

96885

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

VOITH HYDRO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VOITH HYDRO, INC. 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 VOITH HYDRO, INC. to transact business in this State under the name VOITH HYDRO, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 3, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Shelby J. Clark
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

REC 3 10 14 AM '91
SECRETARY OF STATE

1. The name of the corporation is VOITH HYDRO, INC.
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware.
4. The date of its incorporation is September 26, 1991 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 Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. East Berlin Road, York, PA 17404
7. The street 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
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful activity under the Idaho corporation law.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
_____	_____	_____
_____	SEE ATTACHMENT	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

SEE ATTACHMENT

STATE OF IDAHO
OFFICE OF THE CLERK

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 22, 1991

VOITH HYDRO, INC.

(Corporation Name)

By [Signature]

Donald A. Bristow ~~President~~ / Vice President (please specify)
Executive

and [Signature]
William J. Houghton Its Secretary / Assistant Secretary (please specify)

STATE OF PENNSYLVANIA)

COUNTY OF YORK) ss:

I, [Signature], a notary public, do hereby certify that on this 22^d day of November, 19 91, personally appeared before me Donald A. Bristow, who being by me first duly sworn, declared that (s)he is the Executive Vice President of VOITH HYDRO, INC.

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

[Signature]
Notary Public

Notarial Seal
Jean B. Abrecht, Notary Public
York Twp., York County
My Commission Expires June 20, 1994
Member, Pennsylvania Association of Notaries

VOITH HYDRO, INC.
(FORMERLY VOITH ACQUISITION CORP.)
DIRECTORS AND OFFICERS

NAME	TITLE	BUSINESS ADDRESS	RESIDENCE ADDRESS	DATE TERM EXPIRES
Hans-Peter Schiffer	Chairman	J.M. VOITH GmbH Postfach 1940 7920 Heidenheim Germany	Theodor Storm Weg 16 7924 Heidenheim Germany	Until successor is elected.
Hermut Kormann	Director	J.M. VOITH GmbH Postfach 1940 7920 Heidenheim Germany	Otto-Schott-Str. 14 7920 Heidenheim Germany	Until successor is elected.
Goetz E. Pfafflin	President	VOITH HOLDINGS, INC. East Berlin Road York, PA 17404	1306 Arlington Road York, PA 17403	Until successor is elected.
Donald A. Bristow	Executive V-P & Chief Financial Officer	VOITH HOLDINGS, INC. East Berlin Road York, PA 17404	2600 Oberlin Drive York, PA 17404	Until successor is elected.
Wolfgang Heine	Executive V-P & Chief Engineer	VOITH HOLDINGS, INC. East Berlin Road York, PA 17404	1305 Detwiler Drive York, PA 17404	Until successor is elected.
James F. Meyers	Vice President Hydro Services	VOITH HOLDINGS, INC. East Berlin Road York, PA 17404	755 Carroll Drive York, PA 17403	Until successor is elected.
Edward M. Garner	Vice President Operations	VOITH HOLDINGS, INC. East Berlin Road York, PA 17404	2348 Jonquil Road York, PA 17403	Until successor is elected.
Ralf R. Boer	Secretary	FOLEY & LARDNER 777 East Wisconsin Avenue Milwaukee, WI 53202	7240 North Barnett Lane Fox Point, WI 53217	Until successor is elected.
William J. Houghton	Ass't Secretary and Ass't Treasurer	VOITH HOLDINGS, INC. East Berlin Road York, PA 17404	RD 5, Box5477, Hoff Road Spring Grove, PA 17362	Until successor is elected.

State of Delaware



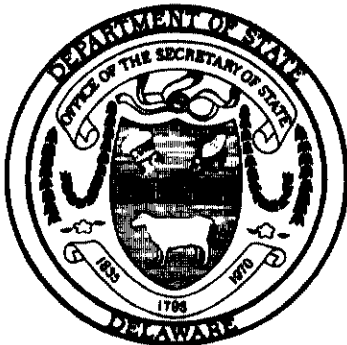
DEC 3 10 14 AM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY VOITH HYDRO, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION: *3224261
DATE: 11/04/1991