

Filing fee: \$20.00

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

MOTOROLA DELAWARE, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is MOTOROLA DELAWARE, INC.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is March 9, 1973 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To manufacture, buy, sell, import, export, install and generally deal in radio apparatus and appliances, appurtenances, batteries and all other articles necessary, useful or convenient in the maintenance or operation of radio apparatus. To manufacture, buy, sell, import, export and generally deal in electrical machinery, supplies and specialties. To carry on a general electrical business and to carry on a general manufacturing and merchandising business.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Edward J. Harty	Director	1816 N. 74th Court, Elmwood Park, Ill. 60035
Donald R. Jones	Director	890 Euclid St., Elmhurst, Illinois 60126
Lewis D. Spencer	Director	1000 S. Broadway, Park Ridge, Ill. 60068
Robert W. Galvin	Chief Executive Officer	Rolling Oaks Farm, Rural Rt. #2 (Box 160H) Barrington, Illinois 60010
William J. Weisz	President	721 Apple Tree Lane, Glencoe, Ill. 60022
John T. Hickey	Vice President	324 Vernon Avenue, Glencoe, Ill. 60022
Lewis D. Spencer	Vice President and Secretary	1000 South Broadway, Park Ridge, Ill. 60068
Donald R. Jones	Treasurer	890 Euclid St., Elmhurst, Illinois 60126
Alan D. MacDonald	Assistant Secretary	300 Thames Parkway, Park Ridge, Ill. 60068

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
1,000	Common	---	\$3.00

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
1	Common	---	\$3.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 3.00 . . . . .

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 400,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 25,000.00 . . . . .

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,200,000,000.00

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 5,500,000.00

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 30, 1973

MOTOROLA DELAWARE, INC.

[Exact Corporate Name of Corporation Making Application]

By Lewis D. Spencer +  
Its Vice President Lewis D. Spencer  
and Alan D. MacDonald +  
Its Asst. Secretary  
Alan D. MacDonald

STATE OF ILLINOIS }  
COUNTY OF COOK } Sc.

At Chicago, Illinois in said County on the 30th day  
of April 1973, before me personally appeared  
Lewis D. Spencer, who being by me first duly sworn, declared that  
he is the Vice President of MOTOROLA DELAWARE, INC.,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

Hector Betty Nikolai  
Notary Public

(NOTARIAL SEAL)

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*Johnson*  
MAY 10 1973

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

MOTOROLA SYSTEMS, INC., a corporation organized  
and existing under and by virtue of the laws of the State of \_\_\_\_\_  
Illinois, \*and authorized to transact business in the State of  
Rhode Island\* hereby consents to the (qualification) in Rhode Island of  
(INCORPORATED) a corporation having the name MOTOROLA DELAWARE, INC. pursuant  
to a vote of the (board of directors) of this corporation, an attested  
(stockholders) copy of which is attached hereto.

In Witness Whereof said MOTOROLA SYSTEMS, INC.  
has caused these presents to be executed in its corporate name by its  
Treasurer, thereunto duly authorized, and its corporate  
seal to be hereunto affixed, this 30<sup>th</sup> day of April, 1973.

MOTOROLA SYSTEMS, INC.  
By Donald S. [Signature]  
(Signature and title of officer)  
Treasurer

(CORPORATE SEAL)

Attest:

Lewis D. Spina  
Secretary

\*Omit these words if consenting corporation is organized in Rhode Island.

C E R T I F I C A T E

I, LEWIS D. SPENCER, Secretary of MOTOROLA SYSTEMS, INC., an Illinois corporation, hereby certify that the following resolution of the Board of Directors of said corporation is in full force and effect on the date hereof:

RESOLVED, that the Company hereby consents to the qualification of Motorola Delaware, Inc. in the state of Rhode Island and to the use of such name by said corporation.

Dated: April 30, 1973.

*Lewis D. Spencer*

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LEWIS D. SPENCER

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

MOTOROLA COMMUNICATIONS  
AND ELECTRONICS, INC., a corporation organized  
and existing under and by virtue of the laws of the State of \_\_\_\_\_  
Illinois, \*and authorized to transact business in the State of  
Rhode Island\* hereby consents to the (qualification) in Rhode Island of  
(~~INCORPORATION~~)  
a corporation having the name MOTOROLA DELAWARE, INC. pursuant  
to a vote of the (board of directors) of this corporation, an attested  
(~~stockholders~~)  
copy of which is attached hereto.

In Witness Whereof said MOTOROLA COMMUNICATIONS  
AND ELECTRONICS, INC.  
has caused these presents to be executed in its corporate name by its  
Treasurer, thereunto duly authorized, and its corporate  
seal to be hereunto affixed, this 30th day of April, 1973

MOTOROLA COMMUNICATIONS  
AND ELECTRONICS, INC.  
By Donald D. Jones  
(Signature and title of officer)  
Treasurer

(CORPORATE SEAL)

Attest:

Lewis D. Spencer  
Secretary

\*Omit these words if consenting corporation is organized in Rhode Island.

C E R T I F I C A T E

I, LEWIS D. SPENCER, Secretary of MOTOROLA COMMUNICATIONS AND ELECTRONICS, INC., an Illinois corporation, hereby certify that the following resolution of the Board of Directors of said corporation is in full force and effect on the date hereof:

RESOLVED, that the Company hereby consents to the qualification of Motorola Delaware, Inc. in the state of Rhode Island and to the use of such name by said corporation.

Dated: April 30, 1973

*Lewis D. Spencer*

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LEWIS D. SPENCER

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

MOTOROLA SALES, INC., a corporation organized  
and existing under and by virtue of the laws of the State of \_\_\_\_\_  
Delaware, \*and authorized to transact business in the State of  
Rhode Island\* hereby consents to the (qualification) ~~(incorporation)~~ in Rhode Island of  
a corporation having the name MOTOROLA DELAWARE, INC. pursuant  
to a vote of the ~~(stockholders)~~ <sup>(board of directors)</sup> of this corporation, an attested  
copy of which is attached hereto.

In Witness Whereof said MOTOROLA SALES, INC.  
has caused these presents to be executed in its corporate name by its  
Treasurer, thereunto duly authorized, and its corporate  
seal to be hereunto affixed, this 30th day of April, 1973.

MOTOROLA SALES, INC.  
By Donald R. Juer  
(Signature and title of officer)  
Treasurer

(CORPORATE SEAL)

Attest:

Lewis D. Spence  
Secretary

\*Omit these words if consenting corporation is organized in Rhode Island.

C E R T I F I C A T E

I. LEWIS D. SPENCER, Secretary of MOTOROLA SALES, INC.,  
a Delaware corporation, hereby certify that the following  
resolutions of the Board of Directors of said corporation  
is in full force and effect on the date hereof:

RESOLVED, that the Company hereby  
consents to the qualification of Motorola  
Delaware, Inc. in the state of Rhode Island  
and to the use of such name by said corpora-  
tion.

Dated: April 30, 1973

*Lewis D. Spencer*

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LEWIS D. SPENCER

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

MOTOROLA, INC., a corporation organized  
and existing under and by virtue of the laws of the State of \_\_\_\_\_  
Illinois, \*and authorized to transact business in the State of  
Rhode Island\* hereby consents to the (qualification) in Rhode Island of  
(incorporation)  
a corporation having the name MOTOROLA DELAWARE, INC. pursuant  
to a vote of the (board of directors) of this corporation, an attested  
(stockholders)  
copy of which is attached hereto.

In Witness Whereof said MOTOROLA, INC.  
has caused these presents to be executed in its corporate name by its  
Vice President, thereunto duly authorized, and its corporate  
seal to be hereunto affixed, this 30<sup>th</sup> day of April, 1973.

MOTOROLA, INC.  
By Donald R. Jones  
(Signature and title of officer)  
Donald R. Jones, Vice President

(CORPORATE SEAL)

Attest:

Lewis D. Spencer  
Assistant Secretary

\*Omit these words if consenting corporation is organized in Rhode Island.

C E R T I F I C A T E

I, LEWIS D. SPENCER, Assistant Secretary of MOTOROLA, INC., an Illinois corporation, hereby certify that the following resolution of the Board of Directors of said corporation is in full force and effect on the date hereof:

RESOLVED, that the Company hereby consents to the qualification of Motorola Delaware, Inc. in the state of Rhode Island and to the use of such name by said corporation.

Dated: April 30, 1973

*Lewis D. Spencer*

LEWIS D. SPENCER