

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SYLVANIA HOME & COMMERCIAL ELECTRONICS CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eleventh** day of **February** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **February**, 19 **63**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **February**, A.D. 19**63**.

Secretary of State.

State of Delaware



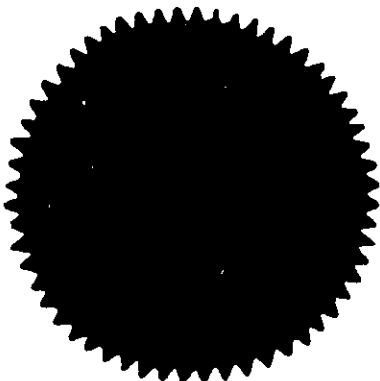
Office of Secretary of State

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 10, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "SYLVANIA HOME ELECTRONICS CORPORATION", as received and filed in this office the sixteenth day of April, A.D. 1959, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "SYLVANIA HOME ELECTRONICS CORPORATION", as received and filed in this office the fifteenth day of October, A.D. 1962, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this fifth day of
February in the year of our Lord one thousand
nine hundred and sixty-three.



Elisha C. Dukes

Secretary of State

J. F. ...

Asst Secretary of State

CERTIFICATE OF INCORPORATION
OF
SYLVANIA HOME ELECTRONICS CORPORATION

FIRST: The name of the corporation is
SYLVANIA HOME ELECTRONICS CORPORATION.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington 99, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

1. To manufacture, buy, sell, process, repair, deal in and distribute at wholesale or retail any and all kinds of electrical and electronic goods and products, household appliances, radios, phonographs and high fidelity reproducers, tape recorders, television receivers and transmitters, and parts and equipment therefor.

2. To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

3. To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

4. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

5. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise

dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

6. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

7. To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

8. To loan to any person, firm or corporation any of its surplus funds, either with or without security.

9. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

10. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is five thousand shares (5000) and the par value of each of such shares is One Hundred Dollars (\$100), amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000).

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of the

incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
R. F. Westover	Wilmington, Delaware
L. A. Schoonmaker	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

1. To make, alter or repeal the by-laws of the corporation.

2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

3. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

4. To determine from time to time whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the corporation or any of them (except such as may be by statute specifically open to inspection) shall be open to inspection of the stockholders and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by statute or authorized by the board of directors.

5. By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the

board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

6. When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH: In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected by the fact that any one or more of the directors, officers, or stockholders of this corporation are directors, officers or stockholders of such other corporation or otherwise interested therein or by reason of the fact that such other corporation owns all or a controlling interest in the voting stock of this corporation or this corporation owns all or a controlling interest in the voting stock of such other corporation. Any director, officer or stockholder of this corporation may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and in the absence of fraud such fact shall in no wise affect the contract or transaction entered into, and each and every person who may become a director, officer, or stockholder of this corporation is hereby relieved from any liability that might otherwise exist in respect of contracting with the corporation for the benefit of himself or the benefit of any person, firm or

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corporation in which he in any wise may be interested. Any and all directors of this corporation who may have an adverse interest as aforesaid in any contract or transaction of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors or any committee of this corporation which shall authorize or confirm any such contract or transaction, provided that at such meeting the existence of such adverse interest is known or disclosed to the other directors and such contract or transaction shall be properly authorized or confirmed at any such meeting if such interest is known or disclosed to the other directors and the contract or transaction is authorized or approved by a majority of the directors present who are not so interested irrespective of the number of such directors. Where the contract or transaction in which a director has an adverse interest as aforesaid is made by an officer or employee of the corporation in the ordinary performance of his duty, such contract or transaction shall be properly authorized if made without the actual participation of such interested director and the officer or employee making the contract or the transaction shall not have an interest in the same which is adverse to that of the corporation. No director shall be liable to account to the corporation for any profit realized by him or for any loss realized by the corporation from or through any such contract or transaction of the corporation authorized or confirmed as aforesaid by reason of the fact that he or any firm of which he is a member or any corporation of which he is an officer, director or stockholder was interested in such transaction or contract. Nothing herein contained, however, shall be interpreted as creating any liability in the event that any such contract or transaction shall not be approved in the manner above described or prevent the authorization, ratification or approval of such contracts or transactions in any other manner

provided by law. Any contract, transaction or act of the corporation or of the directors which shall be ratified by the affirmative vote of stockholders owning a majority of the voting shares represented at any annual meeting or at any special meeting called for the purpose, exclusive of stock held by directors or officers whose acts are being ratified, shall, in so far as permitted by law, be as valid and binding as though ratified by each stockholder of the corporation. If the stockholders shall fail to approve or ratify such contract, transaction or act when and if submitted such fact shall not in and of itself be deemed in any way to invalidate such contract, transaction or act or to deprive the corporation, its directors or officers of their right to proceed with such contract, transaction or act in so far as permitted by law.

ELEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree

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to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TWELFTH: Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

THIRTEENTH: Every person shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the corporation itself, actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding to which he has been made a party by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation or of any corporation which he served as such at the request of the corporation or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer or employee is liable for negligence or misconduct in the performance of his duties. If the liability so adjudged is for a part, but not for all, of the matters alleged, the

Corporation shall indemnify him for that proportion of the expenses which represents the expenses incurred in connection with the matters successfully defended, regard being had to the several transactions involved, rather than to the number of charges based upon the same transaction.

Any amount payable by way of indemnity shall be determined and paid pursuant to (a) court order, (b) resolution adopted by a vote of the holders of record of a majority of the outstanding shares of the corporation, (c) resolution adopted by a majority of the directors of the corporation then in office, other than those involved (whether or not such majority constitutes a quorum), or (d) if there are not at least three directors of the corporation then in office other than those involved, approval by a majority of a committee (selected by the Board of Directors) of three or more stockholders of the corporation who are not directors or officers of the corporation; provided, however, that if payment is made otherwise than pursuant to court order or action by the stockholders, the corporation shall, within eighteen months from the date of such payment, mail to its stockholders of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount of the payments and the final disposition of the litigation.

The right of indemnification provided by this Article shall be in addition to any other rights which any such director, officer or employee may be entitled as a matter of law.

FOURTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stock-

holders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 15th day of April A.D. 1959.

R. F. Westover (SEAL)

L. A. Schoonmaker (SEAL)

A. D. Atwell (SEAL)

STATE OF DELAWARE

COUNTY OF NEW CASTLE

} SS.:

BE IT REMEMBERED that on this 15th day of April A.D. 1959, personally came before me, a Notary Public for the State of Delaware, R. F. Westover, L. A. Schoonmaker and A. D. Atwell all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

HOWARD K. WEBB,
NOTARY PUBLIC
APPOINTED JUNE 27, 1958
TERM TWO YEARS
STATE OF DELAWARE

Howard K. Webb
Notary Public

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SYLVANIA HOME ELECTRONICS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is SYLVANIA HOME & COMMERCIAL ELECTRONICS CORPORATION."

FURTHER RESOLVED, that said amendment is advisable, and the proper officers of this corporation, if the stockholders unanimously consent to the amendment hereinabove set forth, be and hereby are authorized to file the necessary certificate effecting said amendment with the Secretary of State of Delaware, and to cause a copy thereof certified by said Secretary of State to be recorded in the Office of the Recorder of New Castle County, Delaware.

FURTHER RESOLVED, that the Secretary be and hereby is directed to file with the proper state official of any state in which this corporation is authorized to do business as a foreign corporation a certified copy of the certificate of

amendment, and/or any other instrument as may be required by the laws of such state.

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 248 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said SYLVANIA HOME ELECTRONICS CORPORATION has caused its corporate seal to be hereunto affixed and, this certificate to be signed by ROBERT J. THEIS, its President, and A. DAVID RUSSELL, its Secretary, this 9th day of October, 1962.

SYLVANIA HOME ELECTRONICS CORPORATION

By: Robert J. Theis
Robert J. Theis, President

By: A. David Russell
A. David Russell, Secretary

SYLVANIA HOME ELECTRONICS
CORPORATION

1953
DELAWARE

STATE OF NEW YORK)
 : SS.
COUNTY OF GENESEE)

BE IT REMEMBERED that on this 9th day of October, A.D., 1962, personally came before me *Margaret B. Smith*, a Notary Public in and for the County and State aforesaid, ROBERT J. THEIS, President of SYLVANIA HOME ELECTRONICS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said ROBERT J. THEIS as such President, duly executed said certificate before me and acknowledged the said certificate to be his free act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Margaret B. Smith
Notary Public

MARGARET B. SMITH
NOTARY PUBLIC
GENESEE COUNTY, N.Y.

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