

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2011 NOV -7 AM 11:45
RECORDED
CORPORATIONS DIV
STATE OF RHODE ISLAND

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the limited liability company is:
Flow Control LLC
- The name, if different, under which it proposes to register and transact business in Rhode Island is:

- The limited liability company is organized under the laws of Delaware
- The date of its organization is May 5, 2011
- The period of duration of the limited liability company is (if perpetual, so state) Perpetual
- The address of the limited liability company's resident agent in Rhode Island is:
10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)
and the name of the resident agent at such address is C T Corporation System
(Name of Agent)
- The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.
- The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801
- The mailing address for the limited liability company is:
c/o Xylem Inc., 1133 Westchester Avenue, White Plains, NY 10604

FILED

NOV 07 2011

By 1526144
08 11:45

10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
Schedule Attached	
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 24, 2011

Flow Control LLC
Print Exact Name of Limited Liability Company Making Application

By Keith S. Richey
Signature of authorized person
Keith S. Richey, VP and Assist. Treasurer

Flow Control LLC

MANAGER

ADDRESS

Robert Wolpert

Cape Ann Industrial Park
1 Kondelin Rd., Gloucester, MA 10930

John Sullivan

Cape Ann Industrial Park
1 Kondelin Rd., Gloucester, MA 10930

Gretchen McClain

1133 Westchester Avenue
White Plains, NY 10604

SINGLE MEMBER

ADDRESS

XYLEM INC.

1133 Westchester Avenue
White Plains, NY 10604

Flow Control LLC

OFFICERS

Title	Name	Address
President	Robert Wolpert	Cape Ann Industrial Park 1 Kondelin Rd. Gloucester, MA 10930
Vice President, General Counsel and Secretary	Daniel S. Kelly	1133 Westchester Avenue White Plains, NY 10604
Vice President of Operations	Kacy Levi Litzy	1133 Westchester Avenue White Plains, NY 10604
Treasurer	John Sullivan	Cape Ann Industrial Park 1 Kondelin Rd. Gloucester, MA 10930
Vice President and Assistant Treasurer	Samir Patel	1133 Westchester Avenue White Plains, NY 10604
Vice President and Assistant Treasurer	Keith Richey	1133 Westchester Avenue White Plains, NY 10604

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLOW CONTROL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 2011.

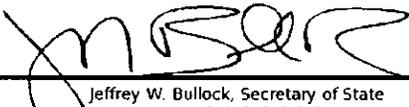
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4978443 8300

111164051



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9134480

DATE: 11-03-11



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

