

State of Delaware



Office of Secretary of State.

J. Walton H. Simpson, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "SIMICON COMPANY", a corporation organized and existing under the laws of the State of Michigan, merging with and into the "ROBERTSHAW CONTROLS COMPANY", a corporation organized and existing under the laws of the State of Delaware, under the name of "ROBERTSHAW CONTROLS COMPANY", as received and filed in this office the twenty-eighth day of April, A.D. 1972, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this* twenty-sixth *day*
of May *in the year of our Lord*
one thousand nine hundred and seventy-two.

Walton H Simpson

Secretary of State

R N Edsell

Asst Secretary of State

AGREEMENT OF MERGER

SIMICON COMPANY

INTO

ROBERTSHAW CONTROLS COMPANY

THIS AGREEMENT OF MERGER for the merger of Simicon Company (Simicon), a Michigan corporation, into Robertshaw Controls Company (Robertshaw), a Delaware corporation, upon approval by the boards of directors of Simicon and Robertshaw shall be submitted to the stockholders of Simicon for their approval by unanimous ballot; and upon such stockholder approval, it shall be filed with the Secretary of State of Delaware and the appropriate Michigan authority, and when so filed in Michigan, shall become effective on date of filing or on April 28, 1972, whichever is later, and when so filed in Delaware shall become effective on date of filing or on April 28, 1972, whichever is later.

1. The corporations proposing to merge are Simicon and Robertshaw. It is proposed that Simicon be merged into Robertshaw as the Surviving Corporation.

2. On the Effective Date, the Articles of Incorporation and By-laws of the Surviving Corporation shall be the Articles of Incorporation and

By-laws of Robertshaw and the officers and directors of Robertshaw shall continue as officers and directors of the Surviving Corporation until changed in accordance with the By-laws. The presently outstanding shares of Robertshaw shall remain outstanding and unchanged after the effective date as shares of the surviving corporation.

3. The shares of capital stock of Simicon, \$1.00 par value (Simicon stock) shall be converted into shares of Robertshaw common stock, \$1 par value (Robertshaw stock) as follows:

3.1. Each outstanding share of Simicon stock shall be converted into Robertshaw stock according to the following method:

(a) the total number of shares of Robertshaw stock into which the total number of shares of Simicon stock shall be converted shall be that number of shares having a market value of \$3,000,000; such number of shares to be equal to the number obtained by dividing 3,000,000 by the average of the last sales prices of Robertshaw stock on the New York Stock Exchange for the 20 trading days ending with the seventh trading day prior to the Effective Date, provided that, if such average sales price shall be greater than \$45, the number shall be 3,000,000 divided by 45; and if such average sales price is less than \$34, the number shall be 3,000,000 divided by 34; and provided further that should the parties mutually agree to an Effective Date subsequent to the projected April 28, 1972 Effective Date but prior to June 2, 1972, said conversion into Robertshaw stock shall be computed as if the

Effective Date shall in fact have been April 28, 1972;

(b) each outstanding share of Simicon stock shall then on the Effective Date be converted into that number of shares of Robertshaw stock determined by dividing the total number of shares of Robertshaw stock to be issued by the total number of issued and outstanding shares of Simicon stock.

3.2. No fractional shares shall be issued as the result of such conversion on the Effective Date, and any stockholder otherwise entitled to a fractional share shall receive the fair value thereof in cash; such fair value to be equal to a fraction of the average of the last sales prices of Robertshaw stock on the New York Stock Exchange for the 20 trading days ending with the seventh trading day prior to the Effective Date, provided that such average shall not be greater than \$45 or less than \$34.

3.3. As soon as practical after the Effective Date, each shareholder of Simicon shall surrender the certificates for his shares and shall be entitled to receive certificates for the shares into which they are converted as provided in paragraph 3.1 above. Until so surrendered, such shareholder shall not be entitled to vote or receive any dividends on his shares of the Robertshaw stock. Upon such surrender, any dividends not paid because of the prior sentence shall be paid.

3.4. On the Effective Date the capital of the Surviving Corporation (Robertshaw) shall be an amount equal to the aggregate par value of all

of the issued and outstanding shares of capital stock of the Surviving Corporation, after giving effect to the terms and provisions of this Agreement of Merger.

4. The obligations of Robertshaw under this Agreement of Merger are subject to the satisfaction of the following conditions at or prior to the Effective Date (unless waived by Robertshaw in writing):

(a) The requisite approval of the Agreement of Merger shall have been given by the Board of Directors and the stockholders of Simicon and the Board of Directors of Robertshaw;

(b) There shall be no actual or threatened litigation to invalidate or restrain the merger proposed hereby;

(c) No default shall have occurred under this Agreement of Merger or under the Reorganization Agreement dated as of April 1, 1972, among Robertshaw, Simicon and the Simicon Stockholders.

The obligations of Simicon under this Agreement of Merger are subject to the satisfaction at or prior to the Effective Date of the conditions stated in (a), (b) and (c) above (unless waived by Simicon in writing). A default on the part of one party hereto may be waived by the other party, and thereupon the parties shall be obligated to consummate the merger contemplated hereby if permitted by law. Upon satisfaction of such conditions, unless this Agreement of Merger shall have been terminated, the merger shall be

consummated in the manner provided herein.

5. This Agreement of Merger may be terminated prior to the Effective Date (notwithstanding any stockholder approval) in the manner provided in paragraph 6 of the Reorganization Agreement dated as of April 1, 1972, among Robertshaw, Simicon and the Simicon Stockholders.

6. Neither Simicon nor Robertshaw nor any director, officer or employee of Simicon or Robertshaw acting in good faith, shall have any liability for any action or failure to act in connection with this Agreement of Merger and the transactions contemplated.

7. The merger, upon the Effective Date, shall have the effect provided for in the General Corporation Law of the State of Delaware and the Michigan General Corporation Act.

IN WITNESS WHEREOF, Simicon Company and Robertshaw Controls Company have authorized, adopted, approved, signed and acknowledged this Agreement of Merger in the manner required and provided by the laws

of the State of Michigan and by the laws of the State of Delaware and affixed
their respective seals on the date set forth below.

ROBERTSHAW CONTROLS COMPANY

Date: April 19, 1972 By Ralph Thomas
President

(SEAL) CORPORATE SEAL
ATTEST:

R E Sweeney
Secretary

SIMICON COMPANY

Date: April 15, 1972 By Frederick T. Gurner
President

(SEAL) CORPORATE SEAL
ATTEST:

William E. Hill
Secretary

Signed, Sealed and
Delivered in Presence of:

Kay B. Wilkins
John E. [unclear]

Anthony C. Cairo
Leland L. Baum
John A. Lyons
Frederick T. Gurner
William E. Hill

Being a majority of the Directors of
SIMICON COMPANY

CERTIFICATE OF SECRETARY OF SIMICON COMPANY
OF ADOPTION OF THE AGREEMENT AND PLAN OF
MERGER BY SHAREHOLDERS

The undersigned Clifford E. Hulst, being duly elected and qualified as Secretary of SIMICON COMPANY, a Michigan corporation, does hereby certify that the AGREEMENT OF MERGER of SIMICON COMPANY into ROBERTSHAW CONTROLS COMPANY having been executed by a majority of the Directors of said SIMICON COMPANY, and having been submitted and duly considered at a Special Meeting of Shareholders of said Corporation duly and separately called and duly and separately held in accordance with Section 52 of Act 327, Public Acts of Michigan, 1931, as amended, due notice that such meeting having been waived in writing by all of the Shareholders of SIMICON COMPANY, and that at such meeting said AGREEMENT OF MERGER was considered and a vote by ballot of the Shareholders, in person, was taken for the adoption or rejection of said AGREEMENT OF MERGER, each share entitling the holder to one vote, and that votes of such Shareholders representing 100% of the total number of shares of common stock of SIMICON COMPANY, being the only class of shares of said Corporation outstanding, were cast for the adoption of said AGREEMENT OF MERGER.

In Witness Whereof the undersigned has set his hand and seal and affixed the seal of the corporation on the 15th day of April, 1972, as to SIMICON COMPANY.



Clifford E. Hulst, Secretary
of Simicon Company

CORPORATE SEAL

[~~SEAL~~]

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, each corporate party thereto does now hereby execute the said Agreement of Merger as the respective act, deed and agreement of each corporation.

ROBERTSHAW CONTROLS COMPANY

Date: April 19, 1972

By Ralph S. Thomas
President

CORPORATE (SEAL)

ATTEST:

R. E. Sweeney
Secretary

SIMICON COMPANY

Date: April 15, 1972

By Frederick T. Gymer
President

CORPORATE (SEAL)

ATTEST:

William E. H. H.
Secretary

Signed, Sealed and
Delivered in Presence of:

Karl B. H. H.
Frederick T. Gymer

Anthony C. Cairns
Leland T. Baum
John C. Lyons
Frederick T. Gymer
William E. H. H.

Being a majority of the Directors of
SIMICON COMPANY

CERTIFICATE OF PRESIDENT AND SECRETARY
OF
SIMICON COMPANY

The foregoing AGREEMENT OF MERGER of SIMICON COMPANY into ROBERTSHAW CONTROLS COMPANY having been executed by a majority of the Directors of said SIMICON COMPANY, and having been submitted and considered at special meeting of shareholders of said Corporation duly and separately called and duly and separately held in accordance with Section 52 of Act 327, Public Acts of Michigan, 1931, as amended, for the purpose of considering said AGREEMENT OF MERGER and said AGREEMENT OF MERGER having been approved and adopted by the votes cast by ballot of shareholder of SIMICON COMPANY, representing 100% of the total number of shares of its outstanding Common Stock, being the only class of its stock outstanding, which fact has been duly certified on said AGREEMENT OF MERGER by the Secretary of SIMICON COMPANY under the seal thereof, the respective President and Secretary of SIMICON COMPANY hereby signs said AGREEMENT OF MERGER and affix their signatures thereto as such officers for and on behalf of the said Corporation for which they are acting under the corporate seal of said Corporation by the authority and direction of the shareholders of said Corporation as the act, deed and agreement of said Corporation, respectively, the 15th day of April, 1972, as to SIMICON COMPANY.

SIMICON COMPANY

By Frederick T. Bauer
Frederick T. Bauer, President

By Clifford E. Hulst
Clifford E. Hulst, Secretary

CORPORATE SEAL

[~~SEAL~~]

STATE OF MICHIGAN)
COUNTY OF Allegan) ss.

On this 15th day of April, 1972, before me personally appeared Frederick T. Bauer and Clifford E. Hulst, to me personally know, and being severally duly sworn, did say that they are the President and Secretary, respectively, of SIMICON COMPANY, a Michigan corporation, named in and which executed the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said Corporation, and that said instrument was duly signed and sealed in behalf of said Corporation, and the said Frederick T. Bauer and Clifford E. Hulst acknowledged said instrument to be the act, deed and agreement of said SIMICON COMPANY.

NOTARIAL SEAL

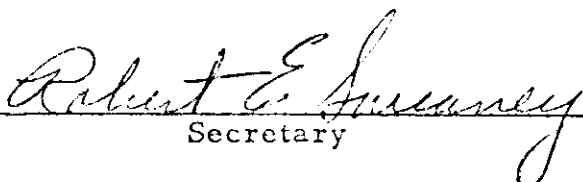
Kay B. Wolbers
Notary Public, Kent County, Michigan
Acting in Allegan County
My commission expires: July 8, 1973

ROBERTSHAW CONTROLS COMPANY

Certificate of Secretary

I, Robert E. Sweaney, hereby certify that I am the Secretary of Robertshaw Controls Company (the Company), a Delaware corporation, and that the foregoing Agreement of Merger was duly adopted by the Board of Directors of the Company pursuant to §§252(e) and 251(f) of the Delaware Corporation Law at a meeting duly called and held in Richmond, Virginia, on April 18, 1972, at which a quorum of the Directors was present and acted throughout, that no vote of the stockholders was taken or was required with respect to such Agreement of Merger by reason of the provisions of §§252(e) and 251(f) of the Delaware Corporation Law, that as of the date of this certificate there were issued and outstanding 3,762,414 shares of common stock, \$1 par value, of the Company, that the number of shares of common stock of the Company issuable pursuant to such Agreement of Merger is 74,626, that such number of shares does not exceed 20% of the shares of common stock of the Company outstanding immediately prior to the effective date of the merger and that no vote of the stockholders of the Company is required for the approval of the merger contemplated by the Agreement of Merger.

IN WITNESS WHEREOF, I have caused this Certificate to be executed this 20th day of April, 1972.


Secretary