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**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

Nortek, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Nortek, Inc.

SECOND: The shareholders of the corporation on November 21, 1986, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

See Exhibit A attached hereto.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,610,072; and the number of shares entitled to vote thereon was 10,610,072

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common Stock	10,610,072

FIFTH: The number of shares voted for such amendment was 7,446,683; and the number of shares voted against such amendment was 4,570,440

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

Increase the authorized capital stock of the Corporation and create a new class of Special Common Stock, all as more fully described in Exhibit A attached hereto.

Dated November 21, 1986

By Richard T. Brady  
Its President  
and John R. Potter  
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 21st day of  
November, 1986, personally appeared before me Richard L.  
Bready, who, being by me first duly sworn, declared that he is the  
President of Nortek, Inc.

that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

  
Notary Public

(NOTARIAL SEAL)

CPDP 10030.00  
CHEK 10030.00  
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## EXHIBIT A

Article Fifth of the Restated Articles of Incorporation of Nortek, Inc. is hereby amended by deleting Article Fifth in its entirety and substituting the following therefor:

FIFTH, The total amount of authorized capital stock of the Corporation, with par value, shall be Twenty-six Million (\$26,000,000) Dollars, to consist of the following:

(a) Common Stock in the total amount of Twenty Million (\$20,000,000) Dollars, to be divided into Twenty Million (20,000,000) shares of the par value of One (\$1.00) Dollar each.

(b) Special Common Stock in the total amount of Five Million (\$5,000,000) Dollars, to be divided into Five Million (5,000,000) shares of the par value of One (\$1.00) Dollar each.

(c) Preference Stock in the total amount of One Million (\$1,000,000) Dollars, to be divided into One Million (1,000,000) shares of the par value of One (\$1.00) Dollar each.

A description of the terms, conditions, rights, privileges, and other provisions regarding each class of stock is as follows:

### (A) Common Stock and Special Common Stock.

Except as otherwise provided in this Article FIFTH, the Common Stock and the Special Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

#### (1) *Dividends, Combination, and Subdivisions.*

Subject to the limitations prescribed herein and any further limitations in accordance herewith, holders of shares of Common Stock and holders of shares of Special Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of the assets or funds of the Corporation which are by law available therefor, dividends payable in cash, or in property, or in shares of Common Stock, or in shares of Special Common Stock, or in shares of any series of Preference Stock, or in any combination thereof. No dividends, however, other than dividends payable in shares of Common Stock or in shares of Special Common Stock, shall be paid on the Common Stock or Special Common Stock if dividends in full on all outstanding shares of Preference Stock to which the holders thereof are entitled shall not have been paid or declared and set apart for payment. Furthermore, no cash dividend shall be paid on the Special Common Stock unless at the same time the Board of Directors shall also pay on the Common Stock a per share cash dividend which is at least equal in kind and amount. In addition, no dividends payable in stock or property (other than cash) shall be declared or paid on either the Common Stock or the Special Common Stock unless an equal dividend of stock or property is declared and paid on the other class.

#### (2) *Voting.*

(a) Except as expressly provided herein, at every meeting of stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote in person or by proxy for each share of Common Stock outstanding in his name on the transfer books of the Corporation and every holder of Special Common Stock shall be entitled to ten votes in person or by proxy for each share of Special Common Stock outstanding in his name on the transfer books of the Corporation. At every meeting of the stockholders called for the election of directors, the holders of Common Stock, voting as a class with the Preference Stock entitled to vote, shall be entitled to elect one-quarter ( $\frac{1}{4}$ ) of the number of directors to be elected at such meeting (excluding from such number any directors to be elected by the holders of Preference Stock), and if one-quarter ( $\frac{1}{4}$ ) of such number of directors is not a whole number, then the holders of Common Stock, voting as a class with the Preference Stock entitled to vote, shall be entitled to elect the next higher whole number of directors to be elected at such meeting, and the holders of Special Common Stock shall have no voting rights with respect to the election of such directors. The

holders of Common Stock, Special Common Stock and Preference Stock entitled to vote, voting as a single class, shall be entitled to elect the remaining directors to be elected at such meeting (excluding from such number any directors to be elected by the holders of Preference Stock).

(b) Except as may otherwise be required by law, this Article FIFTH or otherwise by these Articles of Incorporation, the holders of Common Stock and Special Common Stock shall vote together as a single class, subject to any voting rights which may be granted to holders of Preference Stock.

(3) *Conversion*

(a) Each share of Special Common Stock may at any time be converted into one fully paid and nonassessable share of Common Stock. Such right shall be exercised by the surrender to the Corporation of the certificate representing such share of Special Common Stock to be converted at any time during normal business hours at the principal executive offices of the Corporation, or if an agent for the registration of transfer of shares of Special Common Stock is then duly appointed and acting (said agent being hereinafter referred to as the "Transfer Agent"), then at the office of the Transfer Agent, accompanied by a written notice of the election by the holder thereof to convert and (as so required by the Corporation or the Transfer Agent) by instruments of transfer, in form satisfactory to the Corporation and the Transfer Agent, duly executed by such holder or his duly authorized attorney, and by transfer tax stamps or funds therefor, if required pursuant to subparagraph (e) below.

(b) As promptly as practicable after the surrender for conversion of a certificate representing shares of Special Common Stock in the manner provided for in subparagraph (a) above and the payment in each of any amount required by the provisions of subparagraphs (a) and (e), the Corporation will deliver, or cause to be delivered at the office of the Transfer Agent, to or upon the written order of the holder of such certificate, a certificate or certificates representing the number of full shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Special Common Stock, and all rights of the holder of such shares as such holder shall cease at such time and the person or persons in whose name or names the certificate or certificates representing the shares of Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Common Stock at such time; *provided, however*, that any such surrender and payment on any date when the stock transfer books of the Corporation shall be closed shall constitute the person or person in whose name or names the certificate or certificates representing shares of Common Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

(c) No adjustments in respect of dividends shall be made upon the conversion of any share of Special Common Stock, *provided, however*, that if a share shall be converted subsequent to the record date for the payment of a dividend or other distribution on shares of Special Common Stock but prior to such payment, the registered holder of such share at the close of business on such record date shall be entitled to receive the dividend or other distribution payable on such share on the date set for payment of such dividend or other distribution notwithstanding the conversion thereof or the Corporation's default in payment of the dividend due on such date.

(d) The Corporation covenants that it will at all times reserve and keep available, solely for the purpose of issuance upon conversion of the outstanding shares of Special Common Stock, such number of shares of Common Stock as shall be issuable upon the conversion of all such outstanding shares, provided, that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations in respect of the conversion of the outstanding shares of Special Common Stock by delivery of purchased shares of Common Stock which are held in the treasury of the Corporation. The Corporation covenants that if any shares of Common Stock

required to be reserved for purposes of conversion hereunder require registration with or approval of any governmental authority under any federal or state law before such shares of Common Stock may be issued upon conversion, the Corporation will cause such shares to be duly registered or approved, as the case may be. The Corporation covenants that all shares of Common Stock which shall be issued upon conversion of the shares of Special Common Stock, will, upon issue, be fully paid and nonassessable and not subject to any preemptive rights.

(e) The issuance of certificates for shares of Common Stock upon conversion of shares of Special Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Special Common Stock converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid.

(f) At any time while there are shares of Special Common Stock issued and outstanding, the Continuing Directors of the Corporation may, in their sole discretion, by a majority vote, convert all outstanding shares of Special Common Stock into Common Stock on a share for share basis. The term "Continuing Directors" is defined for purposes of this Article FIFTH as the members of the Board of Directors of the Corporation holding office on September 23, 1986 and directors who are recommended for their initial term in office by a majority of the Continuing Directors then in office. Notice of automatic conversion of Special Common Stock specifying the date fixed for said conversion shall be mailed, postage prepaid, at least 20 days but not more than 30 days prior to said conversion date to the holders of record of the Special Common Stock at their respective addresses as the same shall appear on the books of the Corporation. Following the expiration of such notice period, each outstanding share of Special Common Stock shall be deemed to be a share of Common Stock for all purposes.

(g) Shares of Special Common Stock which have been issued and converted into shares of Common Stock will have the status of authorized and unissued shares and may be reissued as shares of Special Common Stock by the Board of Directors.

#### (4) *Transfer*

(a) No person holding shares of Special Common Stock (a "Special Holder") may transfer, and the Corporation and the Transfer Agent shall not register the transfer of, such shares of Class B Common Stock, whether by sale, assignment, gift, devise, bequest, appointment or otherwise except to a "Permitted Transferee" of such Special Holder; *provided, however*, that a holder of Special Common Stock may sell, and the Corporation may purchase from such person, shares of Special Common Stock to be held in the treasury of the Corporation. The term "Permitted Transferee" shall have the following meaning:

(i) In the case of a Special Holder who is a natural person holding record and beneficial ownership of the shares of Special Common Stock in question, "Permitted Transferee" means: (A) the spouse of such Special Holder; (B) a lineal descendant of such Special Holder, including adopted children of such Special Holder (said lineal descendants, together with the Special Holder and his or her spouse, are hereinafter referred to as such Special Holder's "family members"); (C) the trustee of a trust for the benefit of one or more of such Special Holder's family members; (D) a corporation, the outstanding capital stock of which is owned by, or a partnership, all of the partners of which are, one or more of such Special Holder's family members, provided that if any share of capital stock of such corporation (or any survivor of a merger or a consolidation of such a corporation), or any partnership interest in such a partnership, is acquired by any person who is not such Special Holder's family member, all shares of Special Common Stock then held by such corporation or partnership, as the case may be, shall be deemed without further act on anyone's part to be converted into

shares of Common Stock and shall thereupon and thereafter be deemed to represent a like number of shares of Common Stock.

(ii) In the case of a Special Holder holding the shares of Special Common Stock in question as trustee pursuant to a trust other than a trust described in paragraph 4(a)(iii) below, "Permitted Transferee" means (A) the person who established such trust; and (B) a Permitted Transferee of such trust determined pursuant to paragraph 4(a)(i) above.

(iii) In the case of a Special Holder holding shares of Special Common Stock in question as trustee pursuant to a trust which was irrevocable on the record date for determining the persons to whom Special Common Stock is first distributed by the Corporation, "Permitted Transferee" means any person to whom or for whose benefit principal may be distributed either during or at the end of the term of such trust whether by power of appointment or otherwise.

(iv) In the case of a Special Holder which is a partnership holding record and beneficial ownership of shares of Special Common Stock in question, "Permitted Transferee" means any partner of such partnership.

(v) In the case of a Special Holder which is a corporation holding record and beneficial ownership of the shares of Special Common Stock in question, "Permitted Transferee" means any stockholder of such corporation receiving shares of Special Common Stock through a dividend or through a distribution made upon liquidation of such corporation and a survivor of a merger or consolidation of such corporation.

(vi) In the case of a Special Holder which is the estate (or representative thereof) of a deceased Special Holder or which is the estate of a bankrupt or insolvent Special Holder and provided such deceased, bankrupt or insolvent Special Holder, as the case may be, held record or beneficial ownership of the shares of Special Common Stock in question, "Permitted Transferee" means a Permitted Transferee of such deceased, bankrupt or insolvent Special Holder as determined pursuant to paragraphs 4(i), 4(ii), and 4(iii) above, as the case may be.

Any purported transfer of shares of Special Common Stock, other than to a Permitted Transferee shall be null and void and of no effect and the purported transfer by a holder of Special Common Stock, other than to a Permitted Transferee, will result in the immediate and automatic conversion of the shares of Special Common Stock of such holder into shares of Common Stock. The purported transferee shall have no rights as a stockholder of the Corporation and no other rights against, or with respect to, the Corporation except the right to receive shares of Common Stock upon the immediate and automatic conversion of his shares of Special Common Stock into shares of Common Stock. Upon the liquidation, dissolution or winding up of the business or affairs of any corporation, partnership or trust, the shares of Special Common Stock held by such person shall immediately and automatically convert into an equal number of shares of Common Stock.

(b) Shares of Special Common Stock shall be registered in the name(s) of the beneficial owner(s) thereof (as hereafter defined) and not in "street" or "nominee" names; *provided, however*, that certificates representing shares of Special Common Stock issued as a stock dividend on the Corporation's then outstanding Common Stock may be registered in the same name and manner as the certificates representing the shares of Common Stock with respect to which the shares of Special Common Stock are issued. For the purposes of this paragraph 4, the term "beneficial owner(s)" of any shares of Special Common Stock shall mean the person or persons who possess the power to dispose of, or to direct the disposition of, such shares. Any shares of Special Common Stock registered in "street" or "nominee" name may be transferred to the beneficial owner of such shares on the record date for such stock dividend, upon proof satisfactory to the Corporation and the Transfer Agent that such person was in fact the beneficial owner of such shares on the record date for such stock dividend.



(c) Notwithstanding anything to the contrary set forth herein, any holder of Special Common Stock may pledge such holder's shares of Special Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares shall not be transferred to, or registered in the name of, the pledgee and shall remain subject to the provisions of this paragraph 4. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Special Common Stock may not be transferred to the pledgee and may only be converted into shares of Common Stock.

(d) The Corporation shall note on the certificates representing the shares of Special Common Stock the restrictions on transfer and registration of transfer imposed by this paragraph 4.

(e) For purposes of this paragraph 4:

(i) Each joint owner of shares of Special Common Stock shall be considered a Special Holder of such shares.

(ii) A minor for whom shares of Special Common Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a Special Holder of such shares.

(iii) The relationship of any person that is derived by or through legal adoption shall be considered a natural one.

(iv) Unless otherwise specified, the term "person" includes natural person, corporation, partnership, unincorporated association, firm, joint venture, trust or other entity.

(v) Persons participating in the Stock Savings Plan or Employee Stock Ownership Plan of the Corporation (or any similar or successor plan) shall be deemed to be the Special Holder of the shares of Special Common Stock allocated to their accounts pursuant to such plan.

(5) *Distribution of Assets.*

(a) In the event the Corporation shall be liquidated, dissolved or wound up, whether voluntarily or involuntarily, after there shall have been paid to or set aside for the holders of the Preference Stock of all series then outstanding the full preferential amounts to which they are respectively entitled under this paragraph 5, the holders of the Special Common Stock shall be entitled to share ratably with the holders of the Common Stock of the Corporation as a single class in the remaining net assets of the Corporation, that is, an equal amount of net assets for each share of Common Stock and Special Common Stock. A merger or consolidation of the Corporation with or into any other corporation or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Corporation within the meaning of this paragraph 5.

(6) *Authorized Shares; Fractional Shares.*

(a) The number of authorized shares of Special Common Stock may not be increased unless approved by the holders of a majority of the then outstanding shares of Common Stock and Preference Stock entitled to vote, voting together as a single class.

(b) No fractional shares of Common Stock shall be issued upon conversion of shares of Special Common Stock. In lieu of fractional shares, the Transfer Agent shall pay an amount in cash equal to the fair market value of the shares of Common Stock on the conversion date multiplied by the fraction of shares of Common Stock that would otherwise be issuable. Fair Market Value shall be determined in accordance with procedures approved by the Board of Directors from time to time.

(B) *Preference Stock.* The Board of Directors of the Corporation is authorized to issue the Preference Stock of the Corporation from time to time in one or more series, each series to have such dividend rates, convertibility features, redemption rates and prices, liquidation preferences, voting rights and other rights, limitations and qualifications as the Board of Directors may determine, including but not limited to the following:

- (1) The serial designation of each series;
- (2) The rate or rates of preferential, nonparticipating dividends, if any, payable either in cash or in property, or in the shares of the same series or another series of Preference Stock, or in shares of the Common Stock or the Special Common Stock, or in any combination thereof;
- (3) The dates of payment of dividends and whether dividends shall be cumulative, and if cumulative the date from which dividends shall be cumulative;
- (4) The price or prices and the time at which the same may be redeemed, which shall be not less than the par value thereof, plus dividend arrearages, if any;
- (5) The notice of redemption required;
- (6) The amount and terms of a sinking fund, if any, for the redemption thereof, provided such sinking fund is payable only out of funds legally available therefor;
- (7) The terms, conditions, rights, privileges and other provisions, if any, respecting the conversion of any or all series of Preference Stock into either Preference Stock of the same series or another series of Preference Stock, or into Common Stock or Special Common Stock, or into any combination thereof;
- (8) The preferential amount or amounts which shall be paid to the holders thereof in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, or involuntary, which shall not be less than the par value plus dividend arrearages, if any; and
- (9) Such voting powers, if any, rights to participate in meetings of stockholders, or rights to have notice of meetings of stockholders.

Each series of the Preference Stock shall have such preferences as to dividends and assets and amounts distributable on liquidation, dissolution or winding up as shall be declared by the resolution or resolutions of the Board of Directors establishing such series, provided that all Preference Stock shall be preferred over all Common Stock and Special Common Stock as to dividends. All shares of any one series shall rank equally.

The shares of any series of Preference Stock which have been issued and redeemed, will have the status of authorized and unissued shares and may be reissued as shares of the series of which they were originally a part or may be issued as shares of a new series or as shares of any other series, all subject to the conditions and restrictions of any series of Preference Stock.