State of Uhode Island and Providence Plantations BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

	dersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for ation:				
FIRST.	The name of the corporation is				
	BATHY SYSTEMS, INC.				
NAMES AND A STATE OF THE STATE	и ули и и и и и и и и и и и и и и и и и				
SECONI	D. The period of its duration is (if perpetual, so state) perpetual				
THIRD.	The purpose or purposes for which the corporation is organized are:				
The d	evelopment and manufacturing of oceanographic instrumentation.				

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
 - (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other menner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
 - (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquira, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
 - (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (1) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the curporation.
 - (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
 - (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
 - (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

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(a) If only one class: Total number of shares ____FIVE_HUNDRED (If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

No Par Common

(b) If more than one class: Total number of shares

(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permuted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation shall have the right in case any Stockholder desires to sell any stock of the corporation to purchase said stock at the lowest price and upon the most lenient terms at which such Stockholder is willing to sell the same before such stock may be sold to any other party. No sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been so offered in writing to the corporation and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The directors shall have the power to accept or reject such offer on behalf of the corporation. Any Stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions, may at any time within sixty (60) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) days, after such offer shall have been made to the corporation, sell the stock so offered to the corporation to any other party but not for a price lower nor upon more lenient terms than at which such stock shall have been previously offered to the corporation. The corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the Stockholder and purchaser of such stock as to the price paid therefore before transferring such stock upon the books of the corporation. The Directors may, in particular instances, consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

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 $\ensuremath{\mathsf{SIXTH}}.$ Provisions (if any) for the regulation of the internal affairs of the corporation:

The By-Laws of the said Corporation together with the Amendments thereto.

lected and shall qualify are:	eting of shareholders or until their successors
this is a close corporation pursuant to \$7-1.1-51 of	of the General Laws, 1956, as amended, state the name(s)
dress(es) of the officers of the corporation.) Name	Address
• • • • • • • • • • • • • • • • • • • •	F *
NINTH. The name and address of each	h incorporator is:
Name	Address
Joyce Behringer	143 Main St., North Kingstown,
ese articles of incorporation):	981 Schumper Joyce Behringer

STATE OF RHODE ISLAND	Gitx (of North	Kingstown
STATE OF RHODE ISLAND COUNTY OF Washington	Town	OI MOT CIT.	Kangs.comit
in said county this 8.tl	a day of	October	, A. D. 19 81
then personally appeared be	efore me		
	Joyce Behringer		***************************************

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Notary Public

Domenic A. Mosca, Jr., Esq.

My commission expires June 30, 1986.

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