

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

PROCESS CONTROL, INC.

a corporation duly organized and existing under the laws of **Utah** 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 **Eighteenth** day of **January** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **Eighteenth** day of **January** 19 **65**, a designation of **Della W. Lore** in

the County of **Bannock** 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 **18th** day of **January**

A.D. 19**65**

Secretary of State



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of

~~~~~ PROCESS CONTROL, INC. ~~~~~

AS APPEARS ~~~~ of record ~~~~ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS FIFTH ~~~~~ DAY OF

January ~~~~~ 19 65 ~~~~~

Clyde L. Miller  
SECRETARY OF STATE

BY [Signature]  
DEPUTY

RECEIVED  
OFFICE OF  
SECRETARY OF STATE

FILED in the office of the Secretary of  
State, of the State of Utah, on the  
20<sup>th</sup> day of July A.D. 1964

42439

1964 JUL 20 AM 11 58

LAURENCE F. TORONTO  
Secretary of State

Filing Clerk *E. J. 2* Fees *70.00*

ARTICLES OF INCORPORATION  
OF  
PROCESS CONTROL, INC.

*11088  
28-70*

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of the Corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation (hereinafter called "the Corporation") is PROCESS CONTROL, INC..

ARTICLE II

DURATION

The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSES

The general purposes of this Corporation are as follows:

Section 1: To carry on commercially electronic engineering and research activities and marketing, installing, servicing, maintaining, or otherwise exploiting the findings thereof or the equipment or patents derived therefrom.

Section 2: To engage in the electronics industry and as such to manufacture, hold, purchase, or otherwise acquire, lease, buy and sell both retail and wholesale. To produce, secure, receive, procure, make or otherwise dispose of and generally deal in articles in the electronics industry and all other articles of merchandise of a kindred nature; and to export, import and deal in all such articles commonly supplied or dealt in by businesses engaged in the electronics business.

Section 3: To research, design, develop, manufacture, or otherwise acquire, to sell, or otherwise dispose of, distribute, and to generally deal in and with the electronic transmitting and receiving sets, electronic and mechanical devices and apparatus used or useful in connection with the transmission of images, animate or inanimate, by electrical and mechanical means, for visualization at places distant from the place where such images are primarily perceived, including electronic and mechanical devices and apparatus used or useful in connection with the transmission of images in color.

Section 4: To provide technical consultation for business and industry and to engage in the installation and control of data process systems, process control systems, electro-mechanical, and all other related and kindred devices, and to engage in the sale and distribution of said systems and devices and the products derived therefrom.

Section 5: To buy, sell, mortgage, encumber, and deal in real estate, and in any and all kinds of personal property, in the pursuit and accomplishment of the purposes of the Corporation; to borrow money and execute evidence of indebtedness and to do any and all things necessary to establish, promote, and carry on the business of the Corporation.

Section 6: To issue promissory notes, bonds, debentures, and other evidences of indebtedness in the furtherance of any of the stated purposes of the Corporation.

Section 7: To enter into or execute contracts of any kind and character, sealed or unsealed, with individuals, firms, associations, corporations (private, public, or municipal), political subdivisions of the United States or with the government of the United States and North America.

Section 8: To buy, acquire, own, pledge, and sell bonds, debentures or other securities of any corporation (private or public), any municipality, any state of the United States or the government of the United States.

Section 9: To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any

of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

Section 10: And all other powers as enumerated under Section 16-10-4 of the Utah Code Annotated, 1953, as amended 1961, under the Utah Business Corporation Act, insofar as such powers are reasonably connected with or incidental to any of the other purposes outlined in Article III of these Articles of Incorporation.

#### ARTICLE IV

##### AUTHORIZED CAPITAL

The authorized capital of the corporation shall be One Hundred Thousand (100,000) shares of non-assessable, common stock, each having a par value of One (\$1.00) Dollar per share. Such shares are all of the same class and are not to be divided into classes or to be issued in series.

#### ARTICLE V

##### RIGHT OF THE CORPORATION TO ACQUIRE ITS OWN SHARES

The Corporation shall have the right to purchase, take, receive, or otherwise acquire its own shares, but purchases of such shares, whether direct or indirect, shall be made only to the extent of the unreserved and unrestricted earned surplus available therefore.

#### ARTICLE VI

##### COMMENCEMENT OF BUSINESS

The Corporation shall not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

#### ARTICLE VII

##### VOTING OF SHARES

Each outstanding share of the common stock of the Corporation shall be entitled to one vote on any matter submitted to a vote at a meeting

of the shareholders, each shareholder being entitled to vote his or her shares in person or by proxy executed in writing by such shareholder, or by his or her duly authorized attorney-in-fact. At each election for Directors of the Corporation each shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him or her for each of the Directors to be elected, and for whose election he or she has a right to vote. There shall be no cumulative voting.

#### ARTICLE VIII

#### PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF THE CORPORATION

Section 1: Regular meetings of shareholders -- It shall not be necessary for meetings of the shareholders to be held regularly or annually. They will be held from time to time as required by the affairs of the corporation and shall be scheduled and called by the Board of Directors or upon demand by not less than Twenty-five (25%) per cent of the outstanding stock. Notice of such meetings shall be given by mail or by personal contact not less than five (5) days prior to such meeting to each shareholder of record at the date of notice.

Section 2: Quorum of Shareholders -- Unless otherwise provided in the Utah Business Corporation Act or by other applicable law, a majority of the shares of the common stock of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders of the corporation.

Section 3: Meetings of the Board of Directors -- Meetings of the Board of Directors of the Corporation, whether regular or special, may be held either within or without the State of Utah and at such suitable place in either the United States, Europe, or elsewhere as may be determined by the Board of Directors or by at least two of the Directors of the Corporation. Notice of such meetings shall be given as prescribed by the Board of Directors.

Section 4: Quorum of Directors -- A majority of the Directors holding office at any given time shall constitute a quorum for the transaction of business.

Section 5: By-laws of the Corporation -- The Board of Directors shall have the power to adopt By-laws for the Corporation and to amend the same from time to time at any regular or special meeting of the Board of Directors. Amendments by By-laws shall require a two-thirds (2/3) majority of the Directors present in order to be adopted. The affairs of the Corporation shall be governed by these Articles of Incorporation until By-laws are adopted and thereafter shall be governed by the Articles of Incorporation and the By-laws.

Section 6: Vacancies in the Board of Directors -- Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall also be filled by the Board of Directors, such appointment to be until the next annual meeting or a special meeting of the shareholders called for the purpose of electing a Director to the office so created. Any Directorship to be filled by reason of the removal of one or more Directors by the shareholders may be filled by election by the shareholders at a meeting at which the Director or Directors are removed.

Section 7: Shareholders of Record -- The name and address of each shareholder of record of the Common Stock of the Corporation shall be conclusively presumed to be in accordance with the stock ledger of the Corporation. Such shareholders shall have all rights usual to holders of the Common Stock of the Corporation as provided by applicable Utah law. Shareholders of record as of five (5) days prior to any regular or special meeting of the shareholders shall be entitled to vote their shares at such meeting.

Section 8: Books and Records -- The Corporation shall keep such books and records as are reasonably necessary to the conduct of its affairs.

Section 9: Working Capital and Business Management-- The Board of Directors shall have the power to fix and vary the amount to be reserved as working capital and to otherwise govern the affairs, financing, and management of the Corporation as the Board, in its discretion, deems proper, including the appointment of persons to serve at the pleasure of the Board of Directors as Assistant Secretary and Assistant Treasurer, and the creation and appointment of such committees as the Board may deem necessary and proper.

Section 10: Compensation of Directors--The Board of Directors may make provision for reasonable compensation of its members for their services as Directors and establish the basis and condition upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity, and receive compensation for such other services.

Section 11: Amendments to the Articles of Incorporation---The Articles of Incorporation may be amended by the shareholders at any regular or special meeting of the shareholders, provided that a quorum is present, and that a two-third (2/3) majority of the shares voting is required to adopt any such amendment, and provided that notice of the proposed change shall have been given in not less than five (5) days prior to such meeting.

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

Section 1: Registered office--The address of the initial registered office of the Corporation is 520 Boston Building, Salt Lake City, Utah.

Section 2: Registered Agent--The name of the initial registered agent at the Corporation is D. Gary Christian, 520 Boston Building, Salt Lake City, Utah.

#### ARTICLE X

##### OFFICERS AND DIRECTORS

Section 1: Members of Initial Board of Directors---The initial



Board of Directors of the Corporation shall consist of three (3) members, and their respective names and addresses are:

| <u>Name</u>          | <u>Address</u>                                   |
|----------------------|--------------------------------------------------|
| David Kay Johnson    | 2842 Cherry Blossom Lane<br>Salt Lake City, Utah |
| D. Gary Christian    | 2919 Kentucky Avenue<br>Salt Lake City, Utah     |
| William G. McFarland | 1163 Oakley Street<br>Salt Lake City, Utah       |

which Directors shall hold office until the first annual meeting of the shareholders of the Corporation, and until their successors shall have been elected and qualified.

Section 2: Members of Subsequent Board of Directors--Directors shall serve until a stockholders' meeting is called at which new Directors are to be elected, their terms are indefinite, and may be for more than one year. Each Director shall serve until his successor shall be elected and qualified. Directors must be shareholders of the Corporation.

Section 3: Number of Directors--The number of Directors of the Corporation shall be fixed by the Board of Directors but in no case be less than three (3) nor more than five (5).

Section 4 A: Officers--The officers of the Corporation shall be elected by the Board of Directors, but may or may not also serve as Directors. The officers shall include: President, Vice President, Secretary and Treasurer simultaneously. The duties of the officers shall be those usually incumbent upon the holders of such offices.

B: Until their successors are elected and qualified, the officers of the Corporation shall be as follows:

| <u>Name</u>          | <u>Office</u>       |
|----------------------|---------------------|
| David Kay Johnson    | President           |
| D. Gary Christian    | Vice President      |
| William G. McFarland | Secretary-Treasurer |

ARTICLE XI  
INCORPORATORS

The name and address of each incorporator is:

| <u>Name</u>          | <u>Address</u>                                   |
|----------------------|--------------------------------------------------|
| David Kay Johnson    | 2842 Cherry Blossom Lane<br>Salt Lake City, Utah |
| D. Gary Christian    | 2919 Kentucky Avenue<br>Salt Lake City, Utah     |
| William G. McFarland | 1163 Oakley Street<br>Salt Lake City, Utah       |

ARTICLE XII

No shareholder shall sell, assign or transfer any shares of stock without first offering such shares to the other shareholders or to the corporation at the price for which he proposes to sell, transfer, or assign. Other shareholders shall have the right to purchase pro rata in proportion to the shares then owned by them and shall have twenty (20) days after notice within which to exercise this right. If the shareholders do not purchase, the corporation shall then have the same right for a period of ten (10) days.

ARTICLE XIII

The Board of Directors shall have the power to fix the fiscal period of the Corporation and until any change by the Board, the fiscal period shall commence January 1 and end December 31 of each year.

EXECUTED THIS 20<sup>th</sup> day of July 1964, A.D.,  
1964.

David Kay Johnson  
David Kay Johnson

D. Gary Christian  
D. Gary Christian

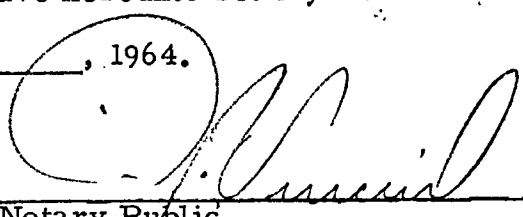
William G. McFarland  
William G. McFarland

STATE OF UTAH )  
                  : ss  
County of Salt Lake)

I, Craig L. Vincent, a Notary Public, hereby certify

that on the 20<sup>th</sup> day of July, 1964, personally appeared before me David Kay Johnson, D. Gary Christian and William G. McFarland, who being first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of July, 1964.

  
Notary Public  
Residing at Salt Lake City, Utah

My Commission Expires:

Nov 13, 1964