



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Business Corporation
Articles of Amendment

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Schroff Technologies International, Inc.

If the entity's name is changing, state the new name: Schroff Technologies International, Inc.

FILED

JAN 14 2015

ARTICLE II

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 1/13/2014, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:

(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares Number of Shares
CWP	\$0.0100	10,000.00

If the corporate duration is changing, so state: ☒ Perpetual

If the corporate purpose is changing, so state:

THE DESIGN AND MANUFACTURE OF THERMAL SOLUTIONS, THE
SUPPLY OF CHAIN MANAGEMENT

If there are any other provisions to be amended, so state:

ARTICLE 4 IS HEREBY DELETED AND REPLACED IN ITS ENTIRETY WITH THE
FOLLOWING:

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE
AUTHORITY TO ISSUE IS 10,000 SHARES OF COMMON STOCK, \$0.01 PAR VALUE
PER SHARE. UPON THE EFFECTIVENESS OF THE ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION (THE "AMENDMENT"), EACH 69.95 SHARES OF
ISSUED AND OUTSTANDING COMMON STOCK, NO PAR VALUE PER SHARE ISSUED
AND OUTSTANDING IMMEDIATELY PRIOR TO SUCH AMENDMENT SHALL BE
AUTOMATICALLY, WITH NO FURTHER ACT OF THE STOCKHOLDERS NECESSARY,
SUBDIVIDED, RECLASSIFIED AND CHANGED INTO 2,500 SHARES OF COMMON
STOCK OF THE CORPORATION, \$0.01 PAR VALUE PER SHARE ("NEW COMMON
STOCK"), PROVIDED, HOWEVER, IN LIEU OF ANY FRACTIONAL INTERESTS IN SHARES
OF
NEW COMMON STOCK TO WHICH ANY STOCKHOLDER WOULD OTHERWISE BE

ENTITLED PURSUANT HERETO (TAKING INTO ACCOUNT ALL SHARES OF CAPITAL STOCK OWNED BY SUCH STOCKHOLDER), SUCH STOCKHOLDER SHALL RECEIVE A CASH PAYMENT EQUAL TO THE FAIR VALUE OF ONE SHARE OF NEW COMMON STOCK MULTIPLIED BY SUCH FRACTION.

ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

ARTICLE IV

These Articles of Amendment 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.

Later Effective Date:

Signed this 14 Day of January, 2015 at 10:53:21 AM. This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.

DAVID THERRIEN

Form No. 101
Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

