

Filing and License Fee: \$310.00 minimum

ID Number:

155833



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
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 Raton Corporation

2. It is incorporated under the laws of Ohio

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 August 28, 1916 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____

1111 Superior Avenue, Cleveland, Ohio 44114

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:

See Appendix A

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).

	Name	Address
Director	<u>See Appendix B</u>	
Director		
Director		
Director		

FILED

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By [Signature]
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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	<u>See Appendix C</u>	
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>
<u>300,000,000</u>	<u>Common Shares</u>		<u>.50 per share</u>
<u>14,106,394</u>	<u>Serial Preferred Shares</u>	<u>Series C</u>	<u>Without par value</u>

- 10 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,200,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,400,000.
- (c) 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, is 2.12 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
- 11 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2,900,000,000.
- (b) 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 is \$ 13,000,000.
- (c) 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 is .45 % [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.

Date: February 1, 2006

Earl R. Franklin

Signature of Authorized Officer of the Corporation

Earl R. Franklin

Type or Print Name of Authorized Officer

Appendix A

Eaton Corporation is a diversified industrial manufacturer of electrical systems and components for power quality, distribution and control; fluid power systems and services for industrial, mobile and aircraft equipment; intelligent truck drivetrain systems for safety and fuel economy; and automotive engine air management systems, powertrain solutions and specialty controls for performance, fuel economy and safety.

Appendix B**Eaton Corporation
Directors**

Name	Address
Alexander M. Cutler	1111 Superior Avenue, Cleveland, Ohio 44114
Michael J. Critelli	1111 Superior Avenue, Cleveland, Ohio 44114
Ernie Green	1111 Superior Avenue, Cleveland, Ohio 44114
Ned C. Lautenbach	1111 Superior Avenue, Cleveland, Ohio 44114
Deborah I. McCoy	1111 Superior Avenue, Cleveland, Ohio 44114
John R. Miller	1111 Superior Avenue, Cleveland, Ohio 44114
Gregory R. Page	1111 Superior Avenue, Cleveland, Ohio 44114
Kiran M. Patel	1111 Superior Avenue, Cleveland, Ohio 44114
Victor A. Pelson	1111 Superior Avenue, Cleveland, Ohio 44114
Gary L. Tooker	1111 Superior Avenue, Cleveland, Ohio 44114

Appendix C

**Eaton Corporation
Elected Officers**

Name	Office	Address
Alexander M. Cutler	Chairman and Chief Executive Officer, President	1111 Superior Avenue, Cleveland, Ohio 44114
Richard H. Fearon	Executive Vice President – Chief Financial and Planning Officer	1111 Superior Avenue, Cleveland, Ohio 44114
Craig Arnold	Senior Vice President and President – Fluid Power Group	1111 Superior Avenue, Cleveland, Ohio 44114
Stephen M. Buente	Senior Vice President and President – Automotive Group	1111 Superior Avenue, Cleveland, Ohio 44114
Randy W. Carson	Senior Vice President and President – Electrical Group	1111 Superior Avenue, Cleveland, Ohio 44114
James E. Sweetnam	Senior Vice President and President – Truck Group	1111 Superior Avenue, Cleveland, Ohio 44114
William W. Blausey, Jr.	Vice President – Chief Information Officer	1111 Superior Avenue, Cleveland, Ohio 44114
Susan J. Cook	Vice President – Human Resources	1111 Superior Avenue, Cleveland, Ohio 44114
Earl R. Franklin	Vice President and Secretary	1111 Superior Avenue, Cleveland, Ohio 44114
James W. McGill	Vice President – Eaton Business System	1111 Superior Avenue, Cleveland, Ohio 44114
Donald J. McGrath	Vice President – Communications	1111 Superior Avenue, Cleveland, Ohio 44114
Mark M. McGuire	Vice President and General Counsel	1111 Superior Avenue, Cleveland, Ohio 44114
John S. Mitchell	Vice President – Taxes	1111 Superior Avenue, Cleveland, Ohio 44114
Robert E. Parmenter	Vice President and Treasurer	1111 Superior Avenue, Cleveland, Ohio 44114
Billie K. Rawor	Vice President and Controller	1111 Superior Avenue, Cleveland, Ohio 44114
Ken D. Semelsberger	Vice President – Strategic Planning	1111 Superior Avenue, Cleveland, Ohio 44114
Yannis P. Tsavalas	Vice President – Chief Technology Officer	1111 Superior Avenue, Cleveland, Ohio 44114

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show EATON CORPORATION, an Ohio corporation, Charter No. 47290, having its principal location in Cleveland, County of Cuyahoga, was incorporated on August 28, 1916 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 1st day of May, A.D. 2006*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2006121M7375C