



Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

LOUIS E. CLAPP
~~XXXXXXXXXXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE McSILLS & GIBBS COMPANY

a corporation duly organized and existing under the laws of Wisconsin 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 21st day of July 1966, a properly authenticated copy of its articles of incorporation, and on the 21st day of July 1966, a designation of Don Vermark in the County of Latah 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 21st day of July, A.D. 1966.

Secretary of State.



TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, ROBERT C. ZIMMERMAN, Secretary of State
of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the
annexed xerox copy of Restated Articles of Incorporation
of
THE MAC GILLIS & GIBBS COMPANY

(filed April 19, 1966)

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and of the whole of such record; that I am the legal custodian of such record, and that this certification is in due form.



In Testimony Whereof, I have hereunto
set my hand and affixed the Great Seal
of the State at the Capitol, in the City
of Madison, this 12th day of July,

A. D. 19 ⁶⁶

Robert Zimmerman
ROBERT C. ZIMMERMAN, Secretary of State

CC
#3150
M301

This certificate must be returned to the Secretary of State to complete the legal requirements

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of Milwaukee county, Wisconsin,
certifies that, on the 25th day of April, 1966, there was received and
accepted for record in my office an instrument on behalf of

THE MAC GILLIS & GIBBS COMPANY
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such
certificate as

Restated Articles of Incorporation
(Show nature of instrument)

Witness my hand and official seal this 25th day of April, 1966

(Seal)

Opel M. Haberman

Register of Deeds

Alfred J. Kurik
DEPUTY REGISTER OF DEEDS

THE Mac GILLIS & GIBBS COMPANY

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Adopted April 12, 1966

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and all amendments thereto.

Article 1. Name.

The name of the Corporation is THE MacGILLIS & GIBBS COMPANY.

Article 2. Purposes.

Its purposes are to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law.

Article 3. Capital Stock.

The aggregate number of shares which it has authority to issue is 10,000 shares of common stock of the par value of \$100 per share.

Article 4. Pre-emptive Rights.

No holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Article 5. Acquisition of Stock.

It shall have the right to purchase, take, receive or otherwise acquire its own shares regardless of the availability of unreserved and unrestricted earned surplus and without earned surplus being restricted thereby.

Article 6. Registered Office and Agent.

The address of its registered office is 4278 North Teutonia Avenue, Milwaukee, Wisconsin, 63209. The name of its initial registered agent at such address is J. Harold Bumby.

Article 7. Directors.

The number of directors may be fixed from time to time by the By-Laws, but shall not be less than three.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE MacGILLIS & GIBBS COMPANY

Articles of Amendment to the Articles of Incorporation of The MacGillis & Gibbs Company are hereby executed in duplicate by the undersigned President and Secretary of said corporation:

1. Name of the Corporation: THE MacGILLIS & GIBBS COMPANY.

2. Amendment:

The Articles of Incorporation of the Corporation were amended and restated in the form attached hereto by resolution duly adopted by the shareholders of the Corporation.

3. The date of the adoption by the shareholders of such resolution amending and restating the Articles of Incorporation of the Corporation was April 12, 1966.
4. The number of shares outstanding at the time of the adoption of such resolution amending and restating the Articles of Incorporation of the Corporation was 6, 065 shares of common stock of the par value of \$100 per share, all of which shares were entitled to vote thereon.
5. The number of shares voted for the adoption of such resolution amending and restating the Articles of Incorporation of the Corporation was 4, 963; and no shares voted against the adoption of such resolution.
6. The amendment does not provide for any exchange, reclassification or cancellation of issued shares, nor does it effect a change in the amount of the stated capital of the Corporation.

IN WITNESS WHEREOF, These Articles of Amendment are executed on behalf of The MacGillis & Gibbs Company and its corporate seal is hereunto

affixed by its undersigned officers this 14th day of April, 1966.

J. Harold Brunley
President

Harold P. Shannon
Secretary

[CORPORATE SEAL]

of The MacGillis & Gibbs Company