

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is MTS Systems Corporation
2. It is incorporated under the laws of Minnesota
3. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is September 12, 1966 and the period of its duration is Perpetual
5. The address of its principal office is 14000 Technology Drive, Eden Prairie, Minnesota, 55344
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Manufacture, distribution and service of testing, control and simulation systems

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached</u>	
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

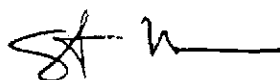
	<u>Name</u>	<u>Address</u>
President	See attached	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
64,000,000	Common		\$0.25

10. (a) \$ 46,090 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 76,573,477 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0.06 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (divide (b) by (a) and multiply by 100 to obtain the percentage)
11. (a) \$ 28,251 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 297,739,492 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) 0.01 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. (divide (b) by (a) and multiply by 100 to obtain the percentage)
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

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



Signature of Authorized Officer of the Corporation

Steven G. Mahon, SVP, General Counsel

Type or Print Name of Authorized Officer

Date: 8/7/2012

MTS Systems Corporation Officers and Directors – 41-0908057

Officers:

Name	Title	Address
Jeffrey A. Graves	Chief Executive Officer and Director	14000 Technology Drive Eden Prairie, MN 55344-2290
Arthur R. Baker	Senior Vice President, Test	14000 Technology Drive Eden Prairie, MN 55344-2290
Joachim Hellwig	Senior Vice President, Sensors	14000 Technology Drive Eden Prairie, MN 55344-2290
Susan E. Knight	Senior Vice President and Chief Financial Officer	14000 Technology Drive Eden Prairie, MN 55344-2290
Steven G. Mahon	Senior Vice President, General Counsel and Chief Compliance Officer	14000 Technology Drive Eden Prairie, MN 55344-2290
Kristin Trecker	Vice President and Chief Human Resource Officer	14000 Technology Drive Eden Prairie, MN 55344-2290

Directors:

David J. Anderson	Director	14000 Technology Drive Eden Prairie, MN 55344-2290
Jean-Lou Chameau	Director	14000 Technology Drive Eden Prairie, MN 55344-2290
Brendan C. Hegarty	Director	14000 Technology Drive Eden Prairie, MN 55344-2290
Emily M. Liggett	Director	14000 Technology Drive Eden Prairie, MN 55344-2290
Barb J. Samardzich	Director	14000 Technology Drive Eden Prairie, MN 55344-2290
Gail P. Steinel	Director	14000 Technology Drive Eden Prairie, MN 55344-2290
William V. Murray	Director	14000 Technology Drive Eden Prairie, MN 55344-2290

OTHER CORPORATE OFFICERS

Andrew Cebulla
Treasurer & Controller

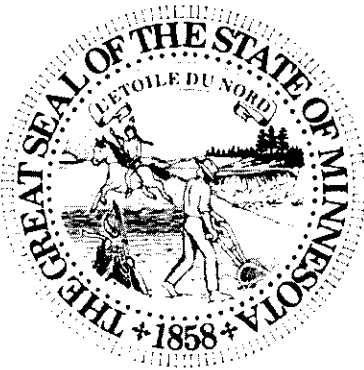
14000 Technology Drive
Eden Prairie, MN 55344

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	MTS Systems Corporation
Date Filed:	09/12/1966
File Number:	1K-817
Minnesota Statutes, Chapter:	302A
Home Jurisdiction:	Minnesota

This certificate has been issued on: 08/07/2012



Mark Ritchie
Mark Ritchie
Secretary of State
State of Minnesota



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. RALPH MOLLIS

Secretary of State

