

State of Idaho

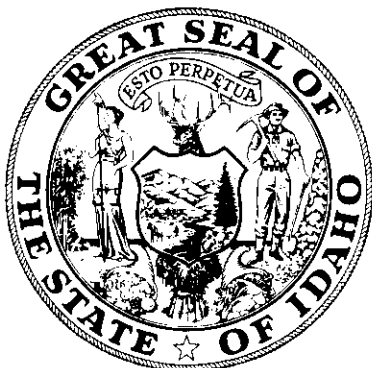
Department of State.

CERTIFICATE OF AUTHORITY
OF
ADVANCED SEMICONDUCTOR MATERIALS AMERICA, INC.

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

Dated May 4, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Muriel E. Artisch
Corporation Clerk

RECEIVED

'81 MAY 4 AM 10 23

APPLICATION FOR CERTIFICATE OF AUTHORITY

SECRETARY OF
STATE

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 Advanced Semiconductor Materials America, Inc.
2. The name which it shall use in Idaho is Advanced Semiconductor Materials America, Inc.
3. It is incorporated under the laws of Arizona.
4. The date of its incorporation is September 5, 1980 and the period of its duration is perpetual.
5. The address of its principal office in the state under the laws of which it is incorporated is 4302 East Broadway, Phoenix, Arizona 85040.
6. The address of its proposed registered office is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To conduct the business of sale of electronic and semiconductor products and to engage in any other lawful activity.
8. The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Arthur del Prado	Chairman of the Board	4302 East Broadway Phoenix, Arizona 85040
Don Jackson	President and Director	4302 East Broadway Phoenix, Arizona 85040
Max Wieringa	Vice President/ Secretary and Director	4302 East Broadway Phoenix, Arizona 85040

Ed Foley

Director

4302 East Broadway
Phoenix, Arizona 85040

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Par Value Per Share or Statement That Shares Are Without Par Value</u>
5,000,000	Common	No par value

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

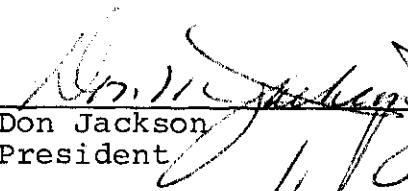
<u>Number of Shares</u>	<u>Class</u>	<u>Par Value Per Share or Statement That Shares Are Without Par Value</u>
4,456,000	Common	No par value

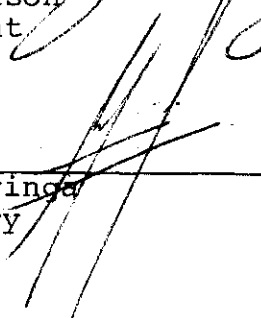
11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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 under the laws of which it is incorporated.

Dated: April 27, 1981.

ADVANCED SEMICONDUCTOR MATERIALS
AMERICA, INC.

By 
Don Jackson
Its President

And 
Max Wieringa
Its Secretary

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

I, Sandra K. Smith Gallagher a notary public, do hereby certify that on this 27th day of April, 1981, personally appeared before me Don Jackson and Max Wieringa, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of Advanced Semiconductor Materials America, Inc., that they signed the foregoing document as President and Secretary, respectively, of the corporation and that the statements contained therein are true.

Sandra K. Smith Gallagher
Notary Public

My Commission Expires:

July 12, 1982

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting

ADVANCED SEMICONDUCTOR PRODUCTS AMERICA, INC.

STATE OF ARIZONA

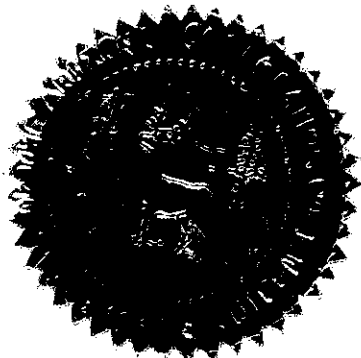
I hereby certify the annexed is a
true and complete copy of the
03 page document on file in
this Office.

DATED: April 17, 19 81

Timothy G. Barron
Executive Secretary

BY: Kim Harris

This Certification Stamp Replaces
Our Previous Certification System.



ARTICLES OF INCORPORATION

ADVANCED SEMICONDUCTOR PRODUCTS AMERICA, INC.

1. Name. The name of the corporation is Advanced Semiconductor Products America, Inc.

2. Purpose. The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of manufacture and sale of electronic and semiconductor products.

3. Initial Business. The corporation initially intends to conduct the business of manufacture and sale of electronic and semiconductor products.

4. Authorized Capital. The corporation shall have authority to issue 5,000,000 shares of common stock, without par value.

5. Statutory Agent. The name and address of the initial statutory agent of the corporation is L and R Service Co., 2200 First National Bank Plaza, 100 West Washington Street, Phoenix, Arizona 85003.

6. Initial Directors and Officers. The initial board of directors shall consist of two directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

Donald Jackson
4302 East Broadway
Phoenix, Arizona 85040

Arthur del Prado
4302 East Broadway
Phoenix, Arizona 85040

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws. The persons who are to serve as officers at the pleasure of the board of directors are:

Arthur del Prado	President
Donald Jackson	Secretary

. . .

1 7. Incorporators. The incorporators of the corporation,
2 and their addresses, are:

3 Donald Jackson
4 4302 East Broadway
5 Phoenix, Arizona 85040

6 Arthur del Prado
7 4302 East Broadway
8 Phoenix, Arizona 85040

9 All powers, duties and responsibilities of the incorporators shall
10 cease at the time of delivery of these Articles of Incorporation
11 to the Arizona Corporation Commission for filing.

12 8. Distributions from Capital Surplus. The board of
13 directors of the corporation may, from time to time, distribute
14 on a pro rata basis to its shareholders out of the capital
15 surplus of the corporation a portion of its assets, in cash or
16 property.

17 9. Indemnification of Officers, Directors, Employees,
18 and Agents. Subject to the further provisions hereof, the
19 corporation shall indemnify any and all of its existing and
20 former directors, officers, employees and agents against all
21 expenses incurred by them and each of them, including but not
22 limited to legal fees, judgments, penalties, and amounts paid in
23 settlement or compromise, which may arise or be incurred, rendered,
24 or levied in any legal action brought or threatened against any
25 of them for or on account of any action or omission alleged to
26 have been committed while acting within the scope of employment
as director, officer, employee or agent of the corporation,
whether or not any action is or has been filed against them and
whether or not any settlement or compromise is approved by a
court. Indemnification shall be made by the corporation whether
the legal action brought or threatened is brought by or in the
right of the corporation or by any other person. Whenever such
director, officer, employee or agent shall report to the president
of the corporation or the chairman of the board of directors that
he or she has incurred or may incur expenses, including but not
limited to legal fees, judgments, penalties, and amounts paid in
settlement or compromise in a legal action brought or threatened
against him or her for or on account of any action or omission
alleged to have been committed by him or her while acting within
the scope of his or her employment as a director, officer,
employee or agent of the corporation, the board of directors
shall, at its next regular or at a special meeting held within a
reasonable time thereafter, determine in good faith whether, in
regard to the matter involved in the action or contemplated
action, such person acted, failed to act, or refused to act
willfully or with gross negligence or with fraudulent or criminal

1 intent. If the board of directors determines in good faith that
2 such person did not act, fail to act, or refuse to act willfully
3 or with gross negligence or with fraudulent or criminal intent in
4 regard to the matter involved in the action or contemplated
5 action, indemnification shall be mandatory and shall be automati-
6 cally extended as specified herein, provided, however, that no
7 such indemnification shall be available with respect to liabili-
8 ties under the Securities Act of 1933, and, provided further,
9 that the corporation shall have the right to refuse indemnifica-
10 tion in any instance in which the person to whom indemnification
11 would otherwise have been applicable shall have unreasonably
12 refused to permit the corporation, at its own expense and through
13 counsel of its own choosing, to defend him or her in the action.

14 10. Repurchase of Shares. The board of directors
15 of the corporation may, from time to time, cause the corporation
16 to purchase its own shares to the extent of the unreserved and
17 unrestricted earned and capital surplus of the corporation.

18 EXECUTED this 4 day of September, 1980.

19 
20 Donald Jackson

21 
22 Arthur del Prado

23 ACCEPTANCE OF APPOINTMENT
24 BY STATUTORY AGENT

25 Pursuant to the provisions of Section 10-055, Arizona
26 Revised Statutes, the undersigned hereby acknowledges and accepts
the appointment as statutory agent of the above-named corporation
effective this 5 day of Sept, 1980

L AND R SERVICE CO.
an Arizona corporation

By 
Assistant Secretary

2200 First National Bank Plaza
100 West Washington Street
Phoenix, Arizona 85003

STATE OF ARIZONA

Corporation Commission



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SECRETARY OF
STATE

To all to Whom these Presents shall Come, Greeting:

~~~~~ ADVANCED SEMICONDUCTOR MATERIALS AMERICA, B.V. ~~~~~

MERGED INTO:

~~~~~ ADVANCED SEMICONDUCTOR PRODUCTS AMERICA, INC. ~~~~~

THEN CHANGED THE NAME TO:

~~~~~ ADVANCED SEMICONDUCTOR MATERIALS AMERICA, INC. ~~~~~

### STATE OF ARIZONA

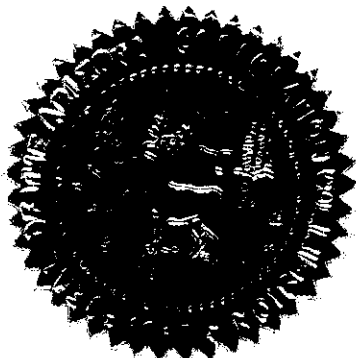
I hereby certify the annexed is a  
true and complete copy of the  
09 page document on file in  
this Office.

DATED: April 17, 19 81

*Timothy G. Barrett*  
Executive Secretary

BY: Kim Harris

This Certification Stamp Replaces  
Our Previous Certification System.



STATE OF ARIZONA  
ARTICLES OF MERGER  
OF

ADVANCED SEMICONDUCTOR MATERIALS  
AMERICA, b.v., a Netherlands Corporation  
INTO  
ADVANCED SEMICONDUCTOR PRODUCTS AMERICA, INC.,  
an Arizona Corporation

132534  
AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED

SEP 23 2 32 PM '80  
APPROVED BY \_\_\_\_\_ Daphene Long  
DATE APPROVED 9-23-80  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

Pursuant to the provisions of §10-077, Arizona Revised

Statutes, Advanced Semiconductor Materials America, b.v., a  
Netherlands corporation and Advanced Semiconductor Products America,  
Inc., an Arizona corporation, adopt the following Articles of  
Merger for the purpose of merging Advanced Semiconductor Materials  
America, b.v., a Netherlands corporation into Advanced Semiconductor  
Products America, Inc., an Arizona corporation as the surviving  
corporation.

FIRST: The attached Agreement of Merger was approved  
by the shareholders of each corporation named above in the manner  
prescribed by law.

SECOND: As to each corporation, the number of shares  
outstanding, and the designation and number of outstanding shares  
of each class or series entitled to vote as a class or series are  
as follows:

| <u>NAME OF CORPORATION</u>                                                      | <u>DESIGNATION OF<br/>CLASS OR SERIES</u> | <u>NO. OF SHARES<br/>OUTSTANDING</u> |
|---------------------------------------------------------------------------------|-------------------------------------------|--------------------------------------|
| Advanced Semiconductor<br>Materials America, b.v.,<br>a Netherlands corporation | Common Stock                              | 4,455,000                            |
| Advanced Semiconductor<br>Products America, Inc.,<br>an Arizona corporation     | Common Stock                              | 1,000                                |

THIRD: As to each corporation, the number of shares voted for and against the Agreement for Merger, respectively, and, as to each class or series entitled to vote thereon, the number of shares of each class or series voted for and against the Agreement for Merger, respectively, are as follows:

| <u>NAME OF CORPORATION</u>                                                | <u>DESIGNATION<br/>OF CLASS OR<br/>SERIES</u> | <u>NO. OF SHARES<br/>VOTED FOR<br/>MERGER</u> | <u>NO. OF SHARES<br/>VOTED AGAINST<br/>MERGER</u> |
|---------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|---------------------------------------------------|
| Advanced Semiconductor Materials America, b.v., a Netherlands corporation | Common Stock                                  | 4,455,000                                     | 0                                                 |
| Advanced Semiconductor Product America, Inc., an Arizona corporation      | Common Stock                                  | 1,000                                         | 0                                                 |

FOURTH: The name of the surviving Arizona corporation shall be changed from "Advanced Semiconductor Products America, Inc." to "Advanced Semiconductor Materials America, Inc." and as provided in the Merger and Consolidation Agreement the Articles of Incorporation of the Arizona corporation shall be deemed to be amended to reflect the foregoing name change.

DATED September 22, 1980.

ADVANCED SEMICONDUCTOR MATERIALS  
AMERICA, b.v., a Netherlands  
corporation

ATTEST:

By

Secretary

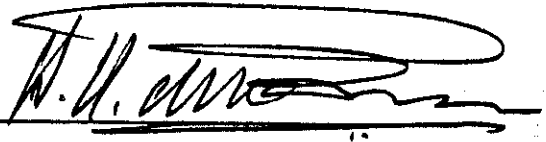
By

President

ADVANCED SEMICONDUCTOR PRODUCTS  
AMERICA, INC., an Arizona  
corporation

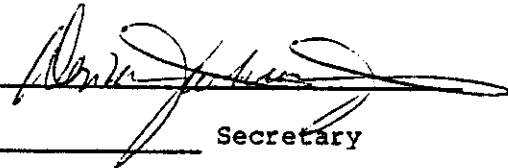
ATTEST:

By



President

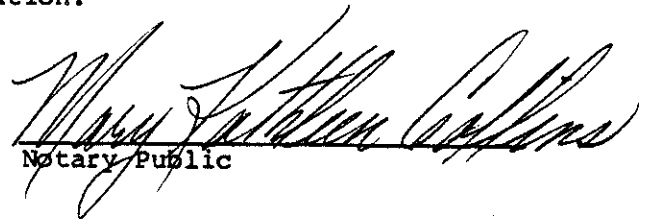
By



Secretary

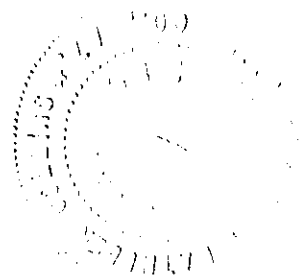
STATE OF ARIZONA           )  
                                          ) ss.  
County of Maricopa        )

The foregoing instrument was acknowledged before me this  
22th day of September, 1980, by Don Jackson as President of  
ADVANCED SEMICONDUCTOR MATERIALS AMERICA, b.v., a Netherlands  
corporation, on behalf of the corporation.



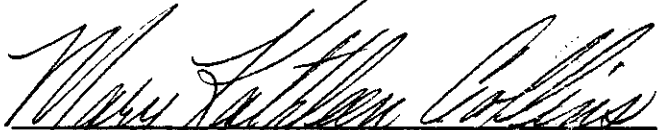
Notary Public

My Commission Expires:  
My Commission Expires Feb. 5, 1983



STATE OF ARIZONA       )  
                              ) ss.  
County of Maricopa     )

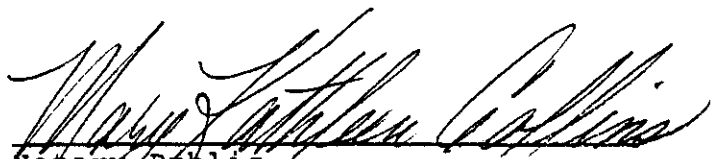
The foregoing instrument was acknowledged before me this  
  9  th day of September, 1980, by   Johann van Essen   as  
Secretary of ADVANCED SEMICONDUCTOR MATERIALS AMERICA, b.v., a  
Netherlands corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
My Commission Expires Feb. 5, 1983

STATE OF ARIZONA       )  
                              ) ss.  
County of Maricopa     )

The foregoing instrument was acknowledged before me this  
  9  th day of September, 1980, by Arthur del Prado and Don Jackson,  
President and Secretary, respectively, of ADVANCED SEMICONDUCTOR  
PRODUCTS AMERICA, INC., an Arizona corporation, on behalf of the  
corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
My Commission Expires Feb. 5, 1983

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MERGER AND CONSOLIDATION AGREEMENT

This Merger and Consolidation Agreement is made and entered into as of the 18th day of September, 1980, by and between Advanced Semiconductor Materials America, b.v., a Netherlands corporation ("Netherlands"), and Advanced Semiconductor Products America, Inc., an Arizona corporation ("Arizona").

R E C I T A L S:

1. Desirability of Merger. The board of directors of Netherlands and the board of directors of Arizona have each determined that a consolidation and merger of the two corporations, with Arizona becoming the surviving corporation, will be in the best interests of the corporations and their respective stockholders.

2. Capitalization and Number of Shares of Netherlands. Netherlands has authorized capital of 4,500,000 shares of common stock, par value 1 Guilder per share, of which 4,455,000 shares are issued and outstanding.

3. Capitalization and Number of Shares of Arizona. Arizona has authorized capital of 5,000,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding.

C O V E N A N T S:

In consideration of the recitals and mutual covenants contained in this Merger and Consolidation Agreement, Netherlands and Arizona agree as follows:

1           4.   Surviving Corporation; Effective Date.   Netherlands  
2 and Arizona shall be merged and consolidated with Arizona being  
3 the surviving company. The effective date of the merger shall be  
4 the date of completion of the formal requirements for consolidation  
5 and merger as set forth in Article II, Chapter 1, Title 10 of the  
6 Arizona Revised Statutes, or September <sup>26<sup>th</sup></sup> 1980, whichever date  
7 later occurs.

8           5.   Capitalization; Number of Shares; Classes and  
9 Value; Articles of Incorporation. Arizona, as surviving cor-  
10 poration, shall continue to have 5,000,000 shares of authorized  
11 common stock, no par value. Following the effective date of this  
12 merger and consolidation, there shall be 4,456,000 shares of  
13 common stock of Arizona outstanding. This merger and consoli-  
14 dation shall not change any of the existing relative rights,  
15 voting powers, preferences or restrictions of common stock of  
16 Arizona. The certificate of incorporation of Arizona as it  
17 exists prior to the effective date of the merger and consoli-  
18 dation shall remain without change the certificate of incorpo-  
19 ration of the surviving company, except that the name of the  
20 corporation shall be changed from "Advanced Semiconductor  
21 Products America, Inc." to "Advanced Semiconductor Materials  
22 America, Inc."

23           6.   Manner of Converting Shares. Upon the approval,  
24 execution and filing of this Agreement of Merger and Consoli-  
25 dation, as required by law, the existing 4,455,000 shares of  
26 Netherlands, par value 1 Guilder per share, shall in order to

1 meet the requirements of Dutch law be transferred to Arizona  
2 and officially be recorded by a Dutch notary public and the name  
3 of the new shareholder, Arizona, will be registered in the  
4 shareholder's book. A shareholders' meeting of Netherlands will  
5 be held in which Arizona takes action to liquidate Netherlands as  
6 soon as possible under Dutch law. The net result of the fore-  
7 going transaction is that each issued and outstanding share of  
8 Netherlands stock shall be automatically converted into one share  
9 of Arizona stock. Netherlands' shareholder will receive no cash  
10 or consideration other than the Arizona stock. On or after the  
11 effective date of the merger, the outstanding certificates, which  
12 prior to that time represented shares of Netherlands stock, shall  
13 be deemed for all purposes to evidence ownership of and to repre-  
14 sent the shares of Arizona common stock into which the shares of  
15 Netherlands stock represented by such certificates have been  
16 converted.

17           7. Manner of Converting Assets. As of the effective  
18 date of the merger, Arizona, the surviving corporation, shall  
19 without other transfers succeed to and possess all of the rights,  
20 privileges, powers, franchises and immunities of Netherlands of a  
21 public, private and mixed nature. As of such date, Arizona shall  
22 be subject to all the duties and liabilities of Netherlands. All  
23 and singular rights, privileges, powers and franchises of Nether-  
24 lands shall be vested in Arizona as of the effective date. All  
25 property, rights, privileges, powers and franchises and all and  
26 . . .



1 every other interest shall thereafter be as effectively the  
2 property of Arizona as they were of Netherlands.

3 8. Representations and Warranties of Arizona. Arizona  
4 hereby represents and warrants as of the date of execution of  
5 this Agreement and as of the effective date that it is an Arizona  
6 corporation in good standing with the Arizona Corporation Com-  
7 mission and possessed of all of the powers, rights and privileges  
8 required for it to conduct its business in the manner in which it  
9 has been conducted.

10 9. Representations and Warranties of Netherlands.  
11 Netherlands hereby represents and warrants as of the date of  
12 execution of this Agreement and as of the effective date that  
13 it is a Netherlands corporation in good standing with all  
14 regulatory authorities and possessed of all of the powers,  
15 rights and privileges required for it to conduct its business  
16 in the manner in which it has been conducted.

17 10. Method of Carrying Agreement Into Effect. As  
18 soon as practical, this Agreement shall be presented to the  
19 sole stockholder of Arizona and the sole stockholder of Nether-  
20 lands for approval or rejection. Unless this Agreement shall  
21 have been approved by the holder of 100 percent of the issued and  
22 outstanding stock of Arizona and by the holder of 100 percent of  
23 the issued and outstanding stock of Netherlands within 180 days  
24 immediately following the date hereof, it shall automatically  
25

26 . . .

. . .

1 terminate and expire unless extended by mutual agreement of  
2 Netherlands and Arizona.

3 IN WITNESS WHEREOF, this Agreement has been executed  
4 by the duly authorized officers of Arizona and of Netherlands  
5 as of the day and year first above written.

6 Advanced Semiconductor  
7 Products America, Inc., an  
8 Arizona corporation

9 By   
10 President

11  
12 Advanced Semiconductor Materials  
13 America, b.v., a Netherlands  
14 corporation

15 By   
16 President