

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Whirlpool Corporation

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 Whirlpool Corporation

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

(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 August 10, 1955 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 c/o The Corporation Trust Company, 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer 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 engage in any lawful activity including the manufacture, sale and servicing of appliances and products.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
.....	Director
See Attached	Director
.....	Director
.....
.....	President
.....	Vice President
.....	Secretary
.....	Treasurer

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>
250,000,000	Common	---	\$1.00
10,000,000	Preferred	---	\$1.00

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>
69,258,374 (excluding 5,029,922 treasury shares as of 6/15/88)	Common	---	\$1.00
None	Preferred	---	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,600,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 3,100,000,000

FOURTEENTH: 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 \$ 17,000,000

FIFTEENTH: 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 Sept. 27, 19 88

Whirlpool Corporation
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its Vice President Robert Frey
and [Signature]
Its Secretary Daniel F. Hopp

STATE OF Michigan }
COUNTY OF Berrien } Sc.

At Benton Harbor, Michigan in said County on the 27th day
of September 19 88, before me personally appeared
Robert Frey, who being by me first duly sworn, declared that
he is the Vice President of Whirlpool Corporation,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

JOYCE E. CUTHBERT
Notary Public, Berrien County, MI
My Commission Expires July 21, 1992

5-2346
MR

RECEIVED
SECRETARY OF STATE
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DIRECTORS AND OFFICERS OF WHIRLPOOL CORPORATION

DIRECTORS

Victor A. Bonomo
Robert A. Burnett
Douglas D. Danforth
Bert E. Phillips
Charles D. Putnam*

Jack B. St. Clair
James R. Samartini*
Philip L. Smith
Jack D. Sparks
Janice D. Stoney

Albert E. Suter*
George E. Wardeberg*
Kenneth J. Whalen
David R. Whitwam*

OFFICERS

Samuel M. Bateman
Executive Vice President

Bradley J. Bell
Treasurer

H. W. (Hank) Bowman
Corporate Vice President and
President, Whirlpool Appliance
Group

Russell B. Collingwood
Assistant Controller

Robert J. Collins-Wright
Corporate Vice President

E. R. (Ed) Dunn
Corporate Vice President,
Human Resources

Robert Frey
Corporate Vice President, Law
and General Counsel;
Assistant Secretary

Stephen F. Holmes
Corporate Vice President,
Technology & Group Services

Daniel F. Hopp
Secretary and
Assistant General Counsel

Kenneth W. Kaminski
Corporate Vice President and
President, KitchenAid Appliance
Group

Lawrence J. Kremer
Corporate Vice President,
International Development Group

James E. LeBlanc
Corporate Vice President

William D. Marohn
Corporate Vice President and
President, Kenmore Appliance Group

Charles D. Putnam*
Executive Vice President, Administration;
Assistant Secretary

James R. Samartini*
Executive Vice President
and Chief Financial Officer

Albert E. Suter*
President and Chief Operating Officer

Lloyd A. Wampach
Corporate Vice President

George E. Wardeberg*
Vice Chairman

David R. Whitwam*
Chairman of the Board
and Chief Executive Officer

*Member of the Whirlpool Corporation Board of Directors and Officer of the Company.

JEC 9/1/88

ADDRESS: Whirlpool Corporation, 2000 M-63, Benton Harbor, MI 49022



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF WHIRLPOOL CORPORATION FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1987, AT 1 O'CLOCK P.M.

! ! ! ! ! ! ! ! ! !



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 1875549

DATE: 09/29/1988