named in such rights or options for the shares of Common Stock covered thereby, plus the cash consideration received by the Company for such rights or options, shall be deemed to be the consideration actually received by the Company (as of the date of the offering of such rights or the granting or assumption of such options, as the case may be) for the issue of such shares.

B. In case the Company shall hereafter in any manner issue for cash any stock (other than the Series B Preferred Stock) or obligations directly or indirectly convertible into or exchangeable for Common Stock and the price per share for which Common Stock is deliverable upon such conversion or exchange (determined by dividing (1) the total amount received or receivable by the Company in consideration for the issue of such convertible stock or obligations, plus the total amount of premiums, if any, payable to the Company upon such conversion or exchange, by (2) the total number of shares of Common Stock necessary to effect the conversion or exchange of all such convertible stock or obligations) shall be less than the conversion price in effect immediately prior to the time of such issue, then there shall be deemed to be issued and outstanding (as of the date of issue of such convertible stock or obligations) the total maximum number of shares of Common Stock necessary to effect the exchange or conversion of all such convertible stock or obligations, and the gross amount received or receivable by the Company in consideration for the issue of such convertible stock or obligations, plus the minimum aggregate amount of premiums, if any, payable to the Company upon such exchange or conversion, shall be deemed to be the consideration actually received (as of the date of the issue of such convertible stock or obligations) for the issue of such Common Stock.

C. In case any dividends on the Common Stock of the Company payable in Common Stock shall be declared or paid by the Company, the Common Stock so issued shall be deemed to have been issued without consideration.

D. In the case of an issue of additional shares of Common Stock for cash, the consideration received by the Company therefor shall be deemed to be the amount of cash received for such shares, excluding cash received on account of accrued interest or accrued dividends, but before deducting therefrom any and all commissions and expenses paid by the Company for any underwriting of, or otherwise in connection with, the issue of such shares. If any shares of Common Stock shall be issued for a consideration other than cash or for a consideration a part of which is other than cash, then, for the purposes of this subdivision (a), no adjustment shall be made in the conversion price.

E. In case of the issue at any time of any additional shares of Common Stock in payment of any dividends upon any preferred stock of the Company, the Company shall be deemed to have received for such shares a consideration equal to the amount of such dividends so paid.

F. Neither the purchase or other acquisition by the Company of any Common Stock nor the sale or other disposition by the Company of any Common Stock at any time theretofore purchased or otherwise acquired by it shall effect any adjustment of the conversion price or be taken into account in computing any such subsequent adjustment of the conversion price.

(b) In case the Company shall at any time issue any shares of its Common Stock in subdivision of outstanding shares of Common Stock, by reclassification or otherwise, the conversion price then in effect shall be reduced proportionately, and in like manner, in case of any combination of shares of Common Stock, by reclassification or otherwise, the conversion price then in effect shall be proportionately increased.

(c) Whenever the conversion price is adjusted, as herein provided, the Company shall forthwith file with the Transfer Agents for the Series B Preferred Stock a statement signed by the President or one of the Vice Presidents of the Company and by its Treasurer or an Assistant Treasurer, stating the adjusted conversion price determined as provided in this Paragraph 5. Such statement shall show in detail the facts requiring such adjustment, including a statement of the consideration received by the Company for any additional stock issued. Whenever the conversion price is adjusted, the Company will forthwith cause a notice of the adjustment and stating the adjusted conversion price, to be mailed to the respective holders of record of the Series B Preferred Stock. Where appropriate, such notice may be given in advance and included as a part of a notice to be mailed and published under the provisions of subdivision (e) of this Paragraph 5.

(d) In case of any capital reorganization or any reclassification of the capital stock of the Company or in case of the consolidation or merger of the Company with another corporation, each share of Series B Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property of the Company, or of the successor corporation resulting from such consolidation or merger, as the case may be, to which the number of shares of Common Stock of the Company deliverable upon the conversion of such share of Series B Preferred Stock would have been entitled upon such capital reorganization, reclassification of capital stock, consolidation or merger; and, in any such case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions of this Resolution with respect to rights and interests thereafter of the holders of the Series B Preferred Stock, to the end that the provisions set forth herein (including the specified changes in and other adjustments of the conversion price) shall thereafter be applicable as near as reasonably may be, in relation to any shares or other property thereafter deliverable upon the conversion of the Series B Preferred Stock.

(e) In case at any time:

(i) the Company shall pay any dividend payable in stock upon its Common Stock or make any distribution (other than cash dividends) to the holders of its Common Stock; or

(ii) the Company shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or any other rights; or

(iii) the consolidation or merger of the Company with another corporation shall be proposed by the Company;

then, and in any one or more of said cases, the Company shall cause at least twenty (20) days prior notice thereof to be mailed to the Transfer Agents for the Series B Preferred Stock and to the holders of record of the outstanding Series B Preferred Stock of the date on which (x) the books of the Company shall close or a record shall be taken for such stock dividend, distribution or offering of subscription rights, or (y) such consolidation or merger shall take place, as the case may be. Such notice shall also specify the date as of which holders of Common Stock of record shall participate in said dividend, distribution or subscription rights or shall be entitled to exchange their Common Stock for securities or other property deliverable upon such consolidation or merger as the case may be.

(f) Except as may otherwise be required by law or as otherwise hereafter determined by the Board of Directors of the Company, upon any conversion of shares of Series B Preferred Stock, the shares of Series B Preferred Stock so converted shall have the status of authorized and unissued shares of Preferred Stock, and the number of shares of Preferred Stock which the Company shall have authority to issue shall not be decreased by the conversion of shares of Series B Preferred Stock. The Company shall, at all times, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the Series B Preferred Stock, such number of shares as shall from time to time be sufficient to effect the conversion of all shares of Series B Preferred Stock from time to time outstanding. The Company shall, from time to time in accordance with the laws of Missouri, increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all the then-outstanding Series B Preferred Stock.

(g) No fractional shares of Common Stock shall be issued upon conversion. If any fraction of a share of Common Stock would, except for the provisions of this paragraph, be issuable on the conversion of any Series B Preferred Stock, the Company shall make adjustments therefor by payment in cash, in respect of such fraction, of an amount equal to the current market value of such fraction computed on the basis of the last sales price of the Common Stock on the New York Stock Exchange on the last business day prior to the date of conversion, or, if there shall not have been a sale on such last business day, on the basis of the average of the closing bid and asked prices on such exchange on such last business day, or, if the Common Stock shall not be listed on such exchange, then such market values shall be computed on such basis as the Board of Directors may from time to time approve.

(h) The Company will pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of the Series B Preferred Stock pursuant hereto. The Company shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of Common Stock in a name other than that in which the Series B Preferred Stock so converted was registered, and no such issue or delivery shall be made unless and until the person requesting such issue and delivery has paid to the Company the amount of any such tax, or has established, to the satisfaction of the Company, that such tax has been paid.

6. Special Provisions: No shares of any class of stock of the Company having priority, in respect to the right of payment of dividends or in respect to the right of payment in the event of the liquidation of the Company, over the Series B Preferred Stock, shall be authorized by the Company except upon the affirmative vote of the holders of at least two-thirds (2/3) of the shares of Series B Preferred Stock then issued and outstanding; provided, however, that nothing herein shall prevent or restrict the Company from issuing any class of its stock, now or hereafter authorized, entitled to participate on a parity in respect to the right of payment of dividends or in respect to the right of payment in the event of the liquidation of the Company, with the Series B Preferred Stock, and nothing in this Paragraph 6 shall prevent the Company from issuing any class of stock, now or hereafter authorized, which will (i) be entitled to participate on a parity and ratably with the Series B Preferred Stock, and (ii) be entitled to a greater rate of dividend and/or to receive a larger amount per share in liquidation of the Company than the Series B Preferred Stock.

No subdivision of the Common Stock, nor issuance of Common Stock as a dividend upon Common Stock or in payment of a dividend thereon, whereby the number of the outstanding shares of Common Stock shall be increased, in any one transaction or in any series of transactions cumulatively, by 100% or more shall be made on or before January 1, 1974, if there shall be 1,600,000 shares or more of the Series B Preferred Stock then outstanding, without first obtaining the approval by a two-thirds (2/3) vote of the then outstanding shares of Series B Preferred Stock, and in the event the Common Stock shall have been so increased, thereafter no further subdivision of the Common Stock, nor issuance of Common Stock as a dividend upon Common Stock or in payment of a dividend thereon, shall be made at any time or times prior to January 1, 1974, if there shall be 1,600,000 shares or more of the Series B Preferred Stock then outstanding, without first obtaining the approval for each such transaction by a two-thirds (2/3) vote of the then outstanding shares of Series B Preferred Stock.

The undersigned further certify that, at a regular annual meeting of the shareholders of the corporation duly called, convened and held on the 4th day of February 1969, a proposal for the amendment of the terms and provisions of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the par value of \$5.00 per share, by the conversion of each share thereof into two shares of an amended Series B Preferred Stock of the corporation, designated as the corporation's \$0.90 Cumulative Convertible Preferred Stock, Series B, and having terms and provisions as set forth in the foregoing resolution was duly presented to a vote of the shareholders of the corporation, and that:

(a) The number of shares outstanding and entitled to vote on said proposal were 9,835,217 shares of the Common Stock of the corporation and 1,888,661 shares of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the corporation, and each of said classes of stock was entitled to vote as a separate class thereon.

(b) The number of shares of the Common Stock voted for said proposal was 8,968,450 shares and the number of shares of said Common Stock voted against said proposal was 6,550 shares.

(c) The number of shares of the \$1.80 Cumulative Convertible Preferred Stock, Series B, of the corporation voted for said proposal was 1,811,099 shares and the number of shares of said \$1.80 Cumulative Convertible Preferred Stock, Series B, voted against said proposal was 1,770 shares.

[CORPORATE
SEAL]

W. H. Monroberts,
Secretary.

W. H. Davis,
President.



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

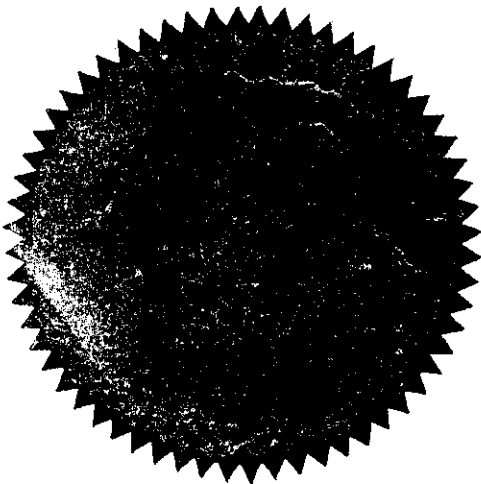
Certificate of Amendment

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this **3rd** day of **August**, 19 **73**.

James C. Kirkpatrick
 Secretary of State



RECEIVED OF: **EMERSON ELECTRIC CO.**
Twenty Thousand Three and no/100----- Dollars, \$ **20,003.00**

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. **5170**

Dorothy Mae Miller
 Deputy Collector of Revenue

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
EMERSON ELECTRIC CO.

V. T. GORGUZE, President, and R. H. McROBERTS, Secretary,
of EMERSON ELECTRIC CO., a Missouri corporation, with its principal
offices in the County of St. Louis, Missouri, do hereby certify
as follows:

(1) The name of the corporation is EMERSON ELECTRIC
CO. The corporation was originally organized under the
name, "The Emerson Electric Manufacturing Company".

(2) The amendment to the Restated Articles of In-
corporation hereinafter set forth was duly adopted by the
shareholders of the corporation at a special meeting of
said shareholders duly called, convened and held on the
3rd day of August, 1973.

(3) The amendment adopted was as follows:

The Restated Articles of Incorporation of Emerson
Electric Co. shall be, and the same are hereby, amended
in the following manner:

(a) By deleting the first paragraph of
Article 4 of said Restated Articles of In-
corporation and substituting in lieu thereof
a new first paragraph providing as follows:

"The authorized capital stock of the
Company shall consist of 5,400,000 shares of
Preferred Stock each of the par value of
\$2.50 per share (herein called the 'Preferred
Stock') and 30,000,000 shares of Common Stock
each of the par value of \$1.00 per share
(herein called the 'Common Stock')."

(4) The numbers of shares outstanding and entitled to
vote on said amendment were 23,325,993 shares of the
Common Stock of the corporation and 3,257,454 shares of
\$0.90 Cumulative Convertible Preferred Stock, Series B, of

the corporation and each of said classes of stock was entitled to vote as a separate class thereon.

(5) The number of shares of the Common Stock voted for said amendment was 20,559,639 shares and the number of shares of said Common Stock voted against said amendment was 21,963 shares.

The number of shares of the \$0.90 Cumulative Convertible Preferred Stock, Series B, of the corporation voted for said amendment was 2,880,097 shares and the number of shares of said \$0.90 Cumulative Convertible Preferred Stock, Series B, voted against said amendment was 1336 shares.

(6) The amendment effects a change in the number of shares of Common Stock, of the par value of \$1.00 per share, by increasing the number of said shares from 40,000,000 shares, of the par value of \$1.00, to 80,000,000 shares, of the par value of \$1.00, resulting in a net increase in the total par value of all authorized shares of Common Stock of \$40,000,000.

(7) The amendment effects no change in the outstanding shares of the capital stock of the corporation.

[CORPORATE
SEAL]

V. T. Gorguze
V. T. Gorguze,
President

R. H. McRoberts
R. H. McRoberts,
Secretary.

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 3d day of August, 1973, before me personally appeared V. T. GORGUZE, to me known to be the President of EMERSON

ELECTRIC CO. and the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

My commission expires: 7/14/75

Virginia E. ...
Notary Public

FILED AND CERTIFICATE
ISSUED

AUG 3 1973

James C. ...
Corporation Dept. SECRETARY OF STATE



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

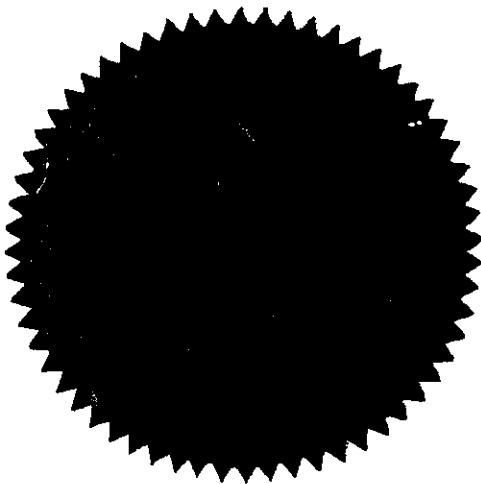
Certificate of Amendment

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this **6th** day of **February**, 19 **75**

James C. Kirkpatrick
 Secretary of State



RECEIVED OF: **EMERSON ELECTRIC CO.**
Three Dollars and no/100----- **3.00**
 Dollars, \$.....

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. **5170**

Dorothea Miller
 Deputy Collector of Revenue

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
EMERSON ELECTRIC CO.

V. T. GORGUZE, President, and R. H. McROBERTS, Secretary, of EMERSON ELECTRIC CO., a Missouri corporation, with its principal offices in the County of St. Louis, Missouri, do hereby certify as follows:

(1) The name of the corporation is EMERSON ELECTRIC CO. The corporation was originally organized under the name, "The Emerson Electric Manufacturing Company".

(2) The amendment to the Restated Articles of Incorporation hereafter set forth was duly adopted by the shareholders of the corporation at a regular meeting of said shareholders duly called, convened and held on the 4th day of February, 1975.

(3) The resolution of the shareholders providing for the amendment and the amendment adopted were as follows:

RESOLVED, that the Company's Restated Articles of Incorporation, as amended, be further amended to eliminate the preemptive rights of the holders of the Company's Common Stock by amending Article 4, Section 3 under the caption "The Common Stock" of the Company's Restated Articles of Incorporation so as to read as follows:

3. No holder of the Common Stock shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of the Common Stock of the Company or of any other class or series of the capital stock of the Company, whether now or hereafter authorized and whether or not the same shall be convertible into the Common Stock of the Company, or of any bonds, debentures or other securities convertible into the capital stock of any class or series of the Company; and any and all such preemptive rights are hereby expressly denied to the Common Stock.

(4) The numbers of shares outstanding and entitled to vote on said amendment were 52,590,354 shares of the Common

Stock of the corporation, being the only shares of the capital stock of the corporation of any class outstanding.

(5) The number of shares of the Common Stock voted for said amendment was 44,184,425 shares and the number of shares of said Common Stock voted against said amendment was 2,644,141 shares.

(6) The amendment effects no change in the number of shares or par value of the authorized shares of the capital stock of the corporation.

(7) The amendment effects no change in the outstanding shares of the capital stock of the corporation.

[CORPORATE
SEAL]

V. T. Gorguze
V. T. Gorguze,
President

R. H. McRoberts
R. H. McRoberts,
Secretary

FILED AND CERTIFICATE
ISSUED

FEB 6 1975

STATE OF MISSOURI)
) SS.
City OF ST. LOUIS)

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

On this 4th day of February, 1975, before me personally appeared V. T. GORGUZE, to me known to be the President of EMERSON ELECTRIC CO. and the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

My commission expires:

July 14, 1975

[Signature]
Notary Public
FILED AND CERTIFICATE
ISSUED

FEB 6 1975

[Signature]
Corporation Dept. SECRETARY OF STATE

EMERSON ELECTRIC CO.

Designation of the Chairman of the Board
as Chief Executive Officer

Pursuant to paragraph 3 of Section 351.360 of the revised statutes of Missouri, as amended, the undersigned, R. H. McROBERTS, Secretary of Emerson Electric Co., a Missouri corporation, hereby attests that the Chairman of the Board of Directors of said corporation is designated by the By-Laws of the corporation to be the Chief Executive Officer of the corporation, the following being a true copy of the first sentence of Section 1-A of Article V of the By-Laws of the corporation:

"Section 1-A. Chief Executive Officer. The
Chairman of the Board shall be the Chief Executive
Officer of the corporation."

WITNESS my hand and seal of the corporation this 29th
day of April, 1976.

R. H. McRoberts
R. H. McRoberts
Secretary Emerson Electric Co.

[CORPORATE SEAL]

FILED

MAY 10 1976

James G. Sampson
SECRETARY OF STATE

No. #00005170



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment

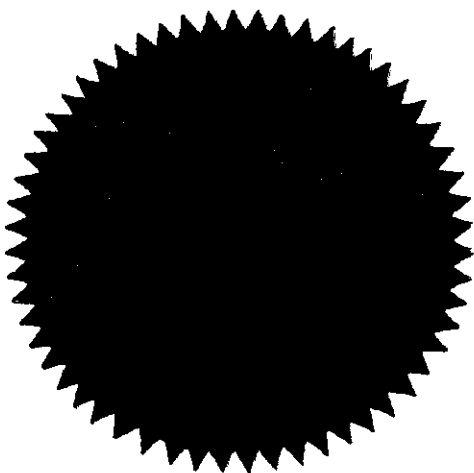
WHEREAS, EMERSON ELECTRIC CO.

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 7th day of February, 1978

James C. Kirkpatrick
Secretary of State



RECEIVED OF: Emerson Electric Co.
Three dollars and no/100----- 3.00
Dollars, \$-----

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. #00005170

Dorothy Mae Miller
Deputy Collector of Revenue

FILED AND CERTIFICATE
ISSUED

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
EMERSON ELECTRIC CO.

FEB 7 1978

James E. Crain

E. L. KEYES, JR., President, and R. H. McROBERTS, Secretary, of EMERSON ELECTRIC CO., a Missouri corporation, with its principal offices in the County of St. Louis, Missouri, do hereby certify as follows:

- (1) The name of the corporation is
EMERSON ELECTRIC CO.

The corporation was originally organized under the name "The Emerson Electric Manufacturing Company."

- (2) The amendment to the Restated Articles of Incorporation hereafter set forth was duly adopted by the shareholders of the corporation at the Annual Meeting of the Shareholders duly called, convened and held on the 7th day of February, 1978.

- (3) The resolution of the shareholders providing for the Amendment and the Amendment adopted were as follows:

RESOLVED, that the Restated Articles of Incorporation of Emerson Electric Co., as heretofore amended, be further amended by deleting ARTICLE 5 thereof and substituting a new ARTICLE 5 reading as follows:

ARTICLE 5

The business of the Corporation shall be managed by a Board of Directors composed of seventeen (17) members; provided, however, that thereafter the number of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation; and provided, further, that the Corporation shall give written notice to the Secretary of State of the State of Missouri of any change in such number of Directors within thirty (30) calendar days of the date of any such change. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Corporation by a majority vote.

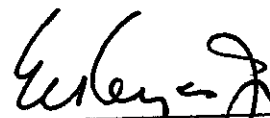
- (4) The number of shares outstanding and entitled to vote on said amendment were 57,732,364 shares of the

Common Stock of the corporation, being the only shares of the capital stock of the corporation of any class outstanding.

(5) The number of shares of the Common Stock voted for said amendment was 44,360,448 shares, and the number of shares of said Common Stock voted against said amendment was 860,064 shares.

(6) The amendment effects no change in the number of shares, or par value of the authorized shares of the capital stock of the corporation.

(7) The amendment effects no change in the outstanding shares of the capital stock of the corporation.



E. L. Keyes, Jr.
President

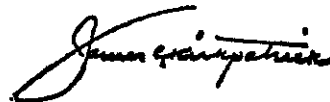
[CORPORATE
SEAL]



R. H. McRoberts
Secretary

FILED AND CERTIFICATE
ISSUED

FEB 7 1978



Corporation Dept. SECRETARY OF STATE

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

On this 7th day of February, 1978, before me personally appeared E. L. KEYES, JR., to me known to be the President of EMERSON ELECTRIC CO. and the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My commission expires March 7 1981



Notary Public



JAMES C. KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101

314 / 751-

June 11, 1979

Emerson Electric Co.
8100 W. Florissant
St. Louis, Mo. 63136

Re: EMERSON ELECTRIC CO.
00005170

Dear Sir:

This is to advise that on the above date we have filed for record in this office a Statement of Change in Number of Directors, which Statement changes the number of directors from 18 to 17. (Pursuant to Chapter 351.055(6) and 351.085, 2(4) RSMo.)

Very truly yours,

JAMES C. KIRKPATRICK
Secretary of State

Amendment Desk
314/751/4609

FILED

JUN 11 1979

SECRETARY OF STATE

Ltr. # 62



JAMES C. KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101
APRIL 12, 1979

314 / 751- 4609

Emerson Electric Co.
R. H. McRoberts, Secretary
8100 W. Floissant
St. Louis, Mo. 63136

Re: #00005170 EMERSON ELECTRIC CO.

Dear Sir:

This is to advise that on the above date we have filed for record in this office a Statement of Change in Number of Directors, which Statement changes the number of directors from (16) SIXTEEN to (18) EIGHTEEN (Pursuant to Chapter 351.055(6) and 351.085, 2(4) RSMo.)

Very truly yours,

JAMES C. KIRKPATRICK
Secretary of State

Amendment Desk
314/751/4609

FILED

APR 12 1979

SECRETARY OF STATE

Ltr. # 62



JAMES C. KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101
JANUARY 17, 1979

314 / 751- 4609

Emerson Electric Co.
R.H. McRoberts
8100 W. Florissant
St. Louis, Missouri 63136

Re: #00005170 EMERSON ELECTRIC 00.

Dear Sir:

This is to advise that on the above date we have filed for record in this office a Statement of Change in Number of Directors, which Statement changes the number of directors from (17) SEVENTEEN ~~(17) SEVENTEEN~~ (16) SIXTEEN (Pursuant to Chapter 351.055(6) and 351.085, 2(4) RSMo.)

Very truly yours,

JAMES C. KIRKPATRICK
Secretary of State

Amendment Desk
314/751/4609

FILED

JAN 17 1979


SECRETARY OF STATE

Ltr. # 62



JAMES C. KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101
January 30, 1980

314 / 751-

EMERSON ELECTRIC CO.
8100 W. Florissant
St. Louis, MO 63136
Attn: R. H. McRoberts

Re: EMERSON ELECTRIC CO. #00005170

Dear Sir:

This is to advise that on the above date we have filed for record in this office a Statement of Change in Number of Directors, which Statement changes the number of directors from (17) Seventeen to (16) Sixteen. (Pursuant to Chapter 351.055(6) and 351.085, 2(4) RSMo.)

Very truly yours,

JAMES C. KIRKPATRICK
Secretary of State

Amendment Desk
314/751/4609

FILED
JAN 30 1980

James C. Kirkpatrick
SECRETARY OF STATE

Ltr. # 62

EMERSON ELECTRIC CO.
8100 WEST FLORISSANT
ST. LOUIS, MISSOURI 63136

DATE

NO FEE 300

Please read instructions on back
of report before attempting to ex-
ecute.

3

FEE

RECEIVED

Form No. 1

JAN 24 1980

**Certificate of Change of Registered Agent and Registered Office
by Foreign or Domestic Corporations**

STATE OF MISSOURI

ST. LOUIS

COUNTY

ss.

To SECRETARY OF STATE,
Jefferson City, Missouri.

Charte No.
00005170

The undersigned corporation, organized and existing under the laws of the State of Missouri
for the purpose of changing its registered agent or its registered office, or both, in Missouri as provided by the pro-
visions of "The General and Business Corporation Act of Missouri," represents that:

1. The name of the corporation is Emerson Electric Co.

2. The name of its FORMER registered agent is R. E. Petering

3. The address, including street and number, if any, of its FORMER registered office is 8100 W. Florissant Avenue, St. Louis, Missouri 63136

4. The name of the NEW registered agent is Charles Hansen, Senior Vice President, Law

5. Its registered office is hereby CHANGED TO 8100 W. Florissant Avenue, St. Louis,
Missouri 63136

(including street and number if any change in the registered office is to be made.)

6. The address of its registered office and the address of the business office of its registered agent, as changed,
will be identical.

7. Such change was authorized by resolution duly adopted by the board of directors.

(MO. - 1131 - 3/8/78)

JAN 25 1980

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its

Senior Vice President, Law

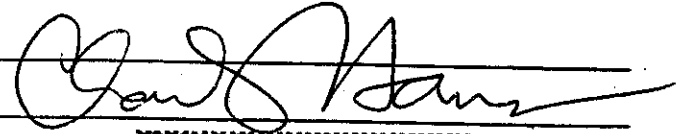
(PRESIDENT OR VICE-PRESIDENT)

attested by its

Assistant Secretary

(~~SECRETARY~~ OR ASSISTANT SECRETARY)

this 21st day of January, A.D. 1980.

By 


~~PRESIDENT OR VICE-PRESIDENT~~

Charles Hansen

Senior Vice President, Law

(Corporate Seal)

Attest:



~~SECRETARY OR ASSISTANT SECRETARY~~

C. W. Groennert

STATE OF MISSOURI

COUNTY OF ST. LOUIS } ss.

I, Julia L. Stiens, a Notary Public, do hereby certify that
on the 21st day of January, A.D. 1980, personally appeared before me
Charles Hansen Senior Vice President, Law
who declares he is ~~President or Vice-President~~ of the
corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing
document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)



NOTARY PUBLIC

JULIA L. STIENS, Notary Public
STATE OF MISSOURI, ST. LOUIS COUNTY

My Commission Expires: MY COMMISSION EXPIRES 12-19-82

CHANGE OF REGISTERED AGENT
AND OFFICE OF

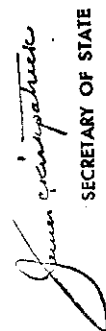
NOTICE

This certificate must be filed in triplicate.
The corporation cannot act as its own registered agent.

The registered office may be, but need not be, the same as the place of business of the corporation, but the registered office and the registered address of the agent must be the same.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State on blanks furnished for that purpose.

FILED
JAN 24 1980


SECRETARY OF STATE